

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 Monday, the 10th day of December, 2018 at 10 A.M. at the Registered Office of the Company i.e. Cable Nagar, Kota - 325 003, Rajasthan 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 Special Resolution:

"RESOLVED THAT pursuant to the provision of section 14 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation of the Registrar of Companies, new headings and clauses as "Dematerialization of Shares" clause no. 187 after clause no. 186 be and is hereby added in the Articles of Association of the Company as given below:

DEMATERIALIZATION OF SHARES

187. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

- i. The company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.
- ii. Every holder of or subscriber to securities of the company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the securities.

If a person opts to hold his securities with the depository, the company shall intimate such depository the details of allotment of the securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the securities.

- iii. All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Section 89 of the Companies Act, 2013 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
- iv. (a) Notwithstanding anything to the contrary contained in the Companies Act, 2013 or these Articles, a depository shall be deemed to be registered owner for the purposes of effecting transfer of ownership of securities of the company on behalf of the beneficial owner.



Reg. Office Address:

Cable Nagar, Kota-325003 (Rajasthan)

Corporate Office Address:

'D' Block, Multimetals Campus
6-7, Heavy-Industrial Area,
Kansua Road, Kota-324003 (Rajasthan)

CIN - U31300RJ1961PLC001169

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding of the company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a member of the company.

- v. Notwithstanding anything contained in the Companies Act, 2013 or these Articles to the contrary, where securities of the company are held in a depository, the records of the beneficiary ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.
- vi. Nothing contained in section 56 of the Companies Act, 2013 or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- vii. Notwithstanding contained in the Companies Act, 2013 or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.
- viii. Nothing contained in the Companies Act, 2013 or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.
- ix. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles."

DATE: 29.10.2018
PLACE: KOTA

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



**AMAN KUMAR GUPTA
(COMPANY SECRETARY)**



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New Age Building Solutions



ORIFIX

ORIENTAL POWER CABLES LTD.

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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 item no. 1 is 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





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

Item No. 1

In accordance with the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 notified on 10.09.2018 effective from 02.10.2018 every unlisted public company shall issue the securities only in dematerialized form and facilitate dematerialization of all its existing securities. Shares can be dematerialized only if the Company is authorized by Articles of Association. In order to comply with the said amendment the Board of Directors of the Company proposed to add new heading and clause as "Dematerialization of Shares" clause No. 187 after clause No. 186 in Articles of Association of the Company, subject to the approval by the members of the Company in the Extra Ordinary General Meeting.

The addition in clause and alteration in Articles of Association of the Company requires approval of members pursuant to the provision of Section 14 and all other applicable provisions of the Companies Act, 2013 by a special resolution to be passed by the members in general meeting. Hence, this resolution is placed before the members to be passed as a Special Resolution, with or without any modification(s).

All of the Directors of the company may be considered interested in this resolution upto the value of shares held by them in the company.

DATE: 29.10.2018

PLACE: KOTA

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

**AMAN KUMAR GUPTA
(COMPANY SECRETARY)**



**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 the members of Oriental Power Cables Limited will be held on Monday, the 10th day of December, 2018 at 10 A.M. at the Registered Office of the Company i.e. Cable Nagar, Kota - 325 003, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	Special Business
1.	To alter Article of Association

Rs. 1
Revenue
Stamp

Signed this _____ day of _____ 2018

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: 10th December, 2018

Time: 10 A.M.

Venue: Cable Nagar, Kota - 325 003, 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.

