



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

To,
The Listing and Compliance,
BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai -400001

Name of the Company: - Oriental Veneer Products Ltd.
Script Code: - 531859

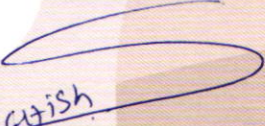
Dear: - Sir/ Madam,

Subject: - 25th Annual Report of the Company for the Financial Year 2015-16.

With reference to the subject matter, enclosed herewith please find the 25th Annual Report of the Company for the Financial Year 2015-16.

Kindly take the same in your records.

For Oriental Veneer Products Limited


Satish V. Bhanushali
Company Secretary and Compliance officer



Enclosure:-
25th Annual Report 2015-16



*Oriental Veneer
Products Ltd.*

25th
Annual Report
2015-2016

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Registered Office Village Aghai, Via Kalyan Railway Station Thane -421 301

Corporate Office 16, Mascarenhas Road, Mazgaon
Mumbai 400 010

Registrar & Share Transfer Agent 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India Tel: +91 (0) 22 42270400 | Direct: +91 (0)22 42270423
www.adroitcorporate.com

Corporate Information

Board of Directors	Saleh N. Mithiborwala Karim N. Mithiborwala Mustufa S. Pardawala Deepa D. Raut Suresh G. Mane	Chairman & Whole Time Director Managing Director Independent Director Independent Director Independent Director
Key Managerial Personnel	Saleh N. Mithiborwala Karim N. Mithiborwala Satish V. Bhanushali	Whole Time Director and Chief Financial officer Managing Director Company Secretary
Committees		
Audit Committee	Mustufa S. Pardawala Deepa D. Raut Suresh G. Mane Karim N. Mithiborwala	Chairman Member Member Member
Nomination and Remuneration Committee	Mustufa S. Pardawala Deepa D. Raut Suresh G. Mane Karim N. Mithiborwala	Chairman Member Member Member
Stakeholders Relationship Committee	Mustufa S. Pardawala Deepa D. Raut Suresh G. Mane Karim N Mithiborwala	Chairman Member Member Member
Executive Committee	Karim N Mithiborwala Saleh N Mithiborwala	
Statutory Auditors	M/s. Anil Bansal & Associates M/s. NBS & Co.	
Banker	Saraswat Bank Limited The Shamrao Vithal Co-Op Bank	

Letter from the Chairman



Dear Fellow Stakeholders

It gives me immense pleasure to present you the 25th Annual report of the Company. The year 2016 is the memorable and landmark year for your Company as the Company has celebrated its silver jubilee. The journey of 25 year could not been possible without your support and trust.

This year of silver jubilee brought a silver lining for all the stakeholder of your Company. The share price of the company touch new peak, during the year directors have decided to make listing application of shares with National

Stock Exchange of India Ltd and Metropolitan Stock Exchange of India Ltd.

I am pleased to inform to you that during the year under review subsidiary of your Company has started his operations and now stepping the new manufacturing unit for production of Wagon at Kutch, Gujrat.

Your Company has faces so many ups and downs during the journey of 25 year, some of key achievements of your Company are as follows;

During the first decade, **1995-2004**, following the IPO, your Company witnessed a decade of steady growth in its operations. It expanded its product base to manufacture compreg boards and allied products. As a supplier for Indian Railways your company concreted its position and became a preferred vendor to Indian Railways.

In 2004-05, your Company diversified into the manufacturing of "Densified Thermal Bonded Block' (DTBB). The product made from Recron, is a nonflammable substitute for foam, supplied by Reliance Industries. It is used in the manufacturing of seats and berths of coaches and has been approved by the Research Designs Standards Organisation (RDSO), the sole vendor approving body for the Railways, for all supplies. Your company is an approved supplier for Railways, in fact a classified Part I supplier, meaning thereby the Company enjoys significant advantages over its peers in terms of bagging Railway orders.

2007-08, your Company forayed into manufacturing of seats and berths for Indian Railways and also received RDSO approval. Over a period of time your company began manufacturing all types of seats and berths used across all types of railway coaches from premium trains like Rajdhani Express and Duronto Express; to regular passenger trains.

2015-16, your Company has begun manufacturing Rexene, a backward integration project with a capacity of 5 lakh meters per month. Rexene is used in the manufacturing of seats and berths. The Company has also set-up a casting foundry through its subsidiary to make casting products such as coupler parts, axle box and other casting products, used by the

Indian Railway

LOOKING AHEAD

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Government of India has appointed the Engineering Export Promotion Council (EEPC) as the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/equipment and light engineering products such as castings, forgings and fasteners to various countries of the world.

Market size

The capital goods & engineering turnover in India is expected to reach US\$ 125.4 billion by FY17. The foreign direct investment (FDI) inflows into India's miscellaneous mechanical and engineering industries during April 2000 to March 2016 stood at around US\$ 3,068.1 million, as per data released by the Department of Industries Policy and Promotion (DIPP).

The Government is committed to increase its spending on Infrastructure boost business within and outside the country. This includes improvement in railway infrastructure where your Company has a strong presence.

Prime Minister Shri Narendra Modi Ji. He had once said, he had said my vision is to make railways the backbone of India's progress and economic development."

In railway budget 2016-17 Minister of Railways Mr. Suresh Prabhu has said that the investments by the Ministry in 2015-16 were double the average investment over the past five years. Presenting the Railway Budget 2016-17 in the Parliament, Mr Suresh Prabhu announced capital expenditure for 2016-17 at Rs 121,000 crore (US\$ 17.94 billion), which will be implemented through joint ventures with states and developing new frameworks for Public-private partnership (PPP).

This will enable the Company to fulfill its vision of becoming a universal industrial enterprise and Your Company has taken suitable measures to position itself and to take the benefits from said move of government.

I take this opportunity to once again thank all our stakeholders for their continue support and encouragement.

Best Wishes

Chairman

ORIENTAL VENEER PRODUCTS LIMITED
AGHAI (VIA) KALYAN RAILWAY STATION, THANE
MAHARASHTRA 421301 INDIA
CIN:- L02005MH1991PLC060686
TEL: 91 22 6138 9400 FAX: 6138 9401 EMAIL: compliance.ovpl@gmail.com
WEBSITE: www.ovpl.co.in

NOTICE

Notice is hereby given that the twenty-fifth Annual General Meeting of Oriental Veneer Products Limited will be held on Friday, September 30, 2016 at 12.30 p.m. at the registered office of the company situated at Aghai (Via) Kalyan Railway Station, Thane Maharashtra 421301 India, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
2. 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;
3. Ratification of Appointment of Auditors;
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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Anil Bansal & Associates, Chartered Accountants (ICAI Firm Registration No.100421W) and M/s. NBS & Co. Chartered Accountants, Mumbai (Reg. No. 110100W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-sixth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:

4. **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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Alteration of Articles of Association of the company in this regards, to consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended as follows;

- **Transfer of Shares clause;**

- Addition of following clause;

Provided that registration of transfer shall not be refused by the Company on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;

- **Dividends and Reserve;**

➤ **Addition of following clause;**

Company will not forfeit the amount of unclaimed dividends before the claim becomes barred by law.

• **Call on shares;**

➤ **Addition of following clause;**

With the prior approval in general meeting, the option or right to call of shares can be given to any other person.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Karim N Mithiborwala
DIN:- 00171326
Managing Director
Mumbai, September 02, 2016

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) 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 instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly

completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed on September 24, 2016 to September 30, 2016 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Adroit Corporate Services Pvt. Ltd (ACSPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to ACSPL.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to ACSPL.

6. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or ACSPL for assistance in this regard.

7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. <http://www.ovpl.co.in/> .
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / ACSPL.
11. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.
12. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
13. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
14. The board of directors has appointed Mr. Shiv Hari Jalan, Practicing Company Secretaries (Membership No. FCS 5703) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
15. The facility for voting polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

17. Information and other instructions relating to e-voting are as under:

- The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Authorized Agency to provide e-voting facilities.
- Members holding shares either in physical form or in dematerialized form as on the cut-off date, i.e. September 23, 2016 shall only, be entitled to avail the facility of remote e-voting. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September 2016 At 9.30 A.M and ends on Thursday, 29th September 2016 at 5.00 PM During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.
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> <ul style="list-style-type: none"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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.

(xx) **In case of members receiving the physical copy:**

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on <27/09/2016 09.30 A.M> and ends on <29/09/2016 5.00 P.M>. 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 September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- A.** 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.
- B.** The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
- C.** The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Consolidated Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- D.** The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.ovpl.co.in> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice.

Item No 2

Particulars	Karim N Mithiborwala
Age	53 years
A brief resume of the Director including Experience.	He is B. Com from Mumbai University he has over a 25 years of experience in the field of various management practices in areas such as training and development, HR, consulting and soft skills.
Nature of his expertise in specific functional areas and Qualification.	He is expert in Business Management his Qualification is B.Com.
Terms and Conditions appointment and re-appointment.	As per the resolution passed by the shareholders at 23 rd Annual General Meeting held on 30th December, 2014, Mr. Karim N. Mithiborwala re appointed as the Managing Director.
Names of Companies in which the person also holds the directorship and the membership of Committees of the Board.	He is holding Directorship in Only Oriental Veneer Products Limited and Member of Following Committee 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholders Relationship Committee
Shareholding in the Company	2,21,800
Disclosure of relationships between directors inter-se;	With Saleh N Mithiborwala = Brother in law
Remuneration last drawn	Nil
Proposed remuneration to be paid	As per existing terms and conditions
Date of First appointment on the Board	29/10/1999
Number of Meetings of the Board attended during the financial year.	He has attended 18 meeting of Board during the period under review

Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

The Board recommends the resolution at item no. 04 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

Item 5

The Board of Directors of the Company has decided to make listing application of shares with the National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited. As per one of the requirements of listing application, Articles of Association (AOA) of the Company shall have certain clauses, the clauses mentioned in Resolution No. 5 are not there in the current AOA of the Company.

Therefore, the Board of Directors recommends for amendment to the Articles of Association of the Company by adding clauses as mentioned in Resolution 5.

The Resolution at Item No. 05 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 05.

By Order of the Board of Directors

Karim N Mithiborwala
Managing Director

DIN:- 00171326
Mumbai, September 02, 2016

ORIENTAL VENEER PRODUCTS LIMITED

DIRECTORS' REPORT

To,
The Members,
Oriental Veneer Products Limited,

Your Directors have pleasure in presenting the 25th Annual Report of the M/s. Oriental Veneer Products Limited (the "Company" or "OVPL") together with the Audited Financial Statement for the financial year (FY) ended March 31, 2016. Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. FINANCIAL RESULTS:

a. Financial Results

Sr No	Particulars	Standalone(Rs. In lacs)		Consolidated (Rs. In lacs)	
		Year Ended		Year Ended	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015
1	Income from the operations				
a	Net Sales/Income from Operations (Net of excise duty)	8108.11	7736.77	8044.65	7736.77
b	Other Operating Income	0.00	330.97	265.70	331.38
	Total income from Operations (net)	8108.11	8067.74	8310.35	8068.14
2	Expenses				
a	Cost of Materials consumed	5034.74	5354.28	5208.27	5354.28
b	Purchase of stock-in-trade	1138.01	921.03	1138.02	921.03
c	Changes in inventories of finished goods, work-in-progress and stock-in-trade	-252.29	-77.40	-747.61	-76.29
d	Employee benefits expense	758.68	679.70	811.83	680.46
e	Depreciation and amortisation expense	105.27	102.71	142.64	103.18
f	Other expenses(Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	787.66	508.79	849.11	508.49
	Total Expenses	7572.07	7489.11	7402.26	7491.15
3	Profit from operations before other income, finance costs and exceptional items (1-2)	536.04	578.63	908.09	576.99
4	Other Income	263.93	0.00	0.00	0.00
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	799.97	578.63	908.09	576.99
6	Finance Cost	160.23	108.33	203.58	108.47
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	639.74	470.30	704.51	468.53
8	Exceptional Items	0.00	0.00	58.34	0.00
9	Profit from ordinary activities before tax (7 - 8)	639.74	470.30	646.17	468.53
10	Tax expense	226.00	154.3	-319.02	-155.16
11	Net Profit from ordinary activities after tax (9 - 10)	413.74	316.00	327.14	313.37
12	Extraordinary items (net of tax ` expense ____ Lakhs)	0.00	0.00	0.00	0.00
13	Net Profit / (Loss) for the period (11 - 12)	413.74	316.00	327.14	313.37

b. COMPANY'S PERFORMANCE:

On consolidated basis, revenue from operations for FY 2015-16 at Rs. 8310.35 lacs was higher by 03.00% over last year (Rs. 8068.14 lacs in FY 2014-15). Earnings before interest, tax, depreciation and amortization ("EBITDA") were 1050.73 lacs registering a growth of 54.48% over EBITDA of 680.17 lacs in FY 2014-15. Profit after tax ("PAT") for the year was 327.14 recording a growth of 4.39% over the PAT of Rs. 313.37 lacs of FY 2014-15.

On standalone basis, revenue from operations for FY 2015-16 at 8108.11 lacs, was higher by 0.50% over last year (Rs. 8067.74 in FY 2014-15). EBITDA at 905.24 lacs registered a growth of 32.86% over the EBITDA of Rs. 681.34 lacs in FY 2014-15. PAT for the year was Rs. 413.74 lacs registering a growth of 30.93% over the PAT of Rs. 316.00 lacs in FY 2014-15.

c. OPERATIONS:

There was no change in nature of the business of the Company, during the year under review.

d. DIVIDEND:

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

e. TRANSFER TO RESERVES:

The Company has not transferred any Amount to Reserves during the year under review.

f. SUBSIDIARIES:

The Company has 01 subsidiary as on March 31, 2016. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

Performance of subsidiary

<u>Sr No</u>	<u>Particulars</u>	<u>31st March 2016</u>	<u>31st March 2015</u>
1	Total Revenue	176,613	-
2	Total expenses (II)	(464,895)	240,239
3	Profit/(loss) Before Tax	641,508	(240,239)
4	Total tax expenses	(9,301,424)	(22,818)
5	Profit/(loss) After Tax	(8,659,916)	(263,056)
6	Shareholders' funds	78,577,027	49,736,944
7	Non-current liabilities	236,520,847	64,245,422
8	Current liabilities	65,911,566	39,253,461
9	Non-current assets	291,720,544	139,353,363
10	Current assets	89,288,895	13,882,464

Contribution to the Overall Performance of the Company

As the subsidiary company has faced a loss hence there is no contribution from the subsidiary company to the overall performance of the Company.

g. DETAILS OF THE COMPANY WHO CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES:

There have been no Companies which have been ceased to be its Subsidiary, Joint Venture or Associate Company during the year under review.

h. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

i. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES.

