



# **ORIENTAL POWER CABLES LIMITED**

## **NOTICE**

### **OF**

### **EXTRA-ORDINARY GENERAL MEETING**

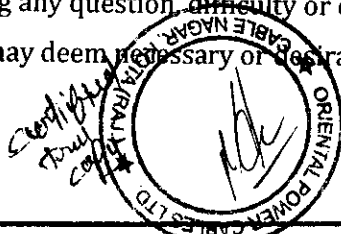
**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the members of Oriental Power Cables Limited will be held on **Tuesday the 28<sup>th</sup> day of April, 2015 at 3.00 P.M.** at the Registered Office of the Company at Cable Nagar, District Kota, Rajasthan-325003 to transact the following business:

#### **SPECIAL BUSINESS**

1. **To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 61 and all other applicable provisions, if any, of the Companies Act, 2013 for the time being in force, the Authorised Share Capital of the Company be and is hereby increased from Rs.95,00,00,000/- (Rupees Ninety Five Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.25/- each and 20,00,000 (Twenty Lacs) Preference Shares of Rs.100/- each to Rs. 130,00,00,000/- (Rupees One Hundred and Thirty Crores Only) divided into 4,40,00,000 (Four Crores Forty Lacs) Equity Shares of Rs.25/- (Twenty Five) each and 20,00,000 (Twenty Lacs) Preference Share of Rs.100/- (Rupees One Hundred) each, by creation of 1,40,00,000 (One Crore Forty Lacs Only) Equity Shares of Rs.25/- (Twenty Five) each ranking *pari passu* with the existing shares.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writing, agreements and documents, including giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and setting any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all the Members."



**Regd Office & Works : P.O. Cable Nagar, NH-12, Kota - 325003, Rajasthan, INDIA**

**E-mail: opclindia@gmail.com, ECC : AAACO4036HEM001, TIN/VAT : 08482911695**



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2. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

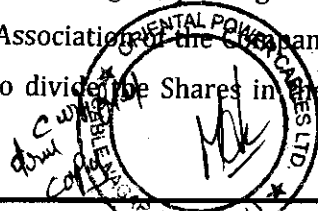
"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Members of the Company be and is hereby accorded to the alteration of the Memorandum of Association of the Company by substituting the existing Clause V (1) in place and stead thereof by the following new Clause V(1) :

- V (1) The Authorised Share Capital of the Company is Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 4,40,00,000 (Four Crores Forty Lacs) Equity Shares of Rs.25/- (Rupees Twenty Five) each and 20,00,000 (Twenty Lacs) Preference Shares of Rs.100/- (Rupees Hundred only) each, capable of being increased in accordance with the Company's regulations and provisions of the Companies Act, 2013."

3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Members of the Company be and is hereby accorded to the alteration of the Articles of Association of the Company by substituting the existing 4(i)(a), in place and stead thereof of the following new Article 4(i)(a) . :

- 4 (i)(a) The Authorized Share Capital of the Company is Rs.130,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 4,40,00,000 (Four Crores Forty Lacs )Equity Shares of Rs.25/- (Rupees Twenty Five) each and 20,00,000 (Twenty Lacs) Preference Share of Rs.100/- (Rupees Hundred only) each with such rights, privileges and conditions attach thereto as may be provided by the Memorandum of Association of the Company with the power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several





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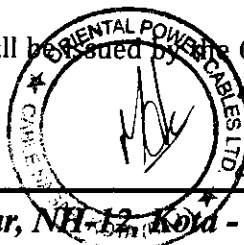
classes and to attach thereto respectively such preferential, qualified or special rights, privileges and conditions as may be permissible, at law and/or determined by or in accordance with the Articles of Association of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the Memorandum of Association of the Company.

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 23(2), 42 and section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions, and / or sanctions of all concerned authorities, if any and to the extent necessary, and subject to such conditions and modifications as may be prescribed or imposed by the authority in granting such approval, consent, permission or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may constitute to exercise its power including the powers conferred by this resolution), at its sole discretion, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create offer, issue and allot, subject to increase in the Authorized Share Capital of the Company, such number of equity shares at such price to be determined by the board for an amount not exceeding **Rs 35,00,00,000 (Rupees Thirty Five Crores Only)**, to the existing Shareholders or other than existing shareholders such as Promoters, co-promoters, strategic investors or other indentified investors, through right issue, private placement, preferential allotment, , in such combination and upon such terms and conditions as may be deemed appropriate by the Board, at its absolute discretion and in the best interest of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine and fix all the further consent or approval of the members or otherwise to the end and intent that they, shall be deemed to have given their approval thereto expressly by the authority of this resolution".

