



Oriental Power Cables Ltd.

(Infrastructure Division)

CIN - U31300RJ1961PLC001169

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of the members of Oriental Power Cables Limited will be held on Saturday, the 23rd day of September, 2017 at 11 A.M. at Registered Office of the Company situated at 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, 2017, 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 Mrs. Ritu Mehta (DIN: 07415736), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s Jain Akhil & Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company in place of M/s M. P. Sharma & Co., who gives their unwillingness to continue as 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 2017-18.

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(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Jain Akhil & Co., Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s M. P. Sharma & Co., Chartered Accountants, Kota."

"RESOLVED FURTHER THAT M/s Jain Akhil & Co., Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company from this 55th Annual General Meeting and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 56th Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them."

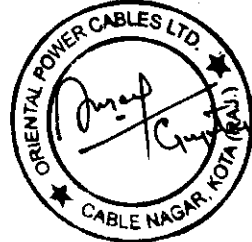
SPECIAL BUSINESS

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

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"RESOLVED THAT pursuant to the provisions of sections 188, 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the rules made there under and the Companies (Appointment and Qualification of Directors) Rule, 2014, any statutory modification (s) or re-enactment thereof the recommendations of Nomination & Remuneration Committee and the Board of Directors for appointment of Mr. Priyank Mehta (CFO of the Company) as Whole Time Director of the Company for a period of five years from 23rd September, 2017 and in whose respect a Notice under section 152, 160 and other applicable provisions of the Companies Act, 2013, proposing his candidature for appointment as Whole-time Director of the company has been received from a shareholder of the company, be and is hereby appointed as Whole Time Director of the Company for a period of five years from 23rd September, 2017, at a remuneration of Rs. 35,000/- per month with all other benefits and perquisites as per service rules of the Company applicable to him."

"RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the said remuneration shall be paid as minimum remuneration in terms of the provisions of Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013, for the time being in force or any statutory modification or re-enactment thereof and / or any rules or regulations there under."

5. 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 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, Mr. Haim Chandra Chhajer, Independent Director of the Company, be and is hereby re-designated as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

PLACE: KOTA
DATE: 01.09.2017

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

AMAN KUMAR GUPTA
(COMPANY SECRETARY)

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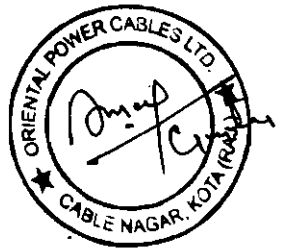
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NOTES:

- 1) A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of 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, 2017, 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 at no. 4 & 5 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

Mr. Priyank Mehta has been providing valuable services to the Company which has helped the Company immensely in its growth. In order to continue to avail the benefit of his wide and quality experience in the field, it is proposed to appoint him as the Whole Time Director of the Company for a period of 5 years commencing from 23rd September, 2017. As per the provisions of the Companies Act, 2013, the said appointment is required to be approved by the shareholders in their meeting.

Hence, this resolution is placed for the consideration of members to be passed as an ordinary resolution. The Board of Directors recommends the resolution for your approval.

Mrs. Ritu Mehta and Mr. Priyank Mehta, being spouse are interested in this resolution.

ITEM NO. 5

The Board of Directors of the Company recommends re-designation of Mr. Haim Chandra Chhajer, Independent Director of the Company as Non-Executive Non-Independent Director of the Company.

None of Directors or KMPs except Mr. Haim Chandra Chhajer are interested in this resolution.

The Board of Directors recommends the resolution for your approval.

PLACE: KOTA
DATE: 01.09.2017

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


ANAND KUMAR GUPTA
(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 55th Annual General Meeting of the Company, to be held on Saturday, the 23rd day of September, 2017 at 11 A.M. at Registered Office of the Company situated at Cable Nagar, Kota - 325 003, 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, 2017
2.	Retires by rotation of Mrs. Ritu Mehta
3.	Appointment of Statutory Auditor to fill casual vacancy
	Special Business
4.	Appointment of Mr. Priyank Mehta as Whole-time Director
5.	Re-designation of Mr. Haim Chandra Chhajer

Affix
Rs. 1
Revenue

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy Holder

Note:

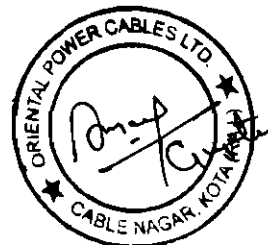
- 1) A Proxy need not be a member of the Company.
- 2) This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3) A person can act as a proxy on behalf of members not 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 FIFTH ANNUAL GENERAL MEETING

Date: 23rd September, 2017

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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