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure I** in Form AOC-2 and the same forms part of this report.

j. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure II** which forms part of this Report.

k. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2016 made under the provisions of Section 92(3) of the Act is attached as **Annexure III** which forms part of this Report.

l. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

The Company is falling under Schedule VI of the Companies Act, 2013 hence disclosure under section 186 of the companies Act 2013 is not applicable to the Company.

m. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

n. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS -

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) CHANGE IN BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Changes in Directors and Key managerial personals are as follows

ORIENTAL VENEER PRODUCTS LIMITED

<u>Sr No</u>	<u>Name of the Person</u>	<u>Designation</u>	<u>Appointment/Resignation</u>	<u>Date of Appointment/Resignation</u>
1	Wazeera S Mithiborwala	Additional Director *	Resignation	19/05/2015
2	Khalid A Dabilkar	Director	Resignation	19/05/2015
3	Suresh G Mane	Additional Director*	Appointment	13/06/2015
		Director#	Appointment	30/09/2015
4	Deepa D Raut	Additional Director*	Appointment	26/05/2015
		Director#	Appointment	30/09/2015
5	Vilas S Chitnis	Additional Director*	Resignation	12/6/2015
6	Satish V Bhanushali	Company Secretary	Appointment	27/10/2015

*Appointed in Board Meeting as an Additional Director

#Appointed in Annual General Meeting as Independent Director

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES

a. BOARD MEETINGS:

The Board of Directors met 18 times during the financial year ended 31st March 2016 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

b. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

c. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Formation of CSR committee is not applicable to our Company and company is not required to spend amount towards CSR activities hence Company has neither constituted CSR committee nor spend any amount towards CSR Activity.

d. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as required under Companies Act 2013, for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company.

e. DECLARATION BY INDEPENDENT DIRECTORS:

The independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

f. BOARD EVALUATION:

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

g. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONAL:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure IV** to this report.

h. COMMITTEE'S OF BOARD:

I. Audit Committee:- The composition of Audit Committee is as follows:

<u>Name of Directors</u>	<u>Designation in Committee</u>	<u>Nature of Directorship</u>
Mustufa S Pardawala	Chairman	Independent Director
Deepa D Raut	Member	Independent Director
Suresh G Mane	Member	Independent Director
Karim N Mithiborwala	Member	Managing Director

II. Nomination and Remuneration Committee

The Composition of the Committee is as under:

<u>Name of Directors</u>	<u>Designation in Committee</u>	<u>Nature of Directorship</u>
Mustufa S Pardawala	Chairman	Independent Director
Deepa D Raut	Member	Independent Director
Suresh G Mane	Member	Independent Director
Karim N Mithiborwala	Member	Managing Director

The Board in consultation with the Nomination and Remuneration Committee formulated the Nomination and Remuneration Policy on Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 and the policy formulated by the Committee is attached herewith in Annexure V.

III. Stakeholders Relationship Committee

The composition of the committee is as follows:

ORIENTAL VENEER PRODUCTS LIMITED

<u>Name of Directors</u>	<u>Designation in Committee</u>	<u>Nature of Directorship</u>
Mustufa S Pardawala	Chairman	Independent Director
Deepa D Raut	Member	Independent Director
Suresh G Mane	Member	Independent Director
Karim N Mithiborwala	Member	Managing Director

4. AUDITORS , AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure VI which forms part of this report.

a. RATIFICATION OF APPOINTMENT OF AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Anil Bansal & Associates, Chartered Accountants (ICAI Firm Registration No.100421W) and M/s. NBS & Co. Chartered Accountants, Mumbai (Reg. No. 110100W), the Auditors of the Company have been appointed. However, their appointment as Auditors of the Company shall be required to be ratified by the Members at the ensuing Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for reappointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

5. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2016, the Board of Directors hereby confirms that:

a. in the preparation of the annual accounts, the applicable accounting

standards had been followed along with proper explanation relating to material departures;

- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

d. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

e. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

f. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

g. PARTICULARS OF EMPLOYEES

None of the employees of the Company is drawing remuneration in excess of the limits prescribed under Rule (5) (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendment thereof.

h. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance. As per listing regulations, The Company is not required to give disclosure on Corporate Governance.

i. MANAGEMENT DISCUSSION AND ANALYSIS

The detailed Management Discussion and Analysis Report for the Financial Year 2015-16, as per the requirements of SEBI Listing Regulations, is given in a separate section forming part of this Report.

j. POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of women at Workplace in accordance with The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaints pertaining to Sexual Harassment.

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board
For Oriental Veneer Products Limited**

Saleh N Mithiborwala
Whole Time Director, Chief Financial Officer and Chairperson
DIN:- 00171171
Add:- 701, Anand Bhavan CHS East
Avenue Sharad Chandra,
Chaterji RD Santacruz West
Mumbai 400054 MH IN
Date:- 02/09/2016

ANNEXURES TO DIRECTORS REPORT

ANNEXURE I

Form No. 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)

Form for 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 transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Oriental Veneer Products Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2015-16. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

Particulars	Particulars
(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/ arrangements/ transactions	Not Applicable
(c) Duration of the contracts / arrangements/transactions	Not Applicable
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
(e) Justification for entering into such contracts or arrangements or transactions	Not Applicable
(f) Date(s) of approval by the Board	Not Applicable
(g) Amount paid as advances, if any	Not Applicable
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

Particulars	Particulars
(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/ arrangements/ transactions	Not Applicable
(c) Duration of the contracts / arrangements/transactions	Not Applicable
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
(e) Date(s) of approval by the Board, if any	Not Applicable
(f) Amount paid as advances, if any	Not Applicable

For Oriental Veneer Products Limited

Saleh N Mithiborwala
Whole Time Director, Chief Financial Officer and Chairperson
DIN:- 00171171
Add:- 701, Anand Bhavan CHS East
Avenue Sharad Chandra,
Chaterji RD Santacruz West
Mumbai 400054 MH IN
Date:- 02/09/2016

ANNEXURE II

DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	The company is planning to install Solar system at the factory for alternate source of energy.
Steps taken by the company for utilizing alternate sources of energy	Company is in planning stage of installing Solar system at the factory
Capital investment on energy conservation equipments	Nil

(B) Technology absorption:

Efforts made towards technology absorption	The Company has installed New technology i.e Cone Calorimeter with oxygen analyser to find the Marhe.
Benefits derived like product improvement, cost reduction, product development or import substitution	Improvement in Products
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):- The technology imported on September,23 2015.	
Details of technology imported	Technology is imported from East Sun Limited situated at Unit D88, 11/F., Wing Tat Commercial Building, 97 Bonham stand East, Sheung wan, Hong Kong.
Year of import	September 23,2015
Whether the technology has been fully absorbed	Yes
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
Expenditure incurred on Research and Development	Nil

ORIENTAL VENEER PRODUCTS LIMITED

(C) Foreign exchange earnings and Outgo (accrual basis):

		1st April, 2015 to 31st March, 2016 [Current F.Y.] Amount in Rs		1st April, 2014 to 31st March, 2015 [Previous F.Y.] Amount in Rs
Actual Foreign Exchange earnings		Nil		Nil
Actual Foreign Exchange outgo:		4,451,294		11,931,131
1) Payments for Import Purchases made during the year	3,266,543		8,852,681	
2) Advance for Import Purchase	-		2,708,342	
3) Travelling Expenses	1,184,751		370,108	

For Oriental Veneer Products Limited

Saleh N Mithiborwala
Whole Time Director, Chief Financial Officer and Chairperson
DIN:- 00171171
Add:- 701, Anand Bhavan CHS East
Avenue Sharad Chandra,
Chaterji RD Santacruz West
Mumbai 400054 MH IN
Date:- 02/09/2016

ORIENTAL VENEER PRODUCTS LIMITED

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L02005MH1991PLC060686
Registration Date	:	08/03/1991
Name of the Company	:	Oriental Veneer Products Limited
Category / Sub-Category of the Company	:	Company Limited by shares/ Indian Non-Government Company.
Address of the Registered office and contact details	:	Aghai (Via)Kalyan Railway Station, Thane Maharashtra 421301 India
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India Tel: +91 (0) 22 42270400 Direct: +91 (0)22 42270423 Fax: +91 (0)22 28503748 pratapp@adroitcorporate.com www.adroitcorporate.com

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:-

SI. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Railway Seats	3100	51.69
2	Compreg Board & Articles thereof	16299	14.71

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

ORIENTAL VENEER PRODUCTS LIMITED

Sr. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary/a ssociate	% of shares held	Applicable section
1	Oriental Foundry Private Limited	U27310MH2014PTC256609	Subsidiary	94.29%	2(87)

I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (including Promotor Group)									
(1) Indian									
a) Individual/HUF	1714050	1500	1715550	31.83	1715550	0	1715550	31.83	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	668000	0	668000	12.39	668000	0	668000	12.39	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS	221800	0	221800	4.11	221800	0	221800	4.11	0.00
f-2) DIRECTORS RELATIVES	316800	0	316800	5.88	316800	0	316800	5.88	0.00
Total Shareholding of promoter (A)	2920650	1500	2922150	54.21	2922150	0	2922150	54.21	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance	0	0	0	0.00	0	0	0	0.00	0.00

ORIENTAL VENEER PRODUCTS LIMITED

Companies									
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	8244	17000	25244	0.47	38724	7600	46324	0.86	0.39
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	28293	132000	160293	2.97	89506	97000	186506	3.46	0.49
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1725950	553800	2279750	42.29	2101538	132700	2234238	41.45	-0.84
c) Others (Specify)									
c-1) CLEARING MEMBER	2863	0	2863	0.05	1082	0	1082	0.02	-0.03
Sub-total (B)(2)	1765350	702800	2468150	45.79	2230850	237300	2468150	45.79	0.00
Total Public Shareholding(B)= (B)(1)+(B)(2)	1765350	702800	2468150	45.79	2230850	237300	2468150	45.79	0.00
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
Sub-total (C)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4686000	704300	5390300	100	5153000	237300	5390300	100	0

ORIENTAL VENEER PRODUCTS LIMITED

ii. SHAREHOLDING OF PROMOTERS (including Promoter Group):

SI No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change 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	SAIFEE SALEH MITHIBORWALA	133600	2.48	0.00	133600	2.48	0.00	0.00
2	NEMA ASGAR KARIMI	138900	2.58	0.00	138900	2.58	0.00	0.00
3	KARIM BADRUDDIN KARIMI	261900	4.86	0.00	261900	4.86	0.00	0.00
4	VALI N MITHIBORWALA	418700	7.77	0.00	418700	7.77	0.00	0.00
5	KULSUM S MITHIBORWALA	61450	1.14	0.00	61450	1.14	0.00	0.00
6	EBRAHIM N MITHIBORWALA	128200	2.38	0.00	128200	2.38	0.00	0.00
7	SAKINA E MITHIBORWALA	209700	3.89	0.00	211200	3.92	0.00	0.03
8	SALEH N MITHIBORWALA	361600	6.71	0.00	361600	6.71	0.00	0.00
9	WAZEERA S MITHIBORWALA	44700	0.83	0.00	44700	0.83	0.00	0.00
10	VISION INFPRO (INDIA) PRIVATE LIMITED	550000	10.20	0.00	550000	10.20	0.00	0.00
11	KARIM N MITHIBORWALA	221800	4.11	0.00	221800	4.11	0.00	0.00
12	ABBAS N MITHIBORWALA	34900	0.65	0.00	34900	0.65	0.00	0.00
13	INDUSTRIAL LAMINATES	118000	2.19	0.00	118000	2.19	0.00	0.00

ORIENTAL VENEER PRODUCTS LIMITED

	(INDIA) PRIVATE LIMITED							
14	SHAHEEN A MITHIBORWALA	237200	4.40	0.00	237200	4.40	0.00	0.00
15	SAKINA NAZMUDDIN MITHIBORWALA	1500	0.03	0.00	0	0.00	0.00	-0.03
	TOTAL	2922150	54.21	0.00	2922150	54.21	0.00	0.00

viii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE): (including Promoter Group):

SI No.		Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	INDUSTRIAL LAMINATES (INDIA) PRIVATE LIMITED	4/1/2015	118000	2.19	118000	2.19
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	118000	2.19

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2	At the beginning of the year	VISION INFPRO (INDIA) PRIVATE LIMITED	4/1/2015	550000	10.20	550000	10.20
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	550000	10.20
3	At the beginning of the year	NEMA ASGAR KARIMI	4/1/2015	138900	2.58	138900	2.58
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	138900	2.58
4	At the beginning of the year	KARIM BADRUD DIN KARIMI	4/1/2015	261900	4.86	261900	4.86
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	261900	4.86
5	At the beginning of the year	SAIFEE SALEH MITHIBO RWALA	4/1/2015	133600	2.48	133600	2.48

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	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	133600	2.48
6	At the beginning of the year	EBRAHI M N MITHIBO RWALA	4/1/2015	128200	2.38	128200	2.38
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	128200	2.38
7	At the beginning of the year	SALEH N MITHIBO RWALA	4/1/2015	361600	6.71	361600	6.71
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	361600	6.71
8	At the beginning of the year	VALI N MITHIBO RWALA	4/1/2015	418700	7.77	418700	7.77
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		

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	At the End of the year		31/03/2016	0	0.00	418700	7.77
9	At the beginning of the year	KULSUM MITHIBO RWALA	4/1/2015	61450	1.14	61450	1.14
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	61450	1.14
10	At the beginning of the year	SAKINA E MITHIBO RWALA	4/1/2015	209700	3.89	209700	3.89
	Date wise Increase / Decrease in Promoters Shareholding during the year			19/06/2015	1500	0.03	211200
	At the End of the year		31/03/2016	0	0.00	211200	3.92
11	At the beginning of the year	ABBAS N MITHIBO RWALA	4/1/2015	34900	0.65	34900	0.65
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	34900	0.65

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12	At the beginning of the year	WAZEER A S MITHIBORWALA	4/1/2015	44700	0.83	44700	0.83
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	44700	0.83
13	At the beginning of the year	KARIM N MITHIBORWALA	4/1/2015	221800	4.11	221800	4.11
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	221800	4.11
14	At the beginning of the year	SHAHEEN A MITHIBORWALA	4/1/2015	237200	4.40	237200	4.40
	Date wise Increase / Decrease in Promoters Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	237200	4.40
15	At the beginning of the year	SAKINA NAZMUD DIN MITHIBORWALA	4/1/2015	1500	0.03	1500	0.03

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	Date wise Increase / Decrease in Promoters Shareholding during the year	19/06/2015	-1500	0.03	0	0.00
	At the End of the year	31/03/2016	0	0.00	0	0.00

ix. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	RUKAIYA FIROZ KARIMI	4/1/2015	189000	3.51	189000	3.51
	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	189000	3.51
2	At the beginning of the year	VINOD RADHEYS HYAM AGARWAL	4/1/2015	100500	1.86	100500	1.86

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	Date wise Increase / Decrease in Shareholding during the year		24/07/2015	57900	1.07	158400	2.94
	At the End of the year		31/03/2016	0	0.00	158400	2.94
3	At the beginning of the year	SURIA VINOD AGARWAL	4/1/2015	98100	1.82	98100	1.82
	Date wise Increase / Decrease in Shareholding during the year		17/07/2015	-3892	0.07	94208	1.75
			24/07/2015	48590	0.90	142798	2.65
	At the End of the year		31/03/2016	0	0.00	142798	2.65
4	At the beginning of the year	G V PAI	4/1/2015	97200	1.80	97200	1.80
	Date wise Increase / Decrease in Shareholding during the year		18/12/2015	33700	0.63	130900	2.43
	At the End of the year		31/03/2016	0	0.00	130900	2.43
5	At the beginning of the year	WAZEERA ASGARALI GODLIWALA	4/1/2015	162200	3.01	162200	3.01
	Date wise Increase / Decrease in Shareholding during the year		24/07/2015	25000	0.46	187200	3.47
	At the End of the year		31/03/2016	0	0.00	187200	3.47

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6	At the beginning of the year	HUSAINA VALI MITHIBO RWALA	4/1/2015	103500	1.92	103500	1.92
	Date wise Increase / Decrease in Shareholding during the year		30/06/2015	25000	0.46	128500	2.38
	At the End of the year		31/03/2016	0	0.00	128500	2.38
7	At the beginning of the year	FARIDA KARIM KARIMI	4/1/2015	82800	1.54	82800	1.54
	Date wise Increase / Decrease in Shareholding during the year		30/06/2015	20000	0.37	102800	1.91
	At the End of the year		31/03/2016	0	0.00	102800	1.91
8	At the beginning of the year	VIPLOVE V AGARWAL	4/1/2015	108400	2.01	108400	2.01
	Date wise Increase / Decrease in Shareholding during the year		24/07/2015	-108400	2.01	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
9	At the beginning of the year	VIPLOVE V AGARWAL	4/1/2015	0	0.00	0	0.00