**"RESOLVED FURTHER THAT** Equity Shares shall be issued by the Company on the following terms and conditions:



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- a) The amount towards the Equity Shares shall be payable as follows :
- On Application: Rs. 7.5 Per Share
  - On Allotment: Rs.7.5 Per Share
  - On First Call: Rs.5 per share
  - On Second Call: Rs.5 per share
- b) The issue of Equity Shares in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company or any other authority as the case may be, or any modifications thereof.
- c) The Equity Shares shall rank pari passu in all respect with the existing Equity Shares of the Company.

**"RESOLVED THAT** for the purpose of giving effect to this resolution, the Board or its Committee be and is hereby authorized to do and/or ratify all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required in connection with the creation, offer, issue and allotment of the Equity Shares, to settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as deemed fit and to affix the Common Seal of the Company, in accordance with the Memorandum & Articles of Association of the Company, on any such deeds, documents, memorandum, etc. if necessary, to give effect to the above Resolution."

**"RESOLVED FURTHER THAT** the Board or Committee be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as may be stipulated by any regulatory authority."

For and on behalf of the Board of Directors

  
(Preeti Kansal)  
Company Secretary

Dated: 02.04.2015

Registered Office: Cable Nagar, District Kota, Rajasthan 325003



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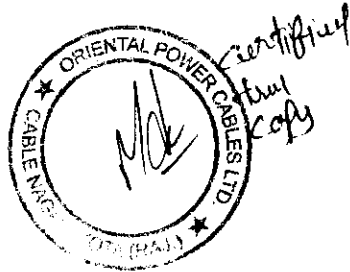


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**Notes:**

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 Statement pursuant to section 102 of the Companies Act, 2013 in respect of items no. 1, 2, 3 & 4 are annexed herewith.





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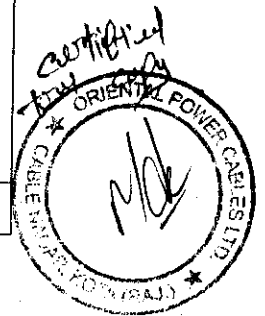
## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No. 1, 2, 3

Presently the Authorized Share Capital of the company is Rs. Rs.95,00,00,000/- (Rupees Ninety Five Crores Only), divided into 4,40,00,000 (Four Crores Forty lacs), Equity Shares of Rs.25/- each Rs. 110,00,00,000 (One Hundred and Ten Crores only) and 20,00,000 (Twenty lacs) Preference Shares of Rs.100/- each Rs. 20,00,00,000 (Twenty Crores only). In order to raise long term resources and strengthening the net worth of the company it is necessary that the authorized share capital is adequately increased and fresh Equity and Preference shares are issued on private placement basis and preferential allotment basis to the promoters and his Associate Companies, concerns or other identified investors. To accommodate the enhanced subscribed and paid up share capital it is proposed to raise the authorized share capital of the company by creating 1, 40, 00,000 (One Crore Forty Lacs) further equity shares of Rs. 25/- (Rupees Twenty Five) each which shall rank pari passu with the existing shares in the company.

Present Authorized Share Capital proposed to be increased

| Present Authorized Share Capital                                     |               | Authorized Share Capital proposed to be increased to                 |                |
|--|---------------|--|----------------|
| 3,00,00,000 Equity Shares of Rs. 25/- each.                          | Rs. 75 Crores | 4,40,00,000 Equity Shares of Rs. 25/- each.                          | Rs. 110 Crores |
| 20,00,000 Redeemable Non Cumulative Preference Shares of 100/- each. | Rs. 20 Crores | 20,00,000 Redeemable Non Cumulative Preference Shares of 100/- each. | Rs. 20 Crores  |
| Total  | Rs. 95 Crores |  | Rs. 130 Crores |



Consequently Clause V(i) of the Memorandum of Association and Articles of Association will correspondingly have to reflect the changes and hence the existing Clause V(i) of the Memorandum of



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Association and Article 4(i)(a) in place and stead thereof the following new clause V(i) of the Memorandum of Association and new article 4(i)(a) of the Articles of Association will require substitution.

