



ORIENTAL VENEER PRODUCTS LIMITED

CIN: L35100MH1991PLC060686

Registered Office: Aghai (Via) Kalyan Railway Station, Thane, Maharashtra 421301

Corp. Office: 16, Mascarenhas Road, Mazgaon, Mumbai - 400 010, Maharashtra, India.

Tel No. (022) 61389400

Fax No. (022) 61389401

Website: www.ovpl.co.in;

E-mail: compliance.ovpl@gmail.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (hereinafter referred to as 'the Act') and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules') (including any statutory modification(s) or amendment thereto), applicable provisions of Secretarial Standard-2 issued by The Institute of Company Secretaries of India from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and other applicable regulations, if any, of the Listing Regulations, the Company hereby seeks your approval for change in the name of the Company from '**Oriental Veneer Products Limited**' to '**Oriental Rail Infrastructure Limited**' by way of Postal Ballot only by evoting through electronic means. The proposed Resolution and the relevant Statement pursuant to Section 102 of the Act setting out the material facts and the reasons for the proposed resolution are appended herewith for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on December 15, 2020 has appointed Mr. Shiv Hari Jalan, Practicing Company Secretaries as Scrutinizer

to scrutinize the remote e-voting process in a fair and transparent manner.

In view of the COVID-19 related lockdown and social distancing requirements, the Ministry of Corporate Affairs (MCA) issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 respectively (hereinafter referred to as 'the Circulars'), specifying the framework for conduct of business through Postal Ballot. Accordingly, the Postal Ballot Notice is being sent only through e-mail (Electronic Form only) to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ('RTA')/ Depository Participant(s) and are entitled to cast their votes as on the **Cut-off date** being December 18, 2020.

Shareholders who have not received the notice due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request latest by Wednesday, January 20, 2021 for the notice by sending an email at compliance.ovpl@gmail.com along with a scanned copy of Share Certificate/ Client Master. Post receipt of such request, the shareholder would be provided soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. It is clarified that for



registration/ updating of email address, the shareholders who are holding the shares in dematerialized form are requested to contact their respective Depository Participants and the shareholders who are holding shares in physical form are requested to update their email addresses by writing to the Company at compliance.ovpl@gmail.com

For the aforementioned purpose, the Company is offering facility of e-voting to all its Members to enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited ('NSDL'), an agency authorized by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically. The Members are requested to carefully read the instructions indicated in the Notice for casting of votes electronically and record their assent (for) or dissent (against) through aforementioned remote e-voting facility. The Scrutinizer will submit his report to the Chairman of the Company or to any Director or any person authorized by Chairman of the Company after completion of the scrutiny of total votes cast. The results of the Postal Ballot will be announced on or before Saturday, January 23, 2021, at the Corporate Office of the Company and the Resolution will be deemed to have been passed w.e.f. Thursday, January 21, 2021 i.e. the last date of casting of votes, if approved by the requisite majority. The Notice of the Postal Ballot and result of the Postal Ballot along with the Scrutinizer's Report shall be hosted on the website of the Company at www.ovpl.co.in, BSE Limited, where the equity shares of the Company are presently listed and NSDL i.e. evoting@nsdl.co.in.

RESOLUTION:

Item No. 1. Approval for Change of Name of the

Company from 'Oriental Veneer Products Limited' to 'Oriental Rail Infrastructure Limited' and consequent amendment to Memorandum of Association and Article of Association

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable Rules, if any, including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of the Registrar of Companies, Stock Exchanges (BSE) and such other approvals as may be required, the consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **'Oriental Veneer Products Limited'** to **'Oriental Rail Infrastructure Limited'** and consequent alteration in the Memorandum of Association and Article of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or



Directors or any officer(s) or employees of the company or any other person as it may consider appropriate in order to give effect to this resolution.”

**By order of the Board for
Oriental Veneer Products Limited**

Sd/-

Place: Mumbai

Sonam Gupta

Date: December 15, 2020

Company Secretary

Registered Address:

Oriental Veneer Products Limited

Survey No. 49, Aghai (Via) Kalyan Railway
Station, Thane, 421301, Maharashtra, India

CIN: L35100MH1991PLC060686

Tel. No.: +91 22 61389400

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out material facts relating to the proposed resolution is annexed hereto.
2. Adroit Corporate Services Pvt. Ltd. is Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to info@adroitcorporate.com
3. In compliance with Sections 108 and 110 of the Act read with the Rules and the Circulars issued thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are mentioned in this Notice.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on December 18, 2020 ("cut-off date"). Only those Members whose names are recorded
5. The e-voting period commences on Wednesday, December 23, 2020 at 10.00 a.m. and ends on Thursday, January 21, 2021 at 05.00 p.m. During this period shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 18, 2020, may cast their vote electronically.
6. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently.
7. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. The Scrutinizer will submit his report to the Chairman of the Company or to any Director or any other person authorised by Chairman of the Company. The results of the Postal Ballot will be announced on or before Saturday, January 23, 2021, at the Corporate Office of the Company and the Resolution will be deemed to have been passed w.e.f. Thursday, January 21, 2021 i.e. the last date of casting of votes, if approved by the requisite majority. The Notice of the Postal Ballot and result of the Postal Ballot along with the Scrutinizer's Report shall be hosted on the website of the Company at www.ovpl.co.in, BSE Limited, where the equity shares of the Company are presently listed and NSDL i.e. evoting@nsdl.co.in.

The procedure to login to e-Voting website consists



of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request



at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail shivharijalancs@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

Item No. 1. Approval for Change of Name of the Company from ‘Oriental Veneer Products Limited’ to ‘Oriental Rail Infrastructure Limited’ and consequent amendment to Memorandum of Association and Articles of Association

Oriental Veneer Products Limited (‘OVPL’) was incorporated as a Private Limited Company in the year 1991 and later got converted into Public Limited Company and then got listed on Stock Exchange. Over the years, OVPL is engaged in manufacturing and supply of several items for the Indian Railways and has developed a very strong relationship with the Indian railways.

In view of the above, the Board at its meeting held on December 04, 2020 had suggested following two names of the Company in order of preference, subject to the availability of the name with Ministry of Corporate Affairs, Govt. of India under the provisions of the Companies Act, 2013:

1. Oriental Rail Infrastructure Limited
2. Oriental Rail Products Limited

The Ministry of Corporate Affairs, Govt. of India vide its letter dated December 05, 2020, had informed that ‘Oriental Rail Infrastructure Limited’ is available to be registered as new name for the Company.

The Board at its meeting held on December 15, 2020 has approved the Change of Name and consequent alteration in the Memorandum and Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

The Company will also obtain approval from BSE Limited where the securities of the Company are listed,

as required under Regulation 45 of the Listing Regulations.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

**By order of the Board for
Oriental Veneer Products Limited**
Sd/-
Sonam Gupta
Company Secretary

Place: Mumbai

Date: December 15, 2020

Registered Address:

Oriental Veneer Products Limited

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Thane, 421301, Maharashtra, India

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