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	Date wise Increase / Decrease in Shareholding during the year		24/07/2015	108400	2.01	108400	2.01
	At the End of the year		31/03/2016	0	0.00	108400	2.01
10	At the beginning of the year	FIROZ FAKHRUD DIN KARIMI	4/1/2015	207900	3.86	207900	3.86
	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	207900	3.86

xx. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SI No.	For Each of the Director	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	SALEH NAJMUDDIN MITHIBOR WALA	4/1/2015	361600	6.71	361600	6.71
	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		

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	At the End of the year		31/03/2016	0	0.00	361600	6.71
2	At the beginning of the year	KARIM NOORUDDIN MITHIBOR WALA	4/1/2015	221800	4.11	221800	4.11
	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	221800	4.11
3	At the beginning of the year	MUSTUFA SAIFUDDIN PARDAWAL A	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year			0	0.00	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
4	At the beginning of the year	DEEPA DINESH RAUT	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year			0	0.00	0	0.00

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	At the End of the year		31/03/2016	0	0.00	0	0.00
5	At the beginning of the year	SURESH GOVIND MANE	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year			0	0.00	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00

Key Managerial Personnel

Company Secretary

1	At the beginning of the year	SATISH VIRJI BHAI BHANUSHALI	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year			0	0.00	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00

Chief financial officer

2	At the beginning of the year	SALEH NAJMUDDIN MITHIBOR WALA	4/1/2015	361600	6.71	361600	6.71
	Date wise Increase / Decrease in Shareholding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	361600	6.71

II INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	57,67,812	20,19,02,745	-	20,76,70,557
ii) Interest due but not paid		-	-	-
iii) Interest accrued but not due		-	-	-
Total (i+ii+iii)		-	-	-
Change in Indebtedness during the financial year				
Addition	76,71,080	27,69,99,470	-	28,46,70,550
Reduction	45,31,461	20,81,86,659	-	21,27,18,120
Net Change	31,39,619	6,88,12,811	-	7,19,52,430
Indebtedness at the end of the financial year				
i) Principal Amount	89,07,431	27,07,15,556	-	27,96,22,987
ii) Interest due but not paid		-	-	-
iii) Interest accrued but not due		-	-	-
Total (i+ii+iii)	89,07,431	27,07,15,556	-	27,96,22,987

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
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		KARIM NOORUDDIN MITHIBORWALA (MD)	SALEH NAJMUDDIN MITHIBORWALA (WTG)	-
1	Gross salary	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)			
	Ceiling as per the Act	-	-	-

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		MUSTUFA SAIFUDDIN PARDAWALA	DEEPA DINESH RAUT	SURESH GOVIND MANE	
	1. Independent Directors	-	-	-	
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-

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	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	2. Other Non-Executive Directors				
	Fee for attending board / committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	156,924	-	156,924
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,591	-	2,591
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-

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	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	159,515	-	159,515

IV 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					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For Oriental Veneer Products Limited

 Saleh N Mithiborwala
 Whole Time Director, Chief Financial Officer and Chairperson
 DIN:- 00171171
 Add:- 701, Anand Bhavan CHS East
 Avenue Sharad Chandra,
 Chaterji RD Santacruz West
 Mumbai 400054 MH IN
 Date:- 02/09/2016

Annexure IV

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of top 10 Employees in terms of remuneration drawn

Sr. No	Name
1	Dileep Nalawde
2	Gopi Desikan
3	Hemant Dhawal
4	Satish Bhanushali
5	Namrata Vinay Bhave
6	Sheshnath Singh
7	Khan Yasmeen
8	Rajeev Kumar
9	P. Sasidharam
10	Ashok Pandey

- **The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.**

Name of Director	Ratio of remuneration to Median remuneration of all employees	% increase in Remuneration in the Financial Year 2015-16
Executive Directors*		
Karim N Mithiborwala	Nil	Nil
Saleh N Mithiborwala	Nil	Nil
Independent Directors*		
Deepa D Raut	Nil	Nil
Suresh G Mane	Nil	Nil
Mustufa S Pardawala	Nil	Nil

*The Directors of the Company has not drawn a Remuneration.

ORIENTAL VENEER PRODUCTS LIMITED

Sr. No.	Requirement	Disclosure
1	The percentage increase in remuneration of CEO, CS*, CFO in the financial year	Nil
2	The number of permanent employees on the rolls of the Company	161
3	The percentage increase in the median remuneration of employees in the Financial Year	The median remuneration of employees has been decreased by 3.63%
4	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 and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average annual increase was around 13.05%. Increase in the managerial remuneration for the year was 0.00%.
4	Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

* Mr. Satish Bhanushali Company secretary is appointed during year, on 27th October, 2015.

For Oriental Veneer Products Limited

Saleh N Mithiborwala
Whole Time Director, Chief Financial Officer and Chairperson
DIN:- 00171171
Add:- 701, Anand Bhavan CHS East
Avenue Sharad Chandra,
Chaterji RD Santacruz West
Mumbai 400054 MH IN
Date:- 02/09/2016

ANNEXURE V

NATION AND REMUNERATION POLICY: [Section 178 of the Companies Act, 2013]

Revised policy Adopted by the Board of Directors at their meeting held on April 25, 2015.

Objective and purpose of the Policy.

The objective and purpose of this policy are:

1. To oversee the nomination process and lay down criteria and terms and conditions with regard to identifying persons who are qualified to become directors (executive and non-executive) and persons who may be appointed in senior management and key managerial positions and to determine their remuneration in a fair and equitable manner.
2. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Media and Entertainment Industry.
3. To ensure that remuneration paid to directors and executives is competitive, enabling the Company to attract and retain employees capable of meeting the Company's needs and service delivery obligations; and
4. To reward directors and executives for achieving predetermined Company, Departmental as well as personal/ individual performance targets and goals.
5. To carry out evaluation of the performance of directors, as well as key managerial and senior management personnel.
6. To provide them reward linked incentives directly to their effort, performance, dedication and achievement relating to the Company's operations.
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

In the context of the aforesaid criteria, the following revised Policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

Effective Date

This policy shall be effective from **April 25, 2015**.

Definitions

1. **Board** means Board of Directors of the Company.
2. **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
3. **Company** means M/s. Oriental Veneer Products Limited .
4. **Directors** mean Directors of the Company.
5. **Independent Director** means a director referred to in Section 149 of the Companies Act, 2013.
6. **Key Managerial Personnel (KMP)** shall have the meaning as defined under Section 2(51) of the Companies Act, 2013, as amended from time to time.
7. **Senior Management Personnel** means personnel of the Company shall include executives who are one level below the managing / executive/ whole time director(s) including the functional heads and Key Managerial Personnel.
8. **The Regulations:** The Regulations refers to the applicable provisions of the Companies Act, 2013, read with the rules made under the Companies Act, 2013, Articles of Association, various corporate codes, regulations, policies, applicable guidelines - regulations from Securities and Exchange Board of India, listing agreement executed with the stock exchanges etc. (as amended from time to time).

Applicability

The Policy is applicable to

1. Directors (Executive and Non-Executive)
2. Key Managerial Personnel
3. Senior Management Personnel

This Policy is divided into three parts:

Part – A covers the terms of reference of the Nomination and Remuneration Committee,

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

PART - A

TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE ['COMMITTEE']

Terms of reference of the Committee:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors (Board) their appointment and removal and to carry out evaluation of every director's performance
- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- while formulating the policy as aforesaid, to ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals: Provided that such policy shall be disclosed in the Board's report.
- to approve the payment of remuneration as prescribed under Schedule V of the Companies Act, 2013
- to determine, review and recommend to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time / Executive Director(s), including all elements of remuneration package
- to determine, review and recommend to the Board, the remuneration of the Company's top executives/ senior management personnel who are one level below the Managing/ Joint Managing/ Executive Director(s)
- to formulate, implement, supervise and administer the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/ regulatory guidelines
- to carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities

Role of the Committee shall, *inter-alia*, include the following:

- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising a policy on Board diversity
- Lay down the evaluation criteria for performance evaluation of independent directors

- Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders
- Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board
- Carry out evaluation of every director's performance.

PART - B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

1. Appointment / Nomination criteria and qualifications:

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a director, at Senior Management Personnel and will conduct evaluation of candidates in accordance with a process that it sees fit and appropriate and recommend to the Board his / her appointment.
- b. A person should possess relevant qualification, expertise and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as whole-time director or managing director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Members by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure:

a. Managing Director/ Whole-time Director:

The Company shall appoint or re-appoint any person as its managing director or whole-time/ executive director for a term not exceeding five years at a time.

b. Independent Director:

- i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

3. Evaluation:

The Committee shall carry out evaluation of performance of every director based on detailed performance parameters. The Committee shall also evaluate the usefulness of such performance parameters and suggest necessary changes to the same.

4. Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6. Disqualification of Director

Pursuant to section 164 of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company if:

1. he is of unsound mind and stands so declared by a competent court;
2. he is an undischarged insolvent;
3. he has applied to be adjudicated as an insolvent and his application is pending;
4. he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
5. an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

6. he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
7. he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
8. he has not complied with sub-section (3) of section 152.

(2) No person who is or has been a director of a company which—

1. has not filed financial statements or annual returns for any continuous period of three financial years; or
2. has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

PART - C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

1. General:

- a. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.
- b. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
- c. Relationship of remuneration to performance shall be clear and meets appropriate performance benchmarks
- d. Remuneration to directors, key managerial personnel and senior management shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals
- e. The remuneration and commission to be paid to the Whole-time Director/Managing Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Companies Act, 2013, and the rules made thereunder.

- f. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which shall be within the outer limit approved by the Members of the Company in the case of Managing Director / Whole-time Director(s).
- g. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a. Fixed pay:

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director/Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and with the approval of the Central Government, if and to the extent required.

c. Provisions for excess remuneration:

If any Whole-time Director/Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non- Executive / Independent Director:

a. Remuneration to Non-Executive Directors:

The remuneration may be paid to Non-Executive Directors , which shall be fixed as per the slabs and conditions mentioned in the Articles of Association

of the Company and the Companies Act, 2013 and the rules made thereunder.

b. Sitting Fees:

The Non- Executive / Independent Director may receive fees for attending meetings of Board or Committee(s) thereof and in line with the applicable provisions of the Companies Act, 2013.

c. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit as per the applicable provisions of the Companies Act, 2013 subject to performance of Non- Executive / Independent Director as well as on recommendation of Audit Committee.

d. Reimbursement of expenses:

Reimbursement of Travelling Expenses for their attending the Board and Committee Meetings and any other expenses made by the Director for attending Board meeting and committee meeting.

INTERPRETATION

This Policy is intended to comply with the Companies Act, 2013 and the listing agreement. Notwithstanding anything herein to the contrary, this Policy will be interpreted only in such a manner as to comply with the Companies Act, 2013 and the listing agreement. Any word not defined in this Policy shall have the same meaning as defined under the Companies Act, 2013 and the listing agreement, including any amendments thereto. In case any word or provision as appearing in this Policy is contrary to the meaning or provision as provided under the Companies Act, 2013 or the listing agreement, then the meaning or provision as provided under the Companies Act, 2013 / the listing agreement shall prevail.

This policy shall always be in conformity with the provisions of the Regulations and any amendments in the Regulations shall be deemed to form part of this Policy.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

A. QUALIFICATION OF DIRECTORS.

- The Director will at least be a graduate. However, more emphasis will be given on experience, expertise, track record and reputation of Director.
- The person to be appointed as Director should be a Person of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- The person to be appointed as Director of the Company should possess requisite business literacy/skill.

B. POSITIVE ATTRIBUTES

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

C. Independence of Director

➤ ***For Independent Directors.***

- An Independent director should meet the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement concerning independence of directors.

➤ ***For Non-Independent Director***

- Director(s) will not be considered independent if he fails to disclose his/her interest which is required to be disclose as per Companies Act,2013

For Oriental Veneer Products Limited

Saleh N Mithiborwala
Whole Time Director, Chief Financial Officer and Chairperson
DIN:- 00171171
Add:- 701, Anand Bhavan CHS East
Avenue Sharad Chandra,
Chaterji RD Santacruz West
Mumbai 400054 MH IN
Date:- 02/09/2016

Annexure VI
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016
*[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, India.

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 31.03.2016 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 31st March 2016 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, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f. 24.08.2015.
 - 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)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014. (Not applicable to the company during the period under review)
 - 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)
 - 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).
 - 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)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(Not applicable to the company during the period under review)
- (vi) The company has informed that there are no other laws which are specifically applicable to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India w.e.f. 01.07.2015;

(ii) The Listing Agreements entered into by the Company with BSE Limited and Listing Obligations and Disclosure Requirements Regulations 2015 w.e.f. 01.12.2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) *The company has appointed Company Secretary w.e.f. 27.10.2015.*

I further report that:

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.

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.

Majority decision is carried through while the dissenting members' views if any are 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.

Place: Mumbai

MOHD AKRAM

COMPANY SECRETARY

Date: 26.08.2016

C.P.NO: 9411

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.

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

'Annexure A'

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.

Place: Mumbai

MOHD AKRAM

COMPANY SECRETARY

Date: 26.08.2016

C.P.NO: 9411

MANAGEMENT DISCUSSION AND ANALYSIS

Indian economic overview

The Indian economy is expected to record a five-year high growth rate of 7.6% in 2015-16 on the back of improved performances from the manufacturing and agricultural sectors.

The CSO pegged India's GDP growth rate at 7.3% for the October-December quarter and revised the GDP growth estimates for April-June and July-September quarters to 7.6% and 7.7% from the initial estimates of 7% and 7.4%, respectively.

The growth rate of 7.6% would be the fastest in the last five years. The previous high of 8.9% was recorded in 2010-11. Real gross value addition, a new concept introduced by the CSO to measure economic growth, is projected at 7.3% in this fiscal against 7.1% in 2014-15.

The manufacturing sector is estimated to grow at 9.5% in 2015-16, up from 5.5% a year ago. The agricultural sector too is projected to grow at a rate of 1.1% compared to a decline of 0.2% a year ago.

Industry structure and developments

Engineering sector

The Indian Engineering sector has witnessed a remarkable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Government of India has appointed the Engineering Export Promotion Council (EEPC) as the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/equipment and light engineering products such as castings, forgings and fasteners to various countries of the world.

Market size

The capital goods & engineering turnover in India is expected to reach US\$ 125.4 billion by FY17. The foreign direct investment (FDI) inflows into India's miscellaneous mechanical and engineering industries during April 2000 to March 2016 stood at around US\$ 3,068.1 million, as per data released by the Department of Industries Policy and Promotion (DIPP).

Wood panel products

Wood panel products comprise materials used in making furniture, such as plywood, laminates, medium density fibre boards and decorative veneers. Plywood and medium density fibre boards form the backbone of the Indian furniture space, whereas laminates and decorative veneers are surfacing products which are used for decorative purposes and are being increasingly embraced across socioeconomic milieus. The Indian wood panel market is valued at H28,500 crore. Plywood has a share of 63% (H18,000 crore).

Opportunities / Outlook and Threats.

Opportunities/ Outlook

The Government is committed to increase its spending on Infrastructure boost business within and outside the country. This includes improvement in railway infrastructure where your Company has a strong presence.

Prime Minister Shri Narendra Modi Ji. He had once said, he had said my vision is to make railways the backbone of India's progress and economic development."

In railway budget 2016-17 Minister of Railways Mr. Suresh Prabhu has said that the investments by the Ministry in 2015-16 were double the average investment over the past five years. Presenting the Railway Budget 2016-17 in the Parliament, Mr Suresh Prabhu announced capital expenditure for 2016-17 at Rs 121,000 crore (US\$ 17.94 billion), which will be implemented through joint ventures with states and developing new frameworks for Public-private partnership (PPP).

