

Oriental Power Cables Limited

Regd. & Corp. Office: D-Block, Multimetals Campus, 6-7,
Heavy Industrial Area, Kansua Road, Kota - 324 003, Rajasthan

Work Address: P.O. Cable Nagar, Kota -325003

Email id: opclindia@gmail.com ; info@orientalpower.in ; Contact No: +91 73000 45708

(CIN: U31300RJ1961PLC001169)

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of Oriental Power Cables Limited will be held on Wednesday, 24th November, 2021 at 10:00 A.M. at D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324003, Rajasthan to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Issuance of Non-Convertible Debentures on Private Placement basis

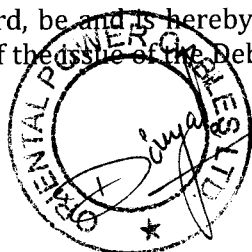
To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 42, 71, 179 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (the “Act”) and such other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create / offer / issue /allot up to such number of non-convertible debentures (“NCDs”) through private placement, in one or more modes or combinations thereof, without security and on such terms and conditions as may be determined by the Board and all other matters connected therewith and incidental thereto, such that the aggregate amount of such Non-Convertible Debentures does not exceed Rs. 48,00,00,000 (Rupees Forty Eight Crore) and that the said borrowing shall be within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary expedient, proper or desirable to give full effect to the aforesaid resolution, in the interest of the Company and with power on behalf of the Company, and to settle all questions, difficulties or doubts that may arise in connection with the issue of Non-Convertible Debentures under private placement at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT Board may in their discretion decide, on a private placement basis, on the terms and conditions and in such manner as set out in the private placement cum offer letter in form PAS-4 (“Offer Letter”) and for the execution of all transaction documents (drafts of which have been placed before the members of the Company) and any other documents, agreements, letters, deeds, instruments, which the Board may deem necessary for the issuance of the Debentures and/or to ensure compliance with and/or in connection with the terms and conditions of the aforementioned documents, and to undertake all actions as may be required (including creation of security over the assets of the Company) to perform all obligations under, ensure compliance with and/or in connection with the terms and conditions of all documents entered into in connection with the issuance of the Debentures, in each case for such purposes as may be determined by the Board in the interests of the Company, notwithstanding that such borrowings to be availed by the Company together with the borrowings already availed exceed or are likely to exceed the aggregate of the paid-up share capital, free reserves and the securities premium of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby empowered and authorized to *inter alia* negotiate, and finalize the terms of the issue of the Debentures and take all steps to execute



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all such deeds, documents, instruments, amendments as may be necessary, including without limitation the Offer Letter, under applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable laws, the transaction documents and any other agreements entered into in connection with the private placement by the Company of such Debentures, and to file the requisite forms/ returns (including e-forms) with concerned authorities (including the jurisdictional Registrar of Companies) under the applicable laws and to do all such acts and things as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished as may be required, under the signatures of any of the directors or company secretary of the Company."

Item No. 2: Approval of Remuneration of Mr. Haim Chandra Chhajer, Whole-time Director & Chief Financial Officer

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, read with schedule V of the Companies Act, 2013 and rules framed there under, including any statutory modifications thereof, for the time being in force and as recommended and approved by Board of Directors, the approval of the members be and hereby accorded to approve the remuneration by way of salary payable to Mr. Haim Chandra Chhajer (DIN: 00164741), Whole-time Director and Chief Financial Officer of the Company till the remaining period of his tenure including the remuneration to be paid to him in the event of no profit or inadequacy of profits in any financial year during the aforesaid period.

The remuneration paid to Mr. Haim Chandra Chhajer is set out below:

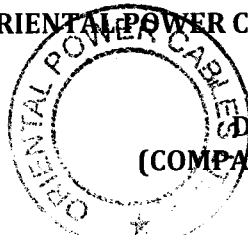
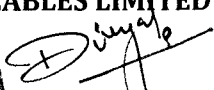
- 1) Salary - Rs. 30,000/- (Rupees Thirty Thousand Only) per month.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Haim Chandra Chhajer shall be entitled to receive remuneration up to the limit as approved by the members herein above, as minimum remuneration and that the board is further authorized to alter and vary the said remuneration in such and manner or with such modifications as the Board may deem fit and agreed to by the concerned directors.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered desirable or expedient in the best interest of the Company."

