



Orilite

Oriental Power Cables Ltd.

(Infrastructure Division)

CIN - U31300RJ1961PLC001169

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 54th Annual General Meeting of the members of Oriental Power Cables Limited will be held on Thursday, the 8th day of September, 2016 at 11 A.M. at the Registered Office of the Company i.e. Cable Nagar, Kota - 325 003, Rajasthan to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements consisting of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nand Kishore Upadhyay (DIN -05177874), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s M. P. Sharma & Co., Chartered Accountants, Kota (Registration No. 001130C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year 2016-17.

To Consider and thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 & other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s M. P. Sharma & Co., Chartered Accountant, Kota (Registration No. 001130C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration for the financial year 2016-17."

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SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, Mrs. Rita Koucheta (DIN: 07415736), who was appointed as an Additional Director with effect from 30th January, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from her under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

PLACE: KOTA

DATE: 30.06.2016

**ON BEHALF OF THE BOARD OF DIRECTORS
FOR ORIENTAL POWER CABLES LIMITED**

**MUKESH KASERA
DIRECTOR
(DIN: 06442195)**

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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 him and a proxy need not be a member. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share of the company carrying voting rights may appoint a single person as proxy or such person shall not act as a proxy for any other person or shareholder.
- 3) 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.
- 4) The Members are requested to notify any change in their address to the Company.
- 5) Members/proxies should bring their copies of the Annual Report and the admission slip duly filled in for attending the meeting.
- 6) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days.
- 7) Members seeking any information on the Accounts at the Annual General Meeting should write to the Company at least seven days in advance, so as to enable the Company to keep the information ready.
- 8) A copy of Profit & Loss Account for the year ended 31st March, 2016, Balance Sheet and Cash Flow Statement as on the date together with the Directors' and Auditor's Report thereon are enclosed herewith.
- 9) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.

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

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 30.01.2016 appointed Mrs. Rita Koucheta as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 to hold the office up to the conclusion of this Annual General Meeting.

Keeping in view his rich experience and knowledge it would be in the interest of the Company to induct Mrs. Rita Koucheta, as a Non-Executive Director of the Company, liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

Mrs. Rita Koucheta and Mr. Priyank Mehta (CFO, KMP), being husband of Mrs. Rita Koucheta are interested in this resolution.

The Board of Directors recommends the resolution for your approval.

PLACE: KOTA
DATE: 30.06.2016

ON BEHALF OF THE BOARD OF DIRECTORS
FOR ORIENTAL POWER CABLES LIMITED

MUKESH KASERA
DIRECTOR
(DIN: 06442195)

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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 54th Annual General Meeting of the Company, to be held on Thursday, the 8th day of September, 2016 at 11.00 A.M. at Cable Nagar, Kota-325003, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	Ordinary Business
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2016
2.	Re-appointment of Mr. Nand Kishore Upadhyay, who retires by rotation.
3.	Ratification of Appointment of Statutory Auditor of the Company
	Special Business
4.	Regularization of Mrs. Rita Koucheta as Non-Executive Director

Rs. 1
Revenue
Stamp

Signed this _____ day of _____ 2016

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 FIFTY FOURTH ANNUAL GENERAL MEETING

Date: 8th September, 2016

Time: 11 A.M.

Venue: Cable Nagar, Kota-325003, Rajasthan, India

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.

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