This will enable the Company to fulfill its vision of becoming a universal industrial enterprise and Your Company has taken suitable measures to position itself and to take the benefits from said move of government.

Supportive government policies such as GST, reduction in excise duty, etc.

Threats

- **Dependence on the Indian Railways**

As the Indian railway is the largest buyer of products of the Company's any and any change policies of Indian Railways whether positive or adverse, has a direct impact on the Company's business.

- Unorganised sector dominance

Segment-wise or product-wise performance.

Particulars	31st March 2016 Rs/-	31st March 2015 Rs/-
Seat & Berth	419,015,899	441,315,373
Recorn	53,655,651	68,857,831
Compreg Board & Articles thereof	119,302,072	140,480,169
Furniture & Parts	4,540,878	8,079,750
Retention Tank	75,417,157	18,788,660
Coated Upholstery Fabric	7,635,347	
Luggage Rack	8,433,948	
Others	4,533,385	
Traded goods sold (Net)		
Gurjan Round Logs	59,654,970	
Polyster Staples Fibers	58,055,202	58,055,202
Details of Sale of Services(Net)		
Installation Charges /Labour Charges	566,754	241,347

Risks and concerns.

- Raw material security;
- Unorganised sector dominance;
- Change in Indian railway policies;
- Change in borrowing interest rates.

Your Company has in place systems to address the impact of the identified risks, monitor and mitigate the same.

Internal control systems and their adequacy.

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for

preparing financial statements and other data and for maintaining accountability of assets.

Discussion on financial performance with respect to operational performance.

On standalone basis, revenue from operations for FY 2015-16 at 8108.11 lacs, was higher by 0.50% over last year (Rs. 8067.74 in FY 2014-15). EBITDA at 905.24 lacs registered a growth of 32.86% over the EBITDA of Rs. 681.34 lacs in FY 2014-15. PAT for the year was Rs. 413.74 lacs registering a growth of 30.93% over the PAT of Rs. 316.00 lacs in FY 2014-15.

Material developments in Human Resources / Industrial Relations front, including number of people employed.

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

The company organised various programmes which include Attitudinal Development, Communication Skills improvement, Health & Safety awareness, better House Keeping, effective Energy Management, Production Process Improvement, Total Quality Management, and others. Several in-house programmes and Package programmes have been conducted for disseminating knowledge from vast cross section of the industries to benefit from their expertise practices. Training is also imparted for workmen of all disciplines.

Total No of Employees are 161.

Cautionary statement

The statements in the 'management discussion and analysis' section describing the Company's objectives, projections, estimates and prediction may be forward-looking statements. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market positioning, expenditures and financial results are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievement may thus differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent developments, information or events.

Anil Bansal & Associates

Chartered Accountants
1001, IJMIMA Complex,
Link Road, Malad (West),
Mumbai – 400064.

NBS & Company

Chartered Accountants
14/2 Western India House,
P.M. Road Fort,
Mumbai-40001

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, 2016, the Profit and Loss Statement, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The management and Board of Directors of the company are responsible for the matters in the section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Standalone financial statement that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provision 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 design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 Management and Board of 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 aforesaid 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 31st March 2016, and its profit and its cash flows for the year ended on that date.

Emphasis on Matters

We draw attention to followings notes to the financial statemnt :

i) We invite attention to Note 39 to the financial statements, with respect to ₹ 21.37 Crore of debtors as at March 31, 2016. As explained to us, the Company is in discussion to expedite the recoverability of the above aforesaid outstanding amounts and believes that the entire amount is fully recoverable. Pending the ultimate outcome of such discussion relation to recovery of the amounts from the debtors, no adjustments have been considered necessary by the management in these financial statements in this regard. We have not been provided the basis of management estimate of recovery. We are unable to comment, if any, of the extent of recoverability of above debtors.

Our opinion is not qualified in respect of the above matter.

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 Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, 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.
- 8- 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 Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

Anil Bansal
Proprietor
Membership no.: 043918
Place: Mumbai
Date:

Devdas Bhat
Partner
Membership no. 048094
Place : Mumbai
Date:

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

Re: Oriental Veneer Products Limited

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. All fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provide for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and the records examined by us and based on the examination of the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. a. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on 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 deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of the 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.
- b. According to information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
- 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 37 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
2005-06	18,135,000/-	Income tax	ITAT 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 Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

Anil Bansal
Proprietor
Membership no.: 043918
Place: Mumbai
Date:

Devdas Bhat
Partner
Membership no. 48094
Place : Mumbai
Date:

Anil Bansal & Associates

Chartered Accountants
1001, IJMIMA Complex,
Link Road, Malad (West),
Mumbai – 400064.

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 accompanying financial statements of **Oriental Veneer Products Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, in conjunction with our audit of the financial statements of the Company for the year ended and as 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.

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

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, 2016, 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.

For Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

Anil Bansal
Proprietor
Membership no. 043918
Place: Mumbai
Date:

Devdas Bhat
Partner
Membership no. 048094
Place : Mumbai
Date:

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Standalone Balance Sheet as at 31st March, 2016

	Notes	As at 31st March 2016 ₹	As at 31st March 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	53,884,000	53,884,000
Reserves and surplus	4	207,415,343	168,715,584
		261,299,343	222,599,584
Non - Current liabilities			
Long - term borrowings	5	275,060,053	205,053,486
Deferred Tax Liabilities (Net)	6	6,449,415	8,266,146
Long - term provisions	7	3,443,116	3,955,996
		284,952,584	217,275,628
Current liabilities			
Short - term borrowings	8	161,460,064	188,256,567
Trade Payables	9	159,520,597	121,291,272
Other current liabilities	10	57,808,677	57,404,225
Short - term provisions	11	48,884,015	26,351,843
		427,673,353	393,303,907
Total		973,925,280	833,179,119
ASSETS			
Non - Current assets			
Fixed assets			
Tangible assets	12	71,959,644	68,714,371
Intangible assets	12	338,080	567,868
Capital work-in-progress	12	-	4,424,745
Non - current investments	13	83,025,000	51,358,915
Long - term loans and advances	14	8,805,040	8,464,212
		164,127,764	133,530,111
Current Assets			
Inventories	15	191,104,143	131,934,312
Trade receivables	16	213,748,329	181,619,016
Cash and Banks balances	17	270,104,199	288,654,424
Short - term loans and advances	18	131,812,701	86,590,226
Other current assets	19	3,028,143	10,851,029
		809,797,515	699,649,008
Total		973,925,280	833,179,119
Significant accounting policies and Notes to the financial statement	2		

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

Devdas Bhat

Partner

Membership no. 048094

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

Satish Bhanushali
Company Secretary
M.N.: A40731

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Statement of standalone profit and loss for the year ended 31st March, 2016

	Notes	31st March 2016 ₹	31st March 2015 ₹
Income			
Gross revenue from operations	20	940,673,361	909,618,695
Less: Excise duty & Service Tax		(89,260,808)	(95,263,448)
Less: Others Taxes		-40601290.61	-40678595.72
Net revenue from operations		810,811,263	773,676,651
Other income	21	26,393,119	33,137,751
Total Revenue		837,204,382	806,814,401
Expenses			
Cost of materials consumed	22	503,473,609	535,428,058
Purchases of traded goods	22	113,801,894	92,102,933
Change in inventories	23	(25,229,462)	(7,629,027)
Employee benefits expenses	24	75,867,605	67,970,418
Finance Costs	25	16,023,340	10,832,768
Depreciation & Amortisation expenses	26	10,527,103	10,313,815
Other Expenses	27	72,932,358	50,702,435
		767,396,447	759,721,400
Profit Before Exceptional Items And Tax		69,807,935	47,093,001
Provision for diminution in the value of investment		5,833,915	-
Profit Before Tax		63,974,020	47,093,001
Tax expenses			
Current tax		(22,023,129)	(16,557,125)
Deferred tax		(577,178)	1,063,875
Total tax expenses		(22,600,308)	(15,493,250)
Profit for the year		41,373,712	31,599,752
Earning per equity share of face value of share Rs 10 each			
Basic & Diluted (₹)	28	7.675586169	5.862336446
Significant accounting policies and Notes to the financial statement	2		

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

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

} Satish Bhanushali
} Company Secretary
} M.N.: A40731

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :

Devdas Bhat

Partner

Membership no. 048094

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Standalone Cash Flow Statement for the year ended 31st March, 2016

Note	31 st March 2016	31 st March 2015
Cash flow from operating activities		
Profit before tax and after prior period items	63974020	47093001.15
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/ amortization on continuing operation	10527102.64	10313814.63
Interest and Financial expense	16023340.21	10832768.48
Profit on sale of machinery	-301781	0
Dividend Income	-78762	-77512
Interest Income	-26012576	-27976513.38
Operating profit before working capital changes	64131343.85	40185558.88
Movements in working capital:		
Increase/ (decrease) in current liabilities/provisions	62249657.13	213906778.2
Decrease / (increase) in trade receivables	-32129312.71	-41446567.95
Decrease / (increase) in short/long-term loans and advances	-45563303.3	-47250290.3
Decrease / (Increase) In Inventories	-59169830.51	-48652718
Decrease / (Increase) in other current assets	7822886.36	-10804037.36
Cash generated from / (used in) operations	-2658559.176	105938723.5
Direct taxes paid (net of refunds)	-22600307.88	-16557124.75
cash flow before extraordinary item	-25258867.05	89381598.75
Extra ordinary item-Provision for diminution in the value of investments	5833915	0
Net cash flow from/ (used in) operating activities (A)	-19424952.05	89381598.75
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	-16003334	-19893061
Sale of Fixed Assets	1100000	1250000
Purchase of investments	(37,500,000)	-45000000
Interest received	26012576	27976513.38
Dividend received	78762	77512
Net cash flow from/ (used in) investing activities (B)	-26311996	-35589035.62
Cash flows from financing activities		
Long/Short Term Borrowing Taken/Repayment During the year (net)	43210063.73	-46171279.17
Interest and financial Expenses paid	-16023340.21	-10832768.48
Net cash flow from/ (used in) in financing activities (C)	27186723.52	-57004047.65
Net increase/(decrease) in cash and cash equivalents (A + B + C)	-18550224.53	-3211484.519
Cash and cash equivalents at the beginning of the year	288654423.8	291906396
Cash and cash equivalents at the end of the year	270104199.3	288694911.5
Components of cash and cash equivalents:		
Cash on hand	4812351	2839870.99
With banks- on current account	1404602.86	622204.85
Fixed Deposits	263887245	285192348
Total cash and bank balances	270104198.9	288654423.8

Significant accounting policies and Notes to the financial statements 2

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

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

Satish Bhanushall
Company Secretary
M.N.: A40731

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date : 30th May, 2015

Devdas Bhat

Partner

Membership no. 48094

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

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 & Bearth, Coompreg 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

a. Basis of preparation of financial statements

These standalone financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles(GAAP) under the historical cost convention on the accrual basis except for certain fixed assets which are carried at revalued amount and other financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013('Act') read with Rule 7 of the Companies (Accounts) Rules, 2015, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of estimates

The preparation of standalone financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

d. Depreciation on tangible fixed assets

Depreciation on the fixed assets (other than land and capital work-in-progress) has been provided for on straight line method at the rates prescribed and the management estimates the useful lives as per 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.

e. Impairment of fixed assets

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

f. 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 Management estimates the useful lives for the fixed assets as per Schedule II to the Companies Act, 2013.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

g. 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.

h. 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.

i. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

j. 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.

k. 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. Sales Tax and VAT is included in the amount of turnover (gross). Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year. Gross Turnover Includes Sale of Services i.e. Labour Charges.

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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

I. Foreign currency translation

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

m. 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.

n. 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".

o. 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.

p. 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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 3 - Share Capital

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Authorized		
6,000,000 (Previous year 6,000,000) equity share of Rs. 10 each	00,000,06	00,000,06
Issued, subscribed & fully paid up		
53,90,300 (Previous year 53,90,300) equity shares of Rs. 10 each fully paid up	53,903,000	53,903,000
Less:- Calls in Arrears	00,91	00,91
Total	53,884,000	53,884,000

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

	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	₹	Number of Shares	₹
At the beginning of the period	5,390,300	53,903,000	5,390,300	53,903,000
Add: Issue of Shares during the year	-	-	-	-
	5,390,300	53,903,000	5,390,300	53,903,000
Less:- Calls in Arrears	-	00,91	-	00,91
Outstanding at the end of the year	5,390,300	53,884,000	5,390,300	53,884,000

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*

	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	% holding	Number of Shares	% holding
Name of the shareholder				
Vision Infpro (India) Private Ltd.	550,000	10.20%	550,000	10.20%
Vali N Mithiborwala	418,700	7.77%	418,700	7.77%
Saleh N Mithiborwala	06,163	6.71%	06,163	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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 4 - Reserves and surplus

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
a) Capital Reserve*		
Balance as per the last financial statement	3,025,000	3,025,000
Add: Transfer during the year	-	-
Closing balance	3,025,000	3,025,000
* Capital Reserve stood for State Capital Subsidy		
b) General Reserve		
Balance as per the last financial statement	35,953,591	35,953,591
Add: Transfer during the year	-	-
Closing balance	35,953,591	35,953,591
Surplus in the statement of profit and loss		
Balance as per last financial statement	99,637,921	98,137,241
Add: Profit for the year	41,373,712	31,599,752
Less : Adjustment relating to Fixed Assets (Refer Note No. 12.1)	(2,673,953)	-
Net surplus in the statement of profit and loss	168,436,752	129,736,993
Total	207,415,343	168,715,584

Note 5 - Long term borrowing

	Non-current portion		Current maturities	
	As at 31st March 2016 ₹	As at 31st March 2015 ₹	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Secured				
Term loans*				
Indian rupee loan from banks				
Term loan	1,746,749	57,600	1,038,499	372,404
Vehicle Loan	2,597,748	3,093,141	3,524,435	2,244,667
	4,344,497	3,150,741	4,562,934	2,617,071
Unsecured				
Loans from related parties (note - 32)	270,715,556	201,902,745	-	-
	270,715,556	201,902,745	-	-
	275,060,053	205,053,486	4,562,934	2,617,071
The above amount includes				
Amount disclosed under the head	-	-	(4,562,934)	(2,617,071)
Net amount	275,060,053	205,053,486	-	-

* a. Term loans are secured by way of hypothecation of Machinery.

* b. Vehicle loan Secured by hypothecation of vehicles.

Note 5.1- Loan from Related Parties

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Exim Trade Links (I) Private Limited	41,290,000	42,516,396
Gen Wood Products Private Limited	08,833,1	08,873,2
M/s. Virtue Infrastructures Private Limited [formerly known as M/s. Doldrum Investment & Finance Pvt Ltd.]	110,440,904	97,440,904
Industrial Laminates (India) Pvt Ltd	02,979,19	-
Vision Housing & Infrastructure Company Private Limited	3,110,645	35,110,645
V K Mithiborwala & Co Private Limited	22,556,000	24,456,000
Total	270,715,556	201,902,745

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 6 - Deferred tax liabilities (Net)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<u>Deferred tax liabilities</u>		
Related to fixed assets	6,449,415	8,594,049
<u>Deferred tax assets</u>		
Less: Disallowances under Income tax Act, 1961	-	(327,903)
Deferred tax liabilities (Net)*	6,449,415	8,266,146

* Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

Note 7 - Long-term provision

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<u>Provision for employee benefits</u>		
Provision for gratuity	3,443,116	3,955,996
Total	3,443,116	3,955,996

Note 8 - Short-term Borrowings

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<u>Secured</u>		
Working capital loan From Banks		
Rupee Loan*	161,460,064	188,256,567
Total	161,460,064	188,256,567

* 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.