Section 61 of the Companies Act, 2013 stipulates for approval of members for increasing the authorized share capital of the company and section 14 of the Companies Act, 2013 stipulates for approval of members for alteration in Articles of Association, hence these resolutions are placed for the consideration of members.

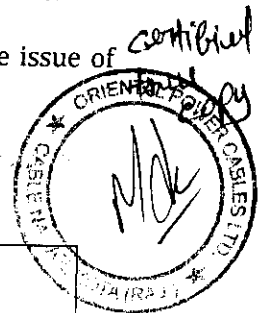
None of the Directors, Key Managerial Personnel and relatives thereof are interested in this resolution except as a member of the Company.

## **Item No. 4:**

The information as required for private placement and preferential allotment of shares as per section 42 and section 62 of companies act, 2013 are as under:

- Object of the issue:- The object of the issue is to raise long term resources and strengthening the net worth of the company.
- Intention of the Promoters/ Directors/ Key Managerial Personals to subscribe to the Offer:- None of the Promoters/ Directors/ Key Managerial Personals intends to subscribe to this offer in their personal capacity, however associates companies of promoters may subscribe the proposed issue.
- Change in control:- There is no change in the management of the company pursuant to the issue of Equity shares on Private Placement and preferential allotment basis.
- Shareholding pattern of the company before and after the proposed issue of Equity Shares:-

| Class of Shareholders     | Pre Allotment |        | Post Allotment |        |
|---------------------------|---------------|--------|----------------|--------|
|                           | No. of Shares | %      | No. of Shares  | %      |
| Promoters and associates  | 8675410       | 30.01% | 8675410        | 20.22% |
| State Government, LIC and | 7345          | 0.03%  | 7345           | 0.02%  |





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|                   |             |        |           |        |
|-------------------|-------------|--------|-----------|--------|
| Nationalised Bank |             |        |           |        |
| Body Corporate    | 62,01,030   | 21.45% | 62,01,030 | 14.45% |
| Others            | 1,40,25,625 | 48.51% | 28025625  | 65.31% |

- e) Proposed time within which the allotment shall be completed:- The Board Proposes to allot the Equity Shares within a period of 12 months from the date of passing of the proposed special resolution.
- f) The Certificate from Statutory Auditors of the Company, certifying that the issue of Equity Shares on the above terms is in accordance with these Rules as in force on the date of this Notice, is kept open for inspection at the Registered Office of the Company on Working days during office hours and will also be available for inspection at the meeting.
- g) Issue Price: the shares are issued at their face value only.

Issue of Equity Shares to the persons other than existing members of the Company requires the approval of members by way of special resolution under section 42 read with companies(prospectus and Allotment of securities) rules,2014 and section 62 of the Companies Act 2013. Hence this Resolution is placed before the members for their approval.

Your Board recommends the special resolution as set out in item No. 4 of the accompanying notice for approval.

None of the Directors, Key Managerial Personnel and relatives thereof are interested in this resolution except as a member of the Company.

For and on behalf of the Board of Directors

*certified  
true  
copy*  
  
(Preeti Kansal)  
Company Secretary

Dated: 02.04.2015

Registered Office: Cable Nagar, District Kota, Rajasthan 325003

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# ORIENTAL POWER CABLES LIMITED

## PROXY FORM

**ORIENTAL POWER CABLES LIMITED**

**Regd. Office:**

P.O. CABLENAGAR

DISTRICT KOTA (RAJASTHAN)

(In case the Member is unable to be present at the Meeting the form may be used).

I/We \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ in the district of \_\_\_\_\_

\_\_\_\_\_ being a member / members of ORIENTAL POWER CABLES LIMITED hereby appoint \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or, failing him \_\_\_\_\_

of \_\_\_\_\_

as my / our proxy to vote for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company being held on Tuesday, 28<sup>th</sup> April 2015, at 3.00 p.m. at the Registered Office of the Company and at any adjournment thereof.

Station : \_\_\_\_\_

Date : \_\_\_\_\_

Witness : \_\_\_\_\_

Signature

Revenue Stamp of Rs. 2