DATE: 28.10.2021
PLACE: KOTA

BY ORDER OF THE BOARD
FOR ORIENTAL POWER CABLES LIMITED



DIVYA REETWANI
(COMPANY SECRETARY)

Oriental Power Cables Limited

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the Company duly filled up not later than forty eight hours before the commencement of the meeting.
2. Explanatory Statements pursuant to section 102 of the Companies Act, 2013 in respect of item no. 1 and 2 are annexed herewith.
3. Members/proxies should bring the enclosed attendance slip duly filed in, for attending the meeting.
4. All documents referred in the accompanying notice are open for inspection at the registered office of the company on all working days between 11:00 a.m. to 4:00 p.m. up to the date of extraordinary general meeting, except on Sundays and other holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING

Item No. 1

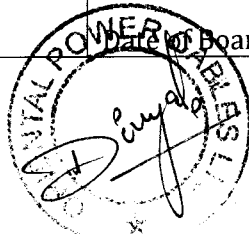
In view of the funding requirements as per the business plan, the Board of Directors of the Company at its meeting held on 28th October, 2021, has approved raising of funds through issuance of Non-Convertible Debentures to the extent of Rs. 48,00,00,000 (Rupees Forty Eight Crore) on a private placement basis.

Accordingly, in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company offering or making an invitation to subscribe to Non-Convertible Debentures on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution.

The disclosures to be made in the Explanatory Statement pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 amended from time to time are mentioned herein below as follows:

SR NO.	PARTICULARS	DETAILS
1.	Particulars of the offer including date of passing of Board resolution	Issuance of Non-Convertible Debentures for an amount not exceeding Rs. 48,00,00,000 (Rupees Forty Eight Crore) in one or more tranches on private placement basis on such terms and conditions as may be determined and approved by the Board.

Date of Board Meeting: 28.10.2021



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SR NO.	PARTICULARS	DETAILS
2.	The objects of the issue	To meet long-term working capital need of the company.
3.	The total number and kind of shares or other securities to be issued	480 No. of 9% Unsecured, Non- Convertible, Non-cumulative Debentures of face value of Rs. 10,00,000 (Rupees Ten lakh) each.
4.	The price at which the allotment is proposed	At par
5.	Basis on which the price has been arrived at along with report of the registered valuer	Not Applicable
6.	Name and address of the valuer who performed valuation	Not Applicable
7.	Amount which the company intends to raise by way of such securities	Rs. 48,00,00,000 (Rupees Forty Eight Crore)
8.	The proposed time within which the allotment shall be completed	21.02.2022
9.	The class or classes of persons to whom the allotment is proposed to be made.	Identified by the Board
10.	The change in control, if any, in the company that would occur consequent to the preferential offer.	NIL
11.	The number of persons to whom allotment on preferential basis have already been made during the year.	NIL

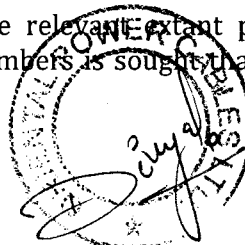
None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution at Item No.1.

The Board recommends the special Resolution at Item No. 1 for approval of the Members.

Item No. 2

The Chairperson informed the board that Mr. Haim Chandra Chhajaj was appointed as Whole-time Director of the company with effect from 1st October, 2019 with the approval of the members in their duly held annual general meeting on 30.09.2019 for the period of five years from the said date at a remuneration mutually decided by the board and Mr. Haim Chandra Chhajaj with all other benefits and perquisites. He has been an immensely contributed in the overall growth and diversification of the company. Taking into account his previous experience, knowledge it is of opinion that it will be of immense value to the Company.

Out of abundant caution and in view of the relevant provisions of law relating to managerial remuneration the approval of members is sought that where in any financial year



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the Company has no profit or inadequacy of profits in terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration shall be paid by the Company to its Managerial Personnel as minimum remuneration within the limits arrived at in accordance with the requirements.