Note 9 - Trade Payables

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Micro, Small & Medium Enterprises (Refer Note-29)		
Others Payable	159,520,597	72,192,121
Total	159,520,597	121,291,272

Note 10 - Other current liabilities

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Current maturities of Long Term Liabilities (Secured)	4,562,934	70,716,2
Others Liabilities*	53,245,743	54,787,154
Total	57,808,677	57,404,225

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

Note 11 - Short term provision

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Income Tax	47,349,025	25,325,897
Provision for Gratuity	769,355	657,991
Provision for Excise duty*	765,635	367,955
Total	48,884,015	26,351,843

* The Company has recognised liabilities based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on 31st March, 2015 of ₹ 367,955/- as per the estimated pattern of despatches. During the year ₹ 367,955/- was utilised for clearance of goods. Provision recognised under this class for the current year is ₹ 765,635/- which is outstanding as on 31st March, 2016. Actual outflow is expected in the next financial year.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statement for the year ended 31st March, 2016

Note 12 - Fixed Assets

Sr. No.	Particulars	Gross Block				Depreciation				Net Block		
		Balance as at 1st April 2015	Additions	Disposal/ Reversal	Balance as at 31st Mar 2016	Balance as at 1st April 2015	Depredation During the year	Disposal During The Year	Reversal	Balance as at 31st Mar 2016	Balance as at 31st March 2016	Balance as at 31st March 2015
a.	Tangible Assets											
	Land	1,932,680			1,932,680	-	-	-	-	-	1,932,680	1,932,680
	Building	35,500,784	965,810		36,466,594	23,151,368	1,226,194	-	-	24,377,562	12,089,032	12,349,416
	Residential Flat	5,520,564	4,424,745		9,945,309	522,665	159,081	-	-	681,746	9,263,563	4,997,899
	Plant & Machinery	92,766,811	10,072,659	49,255,599	53,583,871	54,618,179	5,939,551	321,281	42,625,994	17,610,456	35,973,415	38,148,632
	Equipments	7,285,365	250,111	6,896,734	638,742	6,536,750	90,721	-	6,508,517	118,955	519,787	748,615
	Vehicle	20,070,926	3,875,741		23,946,667	10,589,450	2,019,362	-	-	12,608,812	11,337,855	9,481,476
	Computer	6,149,127	839,013	4,934,962	2,053,178	6,112,883	862,405	-	5,765,422	1,209,866	843,312	36,244
	Plantation Project	1,019,410		1,019,410	-	-	-	-	-	-	-	1,019,410
	Total (i)	170,245,667	20,428,079	62,106,705	128,567,041	101,531,296	10,297,314	321,281	54,899,932	56,607,397	71,959,644	68,714,371
b.	Intangible Assets											
	Software	1,148,942		-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
	Total (ii)	1,148,942	-	-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
c.	Capital Work-In-Progress											
	Total (i)+(ii)	171,394,609	20,428,079	62,106,705	129,715,983	102,112,370	10,527,103	321,281	54,899,932	57,418,259	72,297,722	73,706,982
	At 31st March 2015	152,773,951	19,893,061	1,272,403	171,394,609	91,861,446	10,313,815	62,891	-	102,112,370	73,706,982	60,912,505

§ Includes Office Equipments

Note 12.1 - Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2015 have been adjusted amounting to ₹ 2,673,953/- (net of deferred tax) in the opening balance of Profit and Loss Account as per Note 7 (b) to Part C of Schedule II of Companies Act, 2013.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 13 - Non-current Investments

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
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.	5,833,915	5,833,915
Less: Provision for Permanent Diminution in Value of Investment (note - 36)	(5,833,915)	-
Closing Balance [A]	-	5,833,915
Investment in equity shares (unquoted)		
2,500 (Previous Year 2,500) Equity Share of Rs. 10 Each In Saraswat Co-op Bank Ltd	25,000	25,000
20,000 (Previous Year 20,000) Equity Share of Rs.25 Each in Shamrao Vithal Co-Op Bank Ltd.	500,000	500,000
82,50,000 (Previous Year 45,00,000)Equity Share of Rs. 10 Each in Oriental Foundry Pvt Ltd.	82,500,000	45,000,000
Closing Balance [B]	83,025,000	45,525,000
Total [A+B]	83,025,000	51,358,915

Note 14 - Long-term loans and advances (Unsecured, Considered Good)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Security Deposits	6,104,051	5,763,222
<u>Balances with statutory / government authorities</u>		
Duties under Dispute *	89,007,2	89,007,2
Total	8,805,040	8,464,211

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

Note 15 - Inventories (Valued at lower of cost and net realizable value)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Raw materials	110,599,013	86,405,344
Finished goods	13,526,222	3,311,593
Semi-Finished goods	51,786,137	36,771,304
Stores & Spares and Packing Material	15,192,771	5,446,071
Total	191,104,143	131,934,312

Note 16- Trade receivables

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Unsecured, considered good unless stated otherwise		
Due for a Period Exceeding Six Months (Refer Note 38)		
Unsecured, Considered Good	11,391,61	30,507,420
Other receivables		
Unsecured, Considered Good	197,555,219	151,111,596
Total	213,748,329	181,619,016

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 17 - Cash and Bank Balances

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Balance with banks:		
On current accounts	1,404,603	622,205
Cash on hand	4,812,351	78,938,2
	6,216,954	3,462,076
Other fixed deposit with banks		
Fixed Deposit with Banks*	263,887,245	285,192,348
	263,887,245	285,192,348
Total	270,104,199	288,654,424

* Includes ₹ 106,307,279/- (Previous Year ₹ 97,089,751/-) Fixed Deposit are Under Lien with Bank.

Notes 18 - Short-term loans and advances (Unsecured, Considered Good)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Advance recoverable in cash or kind*	14,424,518	2,118,474
Loans & advance to related parties (Refer Note 32) #	88,714,000	61,650,000
Balances with statutory / government authorities	28,674,183	22,821,752
Total	131,812,701	86,590,226

* Includes advance to creditors & others loans & advances

Loan to Oriental Foundry Private Limited [Subsidiary]

Note 19 - Other current assets

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Interest accrued on Deposit with MSEB	179,950	146,783
Interest accrued on FDR with banks	2,848,193	10,704,246
Total	3,028,143	10,851,029

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 20 - Revenue from operations

	31st March 2016 ₹	31st March 2015 ₹
Sale of products (Gross)	940,106,607	909,377,348
Installation Charges/Labour Charges	566,754	241,347
Less: Excise duty	(89,260,808)	(95,263,448)
Less:- Other Taxes	(40,601,291)	(40,678,596)
Revenue from operation (net)	810,811,263	773,676,651
Detail of products sold (Net)		
	31st March 2016 ₹	31st March 2015 ₹
Seat & Berth	419,015,899	441,315,373
Recorn	53,655,651	68,857,831
Compreg Board & Articles thereof	70,203,911	140,480,169
Furniture & Parts	4,540,878	8,079,750
Retention Tank	75,417,157	66,887,81
Coated Upholstery Fabric	7,635,347	-
Luggage Rack	8,433,948	-
Others	4,533,385	-
	692,534,338	677,521,783
Traded goods sold (Net)		
	31st March 2016 ₹	31st March 2015 ₹
Gurjan Round Logs	59,654,970	-
Polyster Staples Fibers	58,055,202	95,913,520
	117,710,172	95,913,520
Details of Sale of Services(Net)		
	31st March 2016 ₹	31st March 2015 ₹
Installation Charges /Labour Charges	566,754	241,347
	566,754	241,347
Note 21 - Other Income		
	31st March 2016 ₹	31st March 2015 ₹
Interest on Bank FDR	25,812,631	06,931,82
Interest on Other (MSEB Deposits)	199,945	90,361
Dividend on non current investment	67,87	77,512
Sales Tax Set off	-	4,717,052
Profit on sale of machinery	87,103	40,488
Total	26,393,119	33,137,751

ORIENTAL VENEER PRODUCTS LTD.
Notes to the standalone Financial Statements for the year ended 31st March, 2016
Note 22 - Cost of material and consumed

	31st March 2016 ₹	31st March 2015 ₹
Opening Stock	91,851,415	50,827,724
Add: Purchases (Including stores)	537,413,978	576,451,749
	629,265,393	627,279,473
Less: Closing Stock (including stores)	125,791,784	91,851,415
Total	503,473,609	535,428,058

Traded goods purchase

	31st March 2016 ₹	31st March 2015 ₹
Gurjan Round Logs	57,900,840	-
Polyster Staples Fibers	55,901,054	39,201,29
	113,801,894	92,102,933

Detail of material consumed

	31st March 2016 ₹	31st March 2015 ₹
Raw Material	428,077,821	448,946,081
Stores & others and Packing Material	75,395,788	86,481,977
	503,473,609	535,428,058

Detail of inventory

	31st March 2016 ₹	31st March 2015 ₹
Opening		
Raw material	86,405,344	50,432,099
Stores & others and Packing Material	5,446,071	395,625
	91,851,415	50,827,724
Closing		
Raw material	110,599,013	86,405,344
Stores & others and Packing Material	15,192,771	5,446,071
	125,791,784	91,851,415

Note 23 - Change in Inventories

	31st March 2016 ₹	31st March 2015 ₹
Closing stock of finished goods	13,526,222	3,311,593
Closing stock of Semi-finished goods	51,786,137	36,771,304
	65,312,359	40,082,897
Less: Opening stock of finished goods	3,311,593	11,946,477
Opening stock of Semi- finished goods	36,771,304	20,507,393
	40,082,897	32,453,870
Total	(25,229,462)	(7,629,027)

Note 24 - Employee benefit expense

	31st March 2016 ₹	31st March 2015 ₹
Salaries, wages and bonus	68,104,545	60,244,559
Contribution to provident and other funds	68,339	72,218,1
Staff welfare expenses	91,928,6	5,913,589
Total	75,867,605	67,970,418

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 25 - Financial charges

	31st March 2016 ₹	31st March 2015 ₹
Interest on term loan	776,841	434,081
Interest on Working capital loans	02,928,11	5,066,986
Others	3,417,298	5,331,701
Total	16,023,340	10,832,768

Note 26 - Depreciation and amortization expense

	31st March 2016 ₹	31st March 2015 ₹
Depreciation of tangible assets	10,297,314	10,084,026
Amortization of intangible assets	87,922	87,922
Total	10,527,103	10,313,815

Note 27 - Other expenses

	31st March 2016 ₹	31st March 2015 ₹
Manufacturing expenses		
Power and fuel	21,006,479	18,929,144
Labour Charges	8,001,948	1,628,428
Testing Charges	17,897	800,774
Water Charges	92,087,1	644,624
Excise duty*	86,793	(726,770)
Factory Expenses	2,068,417	1,630,576
<u>Repairs and maintenance</u>		
Plant and machinery	650,817	1,226,714
	34,704,356	24,133,490
Sales & Administration Expenses		
Advertisement	263,995	166,904
Books and Periodicals	68,23	56,335
Business Promotion	500,870	90,001
Communication costs	3,047,494	3,164,318
Computer Expenses	656,014	337,955
Discount & Rebate	77,072	177,515
Electricity Expenses (Office)	513,982	37,693
Exchange gain loss (net)	60,826,2	258,069
Fees And Subscription	418,989	224,207
Freight Out Ward	68,663,2	82,776,2
Inspection Charges	236,159	72,667
Insurance	1,151,529	745,063
Legal and professional fees	2,755,841	952,585
Loading & Unloading charges	09,178	427,202
Office and Administrative	4,058,767	2,597,625
Payment to auditor	00,000,1	00,002
Postage & Telegram	494,142	473,687
Printing and stationery	1,845,933	99,378,1
Rent, Rates and taxes	3,022,148	783,315
Repair and Maintenance of Staff Quarter	104,660	105,773
Security Charges	747,867	77,127
Tender Fees	518,741	402,341
Travelling and conveyance	7,539,862	5,069,982
Vehicle Expenses	3,180,541	19,988,3
	38,228,002	26,568,945
Total	72,932,358	50,702,435

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Payment to Auditor:

Audit fee	00,006	00,002
Other fee	400,000	-
	1,000,000	200,000

* 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

	31st March 2016 ₹	31st March 2015 ₹
Profit after tax (Rs)	41,373,712	31,599,752
Weighted average number of shares outstanding during the year	5,390,300	5,390,300
Face value per share (Rs)	1	1
Basic & Diluted earnings per share	7.68	5.86

Note 29 - Details of dues to micro and small enterprises as defined under the MSME 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 30- Segment Information

i) Primary (Business) Segment

In accordance with the requirements of Accounting Standard 17 "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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 33 - Value of Imports calculated on CIF basis

	31st March 2016 ₹	31st March 2015 ₹
Stock in Trade	57,900,840	-
Raw Material & Consumables	1,053,127	10,300,956
Total	58,953,967	10,300,956

Note 34 - Expenditure in foreign currency (accrual basis)

	31st March 2016 ₹	31st March 2015 ₹
Travelling Expenses	1,184,751	01,073
Total	1,184,751	370,108

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

	31st March 2016		31st March 2015	
	% of total	₹	% of total	₹
Imported	11.71%	58,953,967	11.01%	58,953,967
Indigenous	88.29%	444,519,642	83.02%	444,519,642
Total	100.00%	503,473,609	94.03%	535,428,058

Note 36- Diminution in the Value of Investment

As at 31st March 2016, The company has decided to make Provision for Permanent Diminution of ₹ 5,833,915/- the Company's quoted (Suspended) investment, Nageshwar Investment Ltd, as share of the company are suspended to be traded on all stock exchanges since 30-nov-2005 till further order by SEBI, Competent Authority and non-availability of the latest financial statements of the investee company.

Note 37 Contingent Liabilities

	31st March 2016 ₹	31st March 2015 ₹
Central Excise	1,427,168	1,427,168
Income Tax	18,135,000	18,135,000
Corporate Guarantee*	222,500,000	222,500,000

* The Company has provided Corporate guarantees aggregating ₹ 22.25 crores (March 31, 2015: ₹ 22.25 crores) to third parties on behalf of its subsidiary Oriental Foundry Pvt. Ltd. The Company does not expect any outflow of resources in respect of the above.

Letter of Credit outstanding with Saraswat Co-Operative Bank Ltd. at the end of the year for ₹ 44,993,006/- (Previous year ₹ 40,437,820 /-) and Bank Guarantee of ₹ 5,556,739/- (Previous Year ₹ 8,684,507/-).

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statements for the year ended 31st March, 2016

Note 38 Derivative instrument

Foreign currency exposures are not hedged by derivative instrument.

	31st March 2016		31st March 2015	
	\$	₹	\$	₹
Payments for Import Purchases made during the year	50,483	3,266,543	144,857	8,852,681
Advance for Import Purchase	-	-	43,271	2,708,342

Note 39 - Out of the total debtors of Rs. 213,748,329/- As at March 31, 2016 ₹ 178,220,852/- has been received subsequent to the year end. For the balance of ₹ 35,527,477/- 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 40- Previous Year Figures

Previous Year Figures has been recast/restated.

As per our report of even date

For Anil Bansal & Associates

Firm registration number:100421W

Chartered Accountants

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

For and on behalf of the Board of

ORIENTAL VENEER PRODUCTS LTD.

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

} Karim N. Mithiborwala
Managing Director
DIN: 00171326

} सचिन भानुशाली
Company Secretary
M.N.: A40731

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :

Devdas Bhat

Partner

Membership no. 48094

Anil Bansal & Associates

Chartered Accountants
1001, IIMIMA Complex,
Link Road, Malad (West),
Mumbai – 400064.

NBS & group

Chartered Accountants
14/2 Western India House,
P.M. Road Fort,
Mumbai-40001

Independent Auditor's Report

To,
The Members of Oriental Veneer Products Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated 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, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ('the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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 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 financial statements by the Board of Directors of the Company.

Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated 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 group as at 31st March 2016, and its profit and its cash flows for the year ended on that date.

Other Matters

NBS & Co. did not audit the financial statements of Oriental Foundry Private Limited (Subsidiary) included in the consolidated year to date results, whose financial statements reflect total assets of ₹ 381,009,440/- as at March 31, 2016, total revenues of ₹ 176,613/- and net cash inflows amounting to ₹ 3,519,807/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

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 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, 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 financial statements.
 - d. In our opinion, the aforesaid Consolidated financial statements comply with applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the Directors of the Company as on March 31, 2016, 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, 2016 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.
8. 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 does not have any pending litigations which would impact its financial position as referred in Note 43 to the Consolidated financial statements.
 - (ii) The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (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 Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

Anil Bansal
Proprietor
Membership no.: 043918
Place: Mumbai
Date:

Devdas Bhat
Partner
Membership no. 48094
Place : Mumbai
Date:

Anil Bansal & Associates

Chartered Accountants
1001, IJMIMA Complex,
Link Road, Malad (West),
Mumbai – 400064.

NBS & group

Chartered Accountants
14/2 Western India House,
P.M. Road Fort,
Mumbai-40001

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(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') and its subsidiary companies incorporated in India as at March 31, 2016 in conjunction with our audit of the consolidated 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 by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, 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, 2016, 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 Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

Anil Bansal
Proprietor
Membership no. 043918
Place: Mumbai
Date:

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

Devdas Bhat
Partner
Membership no. 048094
Place : Mumbai
Date:

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Consolidated Balance Sheet for the year ended 31st March, 2016

	Notes	As at 31st March 2016 ₹	As at 31st March 2015 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	53,884,000	53,884,000
Reserves and surplus	4	199,110,875	168,576,551
		252,994,875	222,460,551
Minority Interest		4,503,890	4,998,371
Non - Current liabilities			
Long - term borrowings	5	413,487,409	207,626,090
Deferred Tax Liabilities (Net)	6	15,773,657	8,288,964
Long - term provisions	7	3,498,364	3,955,996
		432,759,430	219,871,050
Current liabilities			
Short - term borrowings	8	199,956,106	188,256,567
Trade Payables	9	163,371,632	121,291,272
Other current liabilities	10	81,239,358	96,657,687
Short - term provisions	11	49,017,824	26,351,845
		493,584,920	432,557,371
Total		1,183,843,114	879,887,342
ASSETS			
Non - Current assets			
Fixed assets			
Tangible assets	12	334,996,587	69,656,951
Intangible assets	12	338,080	567,868
Capital work-in-progress	12	28,255,140	142,378,576
Goodwill	13	122,394	122,394
Non - current investments	14	525,000	6,358,915
Long - term loans and advances	15	8,963,540	8,561,212
Other Non Current Assets	16	269,962	359,952
		373,470,704	228,005,869
Current Assets			
Inventories	17	245,374,139	131,934,313
Trade receivables	18	213,956,584	181,619,016
Cash and Banks balances	19	273,624,006	288,768,439
Short - term loans and advances	20	74,389,539	38,708,675
Other current assets	21	3,028,143	10,851,029
		810,372,410	651,881,472
Total		1,183,843,114	879,887,342
Significant accounting policies and Notes to the Consolidated financial statement	2		

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

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

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

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :

Devdas Bhat

Partner

Membership no. 48094

Karim N. Mithborwala
Managing Director
DIN: 00171326

Setish Bhanushali
Company Secretary
M.N.:

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Statement of Consolidated profit and loss for the year ended 31st March, 2016

	Notes	31st March 2016 ₹	31st March 2015 ₹
Income			
Gross revenue from operations	22	940,673,361	909,618,695
Less: Excise duty & Service Tax		(89,260,808)	(95,263,448)
Less: Others Taxes		(46,947,562)	(40,678,596)
Net revenue from operations		804,464,991	773,676,651
Other income	23	26,569,732	33,137,751
Total Revenue		831,034,723	806,814,401
Expenses			
Cost of materials consumed	24	520,827,317	535,428,058
Purchases of traded goods	24	113,801,894	92,102,933
Change in inventories	25	(74,761,305)	(7,629,027)
Employee benefits expenses	26	81,183,150	68,045,845
Finance Costs	27	20,358,454	10,846,682
Depreciation & Amortisation expenses	28	14,264,389	10,317,658
Other Expenses	29	84,911,382	50,849,488
		760,585,280	759,961,638
Profit Before Exceptional Items And Tax		70,449,443	46,852,763
Less: Provision for diminution in the value of Investment		(5,833,915)	-
Profit Before Tax		64,615,528	46,852,763
Tax expenses			
Current tax		(22,023,129)	(16,557,125)
Deferred tax		(9,878,603)	1,041,057
Total tax expenses		(31,901,732)	(15,516,068)
Profit for the year before Minority Interest		32,713,796	31,336,696
Add- Share of Minority Interest in Loss		494,481	1,629
Profit for the year after Minority Interest		33,208,277	31,338,324
Earning per equity share of face value of share Rs 10 each			
Basic (in Rs)	30	6.07	5.81
Significant accounting policies and Notes to the Consolidated financial statement	2		

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

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

Satish Bhanushal
Company Secretary
M.N.:

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :

Devdas Bhat

Partner

Membership no. 48094

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Consolidated Cash Flow Statement for the year ended 31st March, 2016

	Notes	31st March 2016 ₹	31st March 2015 ₹
Cash flow from operating activities			
Profit before tax and after prior period items		64,615,528	46,852,763
Non-cash adjustment to reconcile profit before tax to net cash flows:			
Depreciation/ amortization on continuing operation		14,264,389	10,317,658
Interest and Financial expense		20,358,453	10,846,683
Profit on sale of machinery		(301,781)	(40,488)
Dividend Income		(78,762)	(77,512)
Interest Income		(26,012,576)	(27,976,513)
Operating profit before working capital changes		72,845,251	39,922,591
Movements in working capital:			
Increase/ (decrease) in Trade Payable, current liabilities and Provision		59,768,392	248,080,300
Decrease / (increase) in trade receivables		(32,337,568)	(41,446,568)
Decrease / (Increase) in loans and advances and other assets		(55,234,315)	(71,711,322)
Decrease / (Increase) in Inventories		(113,439,827)	(48,764,172)
Cash generated from / (used in) operations		(68,398,066)	126,080,829
Direct taxes paid (net of refunds)		(31,901,732)	(16,593,285)
cash flow before extraordinary item		(100,299,798)	109,487,544
Extra ordinary item		5,833,915	-
Net cash flow from/ (used in) operating activities (A)		(94,465,883)	109,487,544
Cash flows from investing activities			
Purchase of fixed assets, Including CWIP and capital advances		(172,136,289)	(159,153,269)
Sale of Fixed Assets		1,100,000	1,250,000
Purchase of Investment		-	(45,000,000)
Interest received		26,012,576	27,976,513
Dividend received		78,762	77,512
Net cash flow from/ (used in) investing activities (B)		(144,944,951)	(174,849,244)
Cash flows from financing activities			
Proceeds from issuance of share capital		-	50,000,000
Borrowing Taken and repaid During the year		244,624,855	23,070,425
Interest and financial Expenses paid		(20,358,453)	(10,846,683)
Net cash flow from/ (used in) in financing activities (C)		224,266,402	62,223,741
Net Increase/(decrease) In cash and cash equivalents (A + B + C)		(15,144,432)	(3,137,958)
Cash and cash equivalents at the beginning of the year		288,768,439	291,906,396
Cash and cash equivalents at the end of the year		273,624,007	288,768,439
Components of cash and cash equivalents			
Cash on hand		8,239,965	662,027
With banks- on current account		1,496,796	2,914,064
Fixed Deposits		263,887,245	285,192,348
Total cash and bank balances		273,624,007	288,768,439

Significant accounting policies and Notes to the Consolidated financial statement

2

As per our report of even date

For Anil Bansal & Associates
Chartered Accountants
Firm registration number:100421W

For NBS & Co.
Chartered Accountants
Firm registration number:110100W

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

Salih N. Mithborwala
Whole Time Director/CFO
DIN: 00171171

Karim N. Mithborwala
Managing Director
DIN: 00171326

Satish Bhanushali
Company Secretary
M.N.:

Anil Bansal
Proprietor
Membership no. 043918
Place : Mumbai
Date :

Devdas Bhat
Partner
Membership no. 48094

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

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 & non ferrous metals, casting tools, slabs, rods, section flats & other ferrous & non ferrous products. The Group caters to both domestic and international markets. As at 31st March, 2016, Oriental Veneer Products Limited (Holding) Company holds 94.29% Equity Share Capital of 'M/s Oriental Foundry Private Limited' (subsidiary).

Note 2 - Significant accounting policies

A. Basis of preparation of consolidated financial statements

These Consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant Provisions of the Companies Act, 2013.

B. 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 subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, Liabilities, income and expenses, after fully eliminating intra-group transactions in accordance with Accounting Standard (AS 21 - "Consolidated Financial Statements")

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) Minority Interest in the net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders.

d) Minority Interest in the net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders.

Minority interest in the net assets of consolidated subsidiaries consists of:

- i) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
- ii) The minority share of movements in equity since the date the parent subsidiary relationship came into existence

e) Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.

f) As far as possible, the consolidated financial statements are preparing using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as company's separate statements.

C. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

C. Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

D. Depreciation on tangible fixed assets

Depreciation on the fixed assets has been provided for on straight line method at the rates prescribed and the management estimates the useful lives as per 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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

E. Impairment of fixed assets

At the end of each year, the Group determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made for the difference.

F. 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 Management estimates the useful lives for the fixed assets as per Schedule II to the Companies Act, 2013.

G. Leases

Group in its capacity as lessee

Finance leases, which effectively transfer to the Group 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.

H. 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.

I. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

J. 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.

K. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group 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. Sales Tax and VAT is included in the amount of turnover (gross). Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year. Gross Turnover Includes Sale of Services i.e. Labour Charges.

Income from services

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

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

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 Group's right to receive dividend is established by the reporting date.

L. Foreign currency translation

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year are recognized as income or as expenses in the year in which they arise.

M. 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.

N. 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".

O. 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.

P. 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 consolidated financial statements.

ORIENTAL VENEER PRODUCTS LTD.
Notes to the Consolidated Financial Statements for the year ended 31st March, 2016
Note 3 - Share Capital

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Authorized		
6,000,000 (Previous year 6,000,000) equity share of Rs. 10 each	60,000,000	60,000,000
Issued, subscribed & fully paid up		
53,90,300 (Previous year 53,90,300) equity shares of Rs. 10 each fully paid up	53,903,000	53,903,000
Less:- Calls in Arrears	19,000	19,000
Total	53,884,000	53,884,000

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

	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	₹	Number of Shares	₹
At the beginning of the period	5,390,300	53,903,000	5,390,300	53,903,000
Add: Issue of Shares during the year	-	-	-	-
	5,390,300	53,903,000	5,390,300	53,903,000
Less:- Calls In Arrears	-	19,000	-	19,000
Outstanding at the end of the year	5,390,300	53,884,000	5,390,300	53,884,000

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 31st March 2016		As at 31st March 2015	
	Number of Shares	% holding	Number of Shares	% holding
Name of the shareholder				
Vision Infpro (India) Private Ltd.	550,000	10.20%	550,000	10.20%
Vali N Mithiborwala	418,700	7.77%	418,700	7.77%
Saleh N Mithiborwala	361,600	6.71%	361,600	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.

Note 4 - Reserves and surplus

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
a) Capital Reserve*		
Opening Balance	3,025,000	3,025,000
Add: Transfer during the year	-	-
Closing balance	3,025,000	3,025,000
* Capital Reserve stood for State Capital Subsidy in Holding Company		
b) General Reserve		
Opening Balance	35,953,591	35,953,591
Add: Transfer during the year	-	-
Closing balance	35,953,591	35,953,591
Surplus in the statement of profit and loss		
Opening Balance	129,597,960	98,137,241
Add: Profit for the year	33,208,277	31,338,324
Add: Due to Fixed Assets	(2,673,953)	-
Add: Pre acquisition Loss	-	122,394
Net surplus in the statement of profit and loss	160,132,284	129,597,960
Total	199,110,875	168,576,551

ORIENTAL VENEER PRODUCTS LIMITED

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Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

	As at 31st March 2016 Rs.	As at 31st March 2015 Rs.
Minority Interest		
Share Capital	5,000,000	5,000,000
Less- Share In Profit/Losses	(496,110)	(1,629)
	4,503,890	4,998,371

Note 5 - Long term borrowing

	Non-current portion		Current maturities	
	As at 31st March 2016 ₹	As at 31st March 2015 ₹	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Secured*				
Term loans				
Indian rupee loan from banks				
Term loan	120,803,453	3,754,945	7,751,315	2,917,089
	120,803,453	3,754,945	7,751,315	2,917,089
Unsecured				
Loans from related parties (note - 32)	292,683,956	203,871,145	-	-
	292,683,956	203,871,145	-	-
	413,487,409	207,626,090	7,751,315	2,917,089
The above amount includes				
Amount disclosed under the head				
"other current liabilities" (note 10)		-	(7,751,315)	(2,917,089)
Net amount	413,487,409	207,626,090	-	-

*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

*b. Loan from bank includes vehicles loan secured by hypothecation of vehicles acquired under said loans.

Note 5.1- Loan from Related Parties

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Exim Trade Links (I) Private Limited	41,290,000	42,516,396
Gen Wood Products Private Limited	1,338,800	2,378,800
Industrial Laminates (India) Pvt Ltd	91,979,207	
Vision Housing & Infrastructure Company Private Limited	3,110,645	35,110,645
V K Mithiborwala & Co Private Limited	22,556,000	24,456,000
Doldrum Investment & Finance Pvt. Ltd.	-	97,440,904
Virtue Infrastructures Private Limited	110,440,904	-
Mr. Saleh N Mithiborwala	14,600,000	1,600,000
Mr. Valli N Mithiborwala	7,368,400	368,400
	292,683,956	203,871,145

Note 6 - Deferred tax liabilities (Net)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<u>Deferred tax liabilities</u>		
Related to fixed assets	15,877,759	8,594,049
<u>Deferred tax assets</u>		
Less: Disallowances under Income tax Act, 1961	(104,102)	(327,903)
	15,773,657	8,288,964

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Notes to the Consolidated Financial Statements for the year ended 31st March, 2016
Note 7 - Long-term provision

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Provision for employee benefits		
Provision for gratuity	3,498,364	3,955,996
Total	3,498,364	3,955,996

Note 8 - Short-term Borrowings

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Secured		
Working capital loan		
From Banks		
Rupee Loan*	199,956,106	188,256,567
Total	199,956,106	188,256,567

* 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 9 - Trade Payables

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Micro, Small & Medium Enterprises		
Others Payable	163,371,632	121,291,272
Total	163,371,632	121,291,272

Note 10 - Other current liabilities

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Current maturities of Long Term Liabilities (Secured)	7,751,315	2,917,089
Others Liabilities*	73,054,140	92,022,959
Balance with Bank#	433,903	1,717,639
Total	81,239,358	96,657,687

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

Due to issue of cheque

Note 11 - Short term provision

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Other		
Income Tax	47,482,678	25,325,899
Provision for Gratuity	769,510	657,991
Provision for Excise duty*	765,635	367,955
Total	49,017,824	26,351,845

* The Holding Company has recognised liabilities based on substantial degree of estimation for excise duty payable on clearance of goods lying in stock as on 31st March, 2015 of ₹ 367,955/- as per the estimated pattern of despatches . During the year ₹ 367,955 /- was utilised for clearance of goods. Provision recognised under this class for the current year is ₹ 765,635 /- which is outstanding as on 31st March, 2016. Actual outflow is expected in the next financial year.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statement for the year ended 31st March, 2016

Note 12 - Fixed Assets

Sr. No.	Particulars	Gross Block				Depreciation				Net Block		
		Balance as at 1st April 2015	Additions	Disposal/ Reversal	Balance as at 31st Mar 2016	Balance as at 1st April 2015	Depreciation During the year	Disposal During The Year	Reversal	Balance as at 31st Mar 2016	Balance as at 31st March 2016	Balance as at 31st March 2015
a.	Tangible Assets											
	Land	1,932,680	11,255,490	-	13,188,170	-	-	-	-	-	13,188,170	1,932,680
	Building	35,500,784	66,784,385	-	102,285,169	23,151,368	1,721,337	-	-	24,872,705	77,412,464	12,349,416
	Residential Flat	5,520,564	4,424,745	-	9,945,309	522,665	159,081	-	-	681,746	9,263,563	4,997,899
	Plant & Machinery	92,766,811	175,617,276	49,255,599	219,128,488	54,618,179	8,510,994	321,281	42,625,994	20,181,899	198,946,590	38,148,632
	Equipments	7,314,248	17,357,860	6,896,734	17,775,374	6,538,629	511,651	-	6,508,517	541,764	17,233,610	775,619
	Vehicle	20,950,542	5,560,880	-	26,511,422	10,589,736	2,153,781	-	-	12,743,517	13,767,905	10,360,806
	Computer	6,178,927	1,664,974	4,934,962	2,908,939	6,114,434	921,293	-	5,765,422	1,270,305	1,638,634	64,493
	Furniture & Fixture	8,125	3,594,115	-	3,602,240	127	56,464	-	-	56,591	3,545,649	7,998
	Plantation Project	1,019,410	-	1,019,410	-	-	-	-	-	-	-	1,019,410
	Total (I)	171,192,091	286,259,725	62,106,705	395,345,111	101,535,139	14,034,601	321,281	54,899,932	60,348,527	334,996,587	69,656,952
b.	Intangible Assets											
	Software	1,148,942	-	-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
	Total (II)	1,148,942	-	-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
c.	Capital Work-in-Progress										28,255,140	142,378,576
	Total (I)+(II)	172,341,033	286,259,725	62,106,705	396,494,053	102,116,213	14,264,390	321,281	54,899,932	61,159,389	363,589,805	212,603,394
	At 31st March 2015	152,773,951	20,839,485	1,272,403	172,341,033	91,861,446	10,317,658	62,891	-	102,116,214	212,603,393	60,912,505

\$ Includes Office Equipments

Note 12.1 - Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2015 have been adjusted amounting to ₹ 2,673,953/- (net of deferred tax) in the opening balance of Profit and Loss Account as per Note 7 (b) to Part C of Schedule II of Companies Act, 2013.

Note 12.1 - Interest on term loan Expenses are net of Interest Capitalised of ₹ 5,885,766/- (Previous year ₹ Nil) and Other borrowing cost are net of cost capitalised of ₹ 107,482 (Previous year ₹ Nil).

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Notes to the Consolidated Financial Statements for the year ended 31st March, 2016
Note 13 - Goodwill

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Goodwill [as per AS 21]	122,394	122,394
	122,394	122,394

Note 14 - Non-current investments

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
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.	5,833,915	5,833,915
Less: Provision for Permanent Diminution in Value of Investment (note - 38)	(5,833,915)	-
Closing Balance [A]	-	5,833,915
Investment in equity shares (unquoted)		
2,500 (Previous Year 2,500) Equity Share of Rs. 10 Each in Saraswat Co-op Bank Ltd	25,000	25,000
20,000 (Previous Year 20,000) Equity Share of Rs.25 Each in Shamrao Vithal Co-Op Bank Ltd.	500,000	500,000
Closing Balance [B]	525,000	525,000
Total [A+B]	525,000	6,358,915

**Note 15 - Long-term loans and advances
(Unsecured, Considered Good)**

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Security Deposits	6,262,551	5,860,222
<u>Balances with statutory / government authorities</u>		
Duties under Dispute *	2,700,989	2,700,990
Total	8,963,540	8,561,212

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

Note 16- Other Non Current Assets

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Preliminary Expenses- to the extent not written off	269,962	359,952
Total	269,962	359,952

Note 17 - Inventories (Valued at lower of cost and net realizable value)

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Raw materials	115,337,166	86,405,344
Finished goods	13,526,222	3,311,593
Semi-Finished goods	101,317,980	36,771,304
Stores & Spares and Packing Material	15,192,771	5,446,071
Total	245,374,139	131,934,313

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

Note 18- Trade receivables

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Unsecured, considered good unless stated otherwise		
Due for a Period Exceeding Six Months (Refer Note 39)		
Unsecured, Considered Good	16,193,110	30,507,420
Other receivables		
Unsecured, Considered Good	197,763,474	151,111,596
Total	213,956,584	181,619,016

Note 19 - Cash and Bank Balances

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Balance with banks:		
On current accounts	1,496,796	662,027
Cash on hand	8,239,965	2,914,066
	9,736,761	3,576,093
Other fixed deposit with banks		
Fixed Deposit with Banks maturity*	263,887,245	285,192,348
	263,887,245	285,192,348
Total	273,624,006	288,768,439

* Includes ₹ 106,307,279/- (Previous Year ₹ 97,089,751/-) Fixed Deposit are Under Lien with Bank.

**Notes 20 - Short-term loans and advances
(Unsecured, Considered Good)**

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Advance recoverable in cash or kind	27,940,052	6,901,071
Balances with statutory / government authorities	46,449,487	31,807,604
Total	74,389,539	38,708,675

Note 21 - Other current assets

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Interest accrued on Deposit with M5EB	179,950	146,783
Interest accrued on FDR with banks	2,848,193	10,704,246
Total	3,028,143	10,851,029

Note 22 - Revenue from operations

	31st March 2016 ₹	31st March 2015 ₹
Sale of products (Gross)	940,106,607	909,377,348
Labour Charges	566,754	241,347
Less: Excise duty & Service Tax	(89,260,808)	(95,263,448)
Less:- Others	(46,947,562)	(40,678,596)
Revenue from operation (net)	804,464,991	773,676,651

Detail of products sold (Net)

	31st March 2016 ₹	31st March 2015 ₹
Seat & Berth	419,015,899	441,315,373
Recom	53,655,651	68,857,831
Compreg Board & Articles thereof	119,302,072	140,480,169
Furniture & Parts	4,540,878	8,079,750
Retention Tank	75,417,157	18,788,660
Coated Upholstery Fabric	7,635,347	-
Luggage Rack	8,433,948	-
Others	4,709,685	-
	692,710,638	677,521,783

ORIENTAL VENEER PRODUCTS LIMITED

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Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

Traded goods sold (Net)	31st March 2016 ₹	31st March 2015 ₹
Gurjan Round Logs	59,654,970	-
Polyster Staples Fibers	58,055,202	95,913,520
	117,710,172	95,913,520
	31st March 2016 ₹	31st March 2015 ₹
Details of Sale of Services(Net)		
Installation Charges /Labour Charges	566,754	241,347
	566,754	241,347
	31st March 2016 ₹	31st March 2015 ₹
Note 23 - Other Income		
	31st March 2016 ₹	31st March 2015 ₹
Interest on Bank FDR	25,812,631	28,139,606
Interest on Other (MSEB Deposits)	199,945	163,093
Dividend on non current investment	79,075	77,512
Sales Tax Setoff	-	4,717,052
Profit on sale of machinery	301,781	40,488
Others	176,300	-
Total	26,569,732	33,137,751
	31st March 2016 ₹	31st March 2015 ₹
Note 24 - Cost of material and consumed		
Opening Stock	91,851,415	50,827,724
Add: Purchases (including stores)	559,505,838	576,451,749
	651,357,253	627,279,473
Less: Closing Stock (including stores)	130,529,937	91,851,415
Total	520,827,317	535,428,058
	31st March 2016 ₹	31st March 2015 ₹
Traded goods purchase		
	31st March 2016 ₹	31st March 2015 ₹
Polyster Staples Fibers	55,901,054	92,102,933
Gurjan Round Logs	57,900,840	-
	113,801,894	92,102,933
	31st March 2016 ₹	31st March 2015 ₹
Detail of material consumed		
	31st March 2016 ₹	31st March 2015 ₹
Raw Material	445,431,529	448,946,081
Stores & others and Packing Material	75,395,788	86,481,977
	520,827,317	535,428,058
	31st March 2016 ₹	31st March 2015 ₹
Detail of Inventory		
Opening	31st March 2016 ₹	31st March 2015 ₹
Raw material	86,405,344	50,432,099
Stores & others and Packing Material	5,446,071	395,625
	91,851,415	50,827,724
Closing	31st March 2016 ₹	31st March 2015 ₹
Raw material	110,599,013	86,405,344
Stores & others and Packing Material	15,192,771	5,446,071
	125,791,784	91,851,415

ORIENTAL VENEER PRODUCTS LTD.
Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

	31st March 2016	31st March 2015
	₹	₹
Note 25 - Change in inventories		
Closing stock of finished goods	13,526,222	3,311,593
Closing stock of Semi-finished goods	101,317,980	36,771,304
	114,844,202	40,082,897
Less: Opening stock of finished goods	3,311,593	11,946,477
Opening stock of Semi- finished goods	36,771,304	20,507,393
	40,082,897	32,453,870
Total	(74,761,305)	(7,629,027)
Note 26 - Employee benefit expense		
	₹	₹
SALARIES, wages and bonus	73,209,431	60,313,851
Contribution to provident and other funds	1,006,417	1,812,270
Staff welfare expenses	6,967,302	5,919,724
Total	81,183,150	68,045,845
Note 27 - Financial charges		
	₹	₹
Interest on term loan*	4,087,499	447,995
Interest on Working capital loans	12,148,294	5,066,986
Others [#]	4,122,661	5,331,701
Total	20,358,454	10,846,682
* Interest on term loan Expenses are net of Interest Capitalised of ₹ 5,885,766/- (Previous year ₹ Nil) (Refer Note 12.1)		
# other borrowing cost are net of cost capitalised of ₹ 107,482 (Previous year ₹ Nil) (Refer Note 12.1)		
Note 28 - Depreciation and amortization expense		
	₹	₹
Depreciation of tangible assets	14,034,601	10,087,870
Amortization of intangible assets	229,788	229,788
Total	14,264,389	10,317,658
Note 29 - Other expenses		
	₹	₹
Manufacturing expenses		
Power and fuel	26,364,415	18,929,144
Labour Charges	8,001,948	1,628,428
Testing Charges	798,719	800,774
Water Charges	1,780,296	644,624
Excise duty*	397,680	(726,770)
Factory Expenses	2,571,211	1,630,576
Repairs and maintenance	-	-
Plant and machinery	698,627	1,226,714
	40,612,896	24,133,490

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

Sales & Administration Expenses

Advertisement	263,995	783,315
Books and Periodicals	32,867	166,904
Business Promotion	500,870	5,069,982
Communication costs	3,250,272	3,174,677
Computer Expenses	656,014	100,092
Discount & Rebate	286,032	1,873,997
Electricity Expenses (Office)	627,602	414,173
Exchange gain loss (net)	2,628,066	224,207
Fees And Subscription	487,200	2,677,289
Freight Out Ward	2,366,860	473,687
Inspection Charges	236,159	105,773
Insurance	1,151,529	337,955
Legal and professional fees	5,427,280	427,202
Loading & Unloading charges	871,902	258,069
Office and Administrative	4,584,557	402,341
Payment to auditor	1,071,500	952,585
Postage & Telegram	494,142	56,335
Printing and stationery	1,906,509	745,063
Rent, Rates and taxes	3,372,240	766,273
Repair and Maintenance	176,410	2,598,390
Security Charges	747,867	3,889,910
Tender Fees	518,741	721,776
Travelling and conveyance	7,870,308	228,500
Foreign Travelling Expenses	1,276,053	-
Vehicle Expenses	3,403,522	177,515
Preliminary Expenses w/off	89,989	89,989
	44,298,486	26,715,998
Total	84,911,382	50,849,488

Payment to Auditor

As auditor:		
Audit fee	650,000	228,500
	650,000	228,500

* 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

	31st March 2016	31st March 2015
	₹	₹
Profit after tax (Rs)	32,713,796	31,336,696
Weighted average number of shares outstanding during the year	5,390,300	5,390,300
Face value per share (Rs)	10	10
Basic & Diluted earnings per share	6.069012145	5.813534605

Note 31 - 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 Accounting Standard 17 "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.

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

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 ₹ 351,917/- In the profit and loss accounts In the year ended 31st March, 2016 (previous year, ₹ 7.44 lacs). The gross obligation toward the gratuity at the end of the year on discountinuance is ₹ 58.43 Lacs (previous year, ₹ 63.44 Lacs). The Company has not funded the gratuity obligation against any plan assets.

Profit and Loss Account

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Net employee benefit expense recognized in the employee cost		
Current service cost	769,355	657,991
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	769,355	657,991

Balance sheet

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Benefit asset/ liability		
Present value of defined benefit obligation	4,267,874	4,613,987
Fair value of plan assets	Nil	Nil
Plan asset / (liability)	4,267,874	4,613,987

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

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
Opening defined benefit obligation	4,613,987	3,870,166
Current service cost	155	Nil
Interest cost	Nil	Nil
Benefits paid	Nil	Nil
Actuarial (gains) / losses on obligation	(346,268)	743,821
Closing defined benefit obligation	4,267,874	4,613,987

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

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
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)		
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	8.08% 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

	31st March 2016 ₹	31st March 2015 ₹
Stock In Trade	57,900,840	-
Raw Material & Consumables	1,053,127	10,300,956
Total	58,953,967	10,300,956

ORIENTAL VENEER PRODUCTS LTD.
Notes to the Consolidated Financial Statements for the year ended 31st March, 2016
Note 36 - Expenditure in foreign currency (accrual basis)

	31st March 2016 Rs.	31st March 2015 Rs.
Travelling Expenses	1,276,053	370,108
Total	1,276,053	370,108

Note 37 - Imported and Indigenous raw material, components and spare parts consumed

	31st March 2016		31st March 2015	
	% of total	₹	% of total	₹
Imported	11.18	58,953,967	1.92	10,300,956
Indigenous	88.82	468,219,621	98.08	525,127,102
Total	100	527,173,588	100	535,428,058

Note 38- Diminution in the Value of Investment

As at 31st March 2016, There is diminution in the value of the Company's quoted (Suspended) investment, Nageshwar Investment Ltd, considering the market, as share of the company are suspended to be traded on all stock exchanges from 30-nov-2005 till further order by SEBI, Competent Authority. Diminution other than temporary, if any, in the carrying amount of the investment in quoted shares (Nageshwar Investment Ltd) amounting to ₹ 5,833,915/- could not be ascertained due to non-availability of the latest financial statements of the investee company.

Note 39- Contingent Liabilities

	31st March 2016 ₹	31st March 2015 ₹
Disputed Liabilities not provided for		
Central Excise	1,427,168	1,427,168
Income Tax	18,135,000	18,135,000

Letter of Credit outstanding with Saraswat Co-Operative Bank Ltd. at the end of the year for ₹ 44,993,006/- (Previous year ₹ 40,437,820 /-) and Bank Guarantee of ₹ 5,556,739/- (Previous Year ₹ 8,684,507/-).

Note 40- Derivative Instrument

Foreign currency exposures of the Group are not hedged by derivative instrument.

	31st March 2016		31st March 2015	
	\$	₹	\$	₹
Payments for Import Purchases made during the year	50,483	3,266,543	50,483	3,266,543
Advance for Import Purchase	-	-	43,271	2,708,342

Note 41- There were no litigations pending which were made during the year on the Group.