Accordingly, the Board recommends the acceptance of the resolution submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives except Mr. Haim Chandra Chhajer, in any way, concerned or interested in the said resolution.

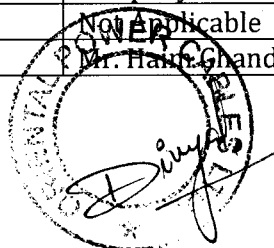
Statement containing the information as required under Section -II, Part-II of Schedule V of the Companies Act, 2013-

I. General Information:

1.	Nature of Industry	Manufacturing of AAC Products and Furniture	
2.	Date of commencement of commercial production	Recommencement of production in year 2013-14	
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators		(Rs. in Crore)
		Particulars	2020-21 (as per Audited Financials)
		Total Revenue from operations	32.19
		Total Expenses	33.98
		Profit/(Loss) before tax	(1.53)
	Tax expenses	-	
	Profit/(Loss) after tax	(1.53)	
5.	Foreign Investments or collaborations, if any.	Not Applicable	

II. Information about the Appointee

1.	Background details	Mr. Haim Chandra Chhajer, aged 82 years, has diversified profile of administration, finance and business. As a Whole-time Director devotes his time and attention to the business of the Company and is responsible for the finance, general conduct and management of the affairs of the Company. He is associated with the company since almost six decades.
2.	Recognition or awards	Not Applicable
3.	Past Remuneration	Mr. Haim Chandra Chhajer was paid Rs. 3.60



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		Lakh as Annual Remuneration for the financial year 2020-21
4.	Job Profile and his suitability	Mr. Haim Chandra Chhajer as a Whole-time Director devotes his time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company.
5.	Remuneration proposed	Rs. 3.60 Lakh per Annum
6.	Comparative remuneration profile with respect to industry, size, of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr. Haim Chandra Chhajer is purely based on merit.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Not Applicable

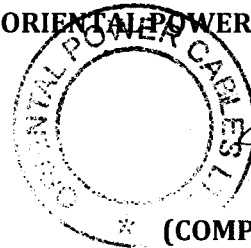
III. Other Information

1.	Reasons of loss or inadequate profits	The Company is continuously expanding its business operations and diversifying its presence in various fields. Further, the depreciation and finance cost are major factors for loss; however, in the coming years management is optimistic for generating profit.
2.	Steps taken or proposed to be taken for improvement	Same as above.
3.	Expected increase productivity and profits measurable terms	Same as above.

DATE: 28.10.2021

PLACE: KOTA

BY ORDER OF THE BOARD
FOR ORIENTAL POWER CABLES LIMITED



DIVYA REEJWANI
(COMPANY SECRETARY)

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FORM MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the member(s): _____ E-mail id: _____

Registered Address: _____

Folio/client id: _____ DP id: _____

I/We, being the member (s) of _____ Shares
of the above named company, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Oriental Power Cables Limited will be held on Wednesday, 24th November, 2021 at 10:00 A.M. at D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324003, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolutions	Rs. 1 Revenue Stamp here	
	Special Business		
1.	To consider and approve issuance of Non-Convertible Debentures on private placement basis.		
2.	Approval of Remuneration of Mr. Haim Chandra Chhajjer, Whole-time Director & Chief Financial Officer		

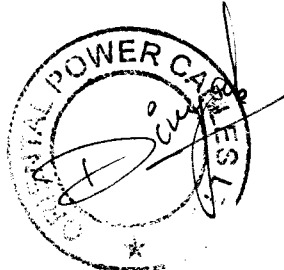
Signed this _____ day of _____

Signature of Shareholder

Signature of Proxy Holder

Note:

- 1) A Proxy need not be a member of the Company.
- 2) This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
- 4) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



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ATTENDANCE SLIP FOR EXTRA-ORDINARY GENERAL MEETING

Date: 24th November, 2021

Time: 10:00 A.M

Venue: D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324003,
Rajasthan

Name and Registered address:
of Sole/First named member

Name(s) of Joint Holders, if any:

Ledger Folio:

Number of Shares held:

Please tick in the box

Member

Proxy

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature

Note:

- 1) Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
- 2) Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.