Note 42- Sundry Debtors, Sundry Creditors, loans & advances and outstanding balance are subject to confirmation and reconciliation.

Note 43- Previous Year Figures has been recast/restated.

As per our report of even date
For Anil Bansal & Associates
Firm registration number:100421W
Chartered Accountants
For NBS & Co.
Chartered Accountants
Firm registration number:110100W
For and on behalf of the Board of
ORIENTAL VENEER PRODUCTS LTD.
Anil Bansal
Proprietor
Membership no. 043918
Devdas Bhat
Partner
Membership no. 48094
Saleh N. Mithiborwa
Whole Time Director
DIN: 00171171
Karim N. Mithiborwa
Managing Director
DIN: 00171326
DIN:
Place : Mumbai
Date :
Saoun Ananusnan
Company Secretary
M.N.:

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statement for the year ended 31st March, 2016

Note 12 - Fixed Assets

Sr. No.	Particulars	Gross Block				Depreciation				Net Block		
		Balance as at 1st April 2015	Additions	Disposal/ Reversal	Balance as at 31st Mar 2016	Balance as at 1st April 2015	Depreciation During the year	Disposal During The Year	Reversal	Balance as at 31st Mar 2016	Balance as at 31st March 2016	Balance as at 31st March 2015
a.	Tangible Assets											
	Land	1,932,680	11,255,490	-	13,188,170	-	-	-	-	-	13,188,170	1,932,680
	Building	35,500,784	66,784,385	-	102,285,169	23,151,368	1,721,337	-	-	24,872,705	77,412,464	12,349,416
	Residential Flat	5,520,564	4,424,745	-	9,945,309	522,665	159,081	-	-	681,746	9,263,563	4,997,899
	Plant & Machinery	92,766,811	175,617,276	49,255,599	219,128,488	54,618,179	8,510,994	321,281	42,625,994	20,181,899	198,946,590	38,148,632
	Equipments	7,314,248	17,357,860	6,896,734	17,775,374	6,538,629	511,651	-	6,508,517	541,764	17,233,610	775,619
	Vehicle	20,950,542	5,560,880	-	26,511,422	10,589,736	2,153,781	-	-	12,743,517	13,767,905	10,360,806
	Computer	6,178,927	1,664,974	4,934,962	2,908,939	6,114,434	921,293	-	5,765,422	1,270,305	1,638,634	64,493
	Furniture & Fixture	8,125	3,594,115	-	3,602,240	127	56,464	-	-	56,591	3,545,649	7,998
	Plantation Project	1,019,410	-	1,019,410	-	-	-	-	-	-	-	1,019,410
	Total (i)	171,192,091	286,259,725	62,106,705	395,345,111	101,535,139	14,034,601	321,281	54,899,932	60,348,527	334,996,587	69,656,952
b.	Intangible Assets											
	Software	1,148,942	-	-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
	Total (ii)	1,148,942	-	-	1,148,942	581,074	229,788	-	-	810,862	338,080	567,868
c.	Capital Work-in-Progress										28,255,140	142,378,576
	Total (i)+(ii)	172,341,033	286,259,725	62,106,705	396,494,053	102,116,213	14,264,390	321,281	54,899,932	61,159,389	363,589,805	212,603,394
	At 31st March 2015	152,773,951	20,839,485	1,272,403	172,341,033	91,861,446	10,317,658	62,891	-	102,116,214	212,603,393	60,912,505

\$ Includes Office Equipments

Note 12.1 - Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2015 have been adjusted amounting to ₹ 2,673,953/- (net of deferred tax) in the opening balance of Profit and Loss Account as per Note 7 (b) to Part C of Schedule II of Companies Act, 2013.

Note 12.1 - Interest on term loan Expenses are net of Interest Capitalised of ₹ 5,885,766/- (Previous year ₹ Nil) and Other borrowing cost are net of cost capitalised of ₹ 107,482 (Previous year ₹ Nil).

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statement for the year ended 31st March, 2016

Nota 32 - 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. Karim N Mithiborwala [Managing Director]	Key Management Personnel
Mr. Valli N Mithiborwala [Director]	
Mr. Satish V Bhanushall [Company Secretary]	
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 known as M/s. Doldrum Investment & Finance Pvt Ltd.]	Enterprises in which Key Management Personnel exercises Significant Influence or their relatives
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 Wood Craft Private Limited	
M/s Trishala Veneer Private Limited	
M/s Oriental Rall Trade (I) Private Limited	

b) Transactions with related parties for the year ended March 31, 2016

Particulars	Subsidiary Company		Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Salary paid						
Mr. Satish V Bhanushall	-	-	156,924	-	-	-
Investment in Equity Shares Rs.10/- each						
M/s. Oriental Foundry Pvt Ltd.	37,500,000	45,000,000	-	-	-	-
Unsecured Loans taken						
Mr Saleh N Mithiborwala	-	-	13,000,000	1,600,000	-	-
Mr Valli N Mithiborwala	-	-	7,000,000	418,400	-	-
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	1,200,000	50,000
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	143,400,700	118,052,002
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	770,000	1,050,000
M/s. Virtue Infrastructures Private Limited [formerly known as M/s. Doldrum Investment & Finance Pvt Ltd.]	-	-	-	-	13,000,000	13,000,000
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	-	-	5,000,000	16,750,000
Unsecured Loans repayment						
Mr Saleh N Mithiborwala	-	-	-	50,000	-	-
Mr Valli N Mithiborwala	-	-	-	50,000	-	-
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	3,100,000	2,106,000
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	51,421,493	119,069,865
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	1,810,000	3,421,200
M/s. Virtue Infrastructures Private Limited [formerly known as M/s. Doldrum Investment & Finance Pvt Ltd.]	-	-	-	-	-	13,000,000
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	1,226,396	15,527,436
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	-	-	37,000,000	15,000,000
Loans and advances (Given)						
M/s. Oriental Foundry Pvt Ltd.	115,764,000	61,650,000	-	-	-	-
Loans and advances (Repayment Recd)						
M/s. Oriental Foundry Pvt Ltd.	88,700,000	-	-	-	-	-
Sales of Goods						
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	69,186,647	113,269,632
M/s Trishala Veneer Private Limited	-	-	-	-	208,254	-
Purchase of Goods/Land/Machinery						
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	5,091,055	1,017,863
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	117,221,773	159,537,038
M/s Trishala Wood Craft Private Limited	-	-	-	-	-	6,562,000
M/s Gen Wood Products Private Limited	-	-	-	-	-	313,344
M/s Oriental Rall Trade (I) Private Limited	-	-	-	-	86,517	-
Expenses Paid						
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	-	-	306,000	306,000

ORIENTAL VENEER PRODUCTS LTD.

Notes to the standalone Financial Statement for the year ended 31st March, 2016

Note 32 - Related Party Disclosure (Cont..)

C) Balances with related parties as at March 31, 2016

Creditor/Debtor outstanding at the year end

M/s Industrial Laminates (I) Private Limited	-	-	-	-	838,838	-
M/s. Oriental Technocraft Pvt Ltd.	-	-	-	-	5,288,171	15,873,948
M/s Gen Wood Products Private Limited	-	-	-	-	-	313,344
M/s Trishala Wood Craft Private Limited	-	-	-	-	-	6,562,000
M/s Trishala Veneer Private Limited	-	-	-	-	208,254	-
<u>Loans Taken/Given Outstanding at year end</u>						
M/s. Oriental Foundry Pvt Ltd.	88,714,000	61,650,000	-	-	-	-
Mr. Saleh N Mithiborwala	-	-	14,600,000	1,600,000	-	-
Mr. Valli N Mithiborwala	-	-	7,368,400	368,400	-	-
M/s. V.K.Mithiborwala & Co.Pvt.Ltd.	-	-	-	-	22,556,000	24,456,000
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	-	-	91,979,207	-
M/s. Gen Wood Products Pvt Ltd.	-	-	-	-	1,338,800	2,378,800
M/s. Virtue Infrastructures Private Limited [formerly known as M/s. Doldrum Investment & Finance Pvt Ltd.]	-	-	-	-	110,440,904	97,440,904
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	-	-	41,290,000	42,516,396
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	-	-	3,110,645	35,110,645

ORIENTAL VENEER PRODUCTS LIMITED

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

Note 32 - 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. 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. Oriental Foundry Pvt Ltd.	Related parties
Mr. Saleh N Mithiborwala [Director] Mr. Valli N Mithiborwala [Director] Mr. Mustafa Saifuddin Pardawala [Director] Mrs. Deepa Dinesh Raut [Director] Mr. Suresh Govind Mane [Director]	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. Oriental Foundry Pvt Ltd. M/s. Virtue Infrastructures Private Limited M/s. Trishala Wood Craft Private Limited	Enterprises in which Key Management Personnel exercises Significant Influence

b) Transactions with related parties for the year ended March 31, 2016

Particulars	Key Management Personnel		Enterprises significantly influenced by key management personnel or their relatives	
	31st March 2016	31st March 2015	31st March 2016	31st March 2015
	Rs.	Rs.	Rs.	Rs.
Share Purchased				
M/s. Oriental Foundry Pvt Ltd. [Equity Shares of Rs 10/- each purchased at par]	-	-	37,500,000	45,000,000
Loans (taken)				
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	1,200,000	50,000
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	142,066,059	118,052,002
M/s. Gen Wood Products Pvt Ltd.	-	-	770,000	1,050,000
M/s. Doldrum Investment & Finance Pvt Ltd.	-	-	13,000,000	13,000,000
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	5,000,000	16,750,000
Mr Saleh N Mithiborwala	13,000,000	1,600,000	-	-
Mr Valli N Mithiborwala	7,000,000	368,400	-	-
Loan Repayments				
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	37,000,000	15,000,000
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	1,226,396	15,527,436
M/s. V.K.Mithiborwala & Co.Pvt.Ltd	-	-	3,406,000	2,106,000
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	52,953,359	119,069,865
M/s. Gen Wood Products Pvt Ltd.	-	-	1,810,000	3,421,200
M/s. Doldrum Investment & Finance Pvt Ltd.	-	-	-	13,000,000
Mr Saleh N Mithiborwala	-	50,000	-	-
Mr Valli N Mithiborwala	-	50,000	-	-
Sales of Material				
M/s. Oriental Technocraft Pvt Ltd.	-	-	69,186,647	113,269,632
M/s. Trishala Veneer Pvt Ltd.	-	-	208,254	-

ORIENTAL VENEER PRODUCTS LTD.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2016

Purchase of Material				
M/s. Oriental Technocraft Pvt Ltd.	-	-	117,232,445	159,537,038
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	2,866,507	1,017,863
Rent Paid /Electricity Paid				
M/s. V.K.Mithiborwala & Co.Pvt. Ltd	-	-	306,000	306,000
Loans (Given)				
M/s. Oriental Foundry Pvt Ltd.	-	-	146,064,000	61,650,000
Loans (Repayment Recd)				
M/s. Oriental Foundry Pvt Ltd.	-	-	81,500,000	-
Corporate Guarantee				
M/s. Oriental Foundry Pvt Ltd.	-	-	-	222,500,000
Subsidiary Company				
Purchase of Land				
M/s Trishala Wood Craft Private Limited	-	-	-	6,562,000
Purchase of Goods / Machinery				
M/s Gen Wood Products Private Limited	-	-	-	313,344
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	2,212,539	-

c) Balances with related parties as at march 31,2016				
Creditor/Debtor outstanding at the year end				
M/s. Oriental Foundry Pvt Ltd.	-	-	1,597,384	-
M/s. Oriental Technocraft Pvt Ltd.	-	-	5,288,171	15,873,948
Loans Taken/Given Outstanding at year end				
M/s. Oriental Foundry Pvt Ltd.	-	-	88,714,000	61,650,000
M/s. V.K.Mithiborwala & Co.Pvt. Ltd	-	-	22,556,000	24,456,000
M/s. Exim Trade Links (I) Pvt Ltd.	-	-	41,290,000	42,516,396
M/s. Gen Wood Products Pvt Ltd.	-	-	1,338,800	2,378,800
M/s. Doldrum Investment & Finance Pvt Ltd.	-	-	-	97,440,904
M/s Trishala Wood Craft Private Limited	-	-	-	6,562,000
M/s Gen Wood Products Private Limited	-	-	-	313,344
M/s. Vision Housing & Infrastructure Co Pvt Ltd.	-	-	3,110,645	35,110,645
M/s. Virtue Infrastructures Private Limited.	-	-	110,440,904	-
M/s. Industrial Laminates (I) Pvt. Ltd.	-	-	91,979,207	-
Mr Saleh N Mithiborwala	14,600,000	1,600,000	-	-
Mr Valli N Mithiborwala	7,368,400	368,400	-	-

ORIENTAL VENEER PRODUCTS LIMITED

Annexure to Financial Statement

Form AOC-I

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

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Particulars
1	Name of the subsidiary.	Oriental Foundry Private Limited
2	The date since when subsidiary was acquired	19/11/2014
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	N.A
5	Share Capital	8,75,00,000 (Paid up Capital)
6	Reserves and Surplus	(8,922,973)
7	Total Assets	381,009,440
8	Total Liabilities	302,432,413
9	Investments	-
10	Turnover	1,76,300
11	Profit before taxation	641,508
12	Provision for taxation	(9,301,424)
13	Profit after taxation	(8,659,916)
14	Proposed Dividend	NIL
15	% of shareholding	94.29%

Names of subsidiaries which are yet to commence operations:- N.A

Names of subsidiaries which have been liquidated or sold during the year:- N.A

ORIENTAL VENEER PRODUCTS LIMITED

Part "B": Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures) =

Company does not have the Associate and Joint venture Companies.

Particulars	Name 1
1. Name of Associates/Joint Ventures	
2. Date on which the Associate or Joint Venture was associated or acquired.	
3. Shares of Associate/Joint Ventures held by the company on the year end (in numbers)	
i. Number	
ii. Amount of Investment in Associates/ Joint Venture	
iii. Extent of Holding %	
4. Description of how there is significant influence	
5. Reason why the associate/joint venture is not consolidated	
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	
7. Profit / Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

Names of associates / joint ventures which are yet to commence operations:- N.A.

Names of associates / joint ventures which have been liquidated or sold during the year:-

As per our report of even date

For Anil Bansal & Associates

Chartered Accountants

Firm registration number:100421W

For NBS & Co.

Chartered Accountants

Firm registration number:110100W

Anil Bansal

Proprietor

Membership no. 043918

Place : Mumbai

Date :30/05/2016

N.A

Devdas Bhat

Partner

Membership no. 048094

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

Satish Bhanushali
Company Secretary
M.N.: A40731

Place: Mumbai

Date: 30/05/2016

ORIENTAL VENEER PRODUCTS LIMITED
AGHAI (VIA) KALYAN RAILWAY STATION, THANE MAHARASHTRA 421301 INDIA
CIN:- L02005MH1991PLC060686
Tel: 91 22 6138 9400 Fax: 6138 9401 Email: compliance.ovpl@gmail.com
website: www.ovpl.co.in

ATTENDANCE SLIP

(To be presented at the entrance)

Twenty-Fifth Annual General Meeting on Friday, September 30, 2016 at 12.30 p.m. at the registered office of the company situated at Aghai (Via) Kalyan Railway Station, Thane Maharashtra 421301 India.

Registered Folio _____ DP ID _____ Client ID _____
Name of the Member _____ Signature _____
Name of the Proxy holder _____ Signature _____

Note: 1.

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting
3. Only Member/Proxy holder can attend the Meeting



BOOK-POST

If undelivered, please return to:

ORIENTAL VENEER PRODUCTS LIMITED
Village Aghai, Via Kalyan Railway Station, Thane - 421 301