

# 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](mailto:opclindia@gmail.com) ; [info@orientalpower.in](mailto:info@orientalpower.in) ; Contact No: +91 73000 45708

(CIN: U31300RJ1961PLC001169)

## 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 Saturday, the 1<sup>st</sup> day of July, 2023 at 12.00 P.M. at Registered Office of the Company situated at D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324 003, Rajasthan to transact the following business:

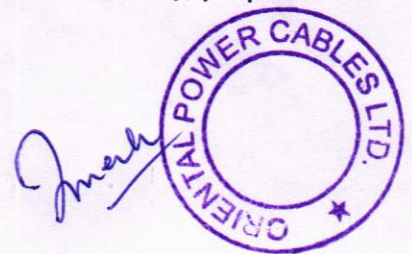
### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (subject to any modification and re-enactment thereof), the consent of the members of the Company be and is hereby accorded to authorize Board of directors to enter into/carry out following contract / arrangement / transaction during the financial year from financial year 2023-24 and onward with Rustic-Urban Food Park Private Limited, which is related party within the meaning of Section 2(76) of the Companies Act, 2013 on such terms and conditions as the Board of Directors may deem fit, the details are as herein mentioned below:

S. No.	Nature of Transactions	Nature of their relationship	Name of the Related Party	Amount (in rupees)
1.	Business advance for revenue sharing project	Mr. Mukesh Kasera (Director of the Company) is a Director of Rustic-Urban Food Park Private Limited	Rustic-Urban Food Park Private Limited	Rs. 50,00,00,000/-

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."



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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 Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder, the Board of Directors of the Company be and is hereby authorized to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. (i) including any private Company of which any such Director is a Director or member; (ii) any body corporate at a general meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such Director, or by two or more such directors, together; or (iii) any body corporate, the Board of Directors, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilized by the borrowing Company for its principal business activities and in particular to the such Companies in which one or more Director(s) may be deemed to be interested, which are as follows:

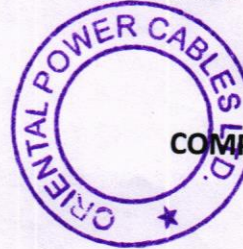
Nature of transaction	Name of Related Party	Amount (in Rs.)
Business advance for revenue sharing project	Rustic-Urban Food Park Private Limited	Rs. 50,00,00,000

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to finalize, sanction and disburse the said business advances and also to delegate all or any of the above powers to any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

DATE: 21.04.2023

PLACE: KOTA

ON BEHALF OF BOARD OF DIRECTORS  
FOR ORIENTAL POWER CABLES LIMITED



*Juhi*  
JUHI AUDICHYA  
COMPANY SECRETARY

# Oriental Power Cables Limited

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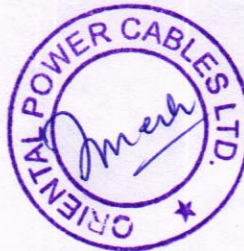
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## **NOTES:**

- 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) Members/proxies should bring the enclosed attendance slip duly filed in, for attending the meeting.
- 5) 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.
- 6) A route map for reaching venue of Annual General Meeting of the company is attached herewith.
- 7) A copy of explanatory statement pursuant to Section 102 of the Companies Act 2013, is annexed hereto as Item No 1 and 2.



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

### Item No. 1

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the company. Rustic-Urban Food Park Private Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the company proposes to give Business Advance for revenue sharing projects upto the limit of Rs. 50,00,00,000/-.

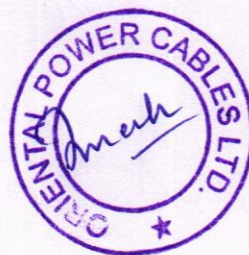
Accordingly, transaction to be entered with Rustic-Urban Food Park Private Limited comes within the meaning of Related Party transaction in terms of provisions of the Act, applicable Rules framed there under. Hence, approval of the shareholders is being sought by Ordinary Resolution for the said Related Party Transaction proposed to be entered into the Company with Rustic-Urban Food Park Private Limited

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transaction(s) with Rustic-Urban Food Park Private Limited are as follows:

- 1) Name of the Related Party: Rustic-Urban Food Park Private Limited
- 2) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Mukesh Kasera
- 3) Nature of Relationship: Relative of Mr. Mukesh Kasera (Director of the Company) is Director of Rustic-Urban Food Park Private Limited.
- 4) Nature, material terms, monetary value and particulars of the contract or arrangement: The Business Advance for Revenue sharing project to Rustic-Urban Food Park Private Limited upto the limit of Rs 50,00,00,000/- (Rupees Fifty Crore only)
- 5) Any other information relevant or important for the Board/Members to take a decision: All factors relevant to respective agreement have been considered by the board.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company except Mr. Mukesh Kasera (extent to holding, if any) as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the passing of the ordinary resolution set out at item No. 1 of accompanying notice.



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## Item No. 2

The Company proposes to approve advances for revenue sharing project to Rustic-Urban Food Park Private Limited amount upto the limit of Rs. 50 Crores for the purpose of managing the working capital needs as and when necessary and deemed if fit by the Board of the Company and is related parties with respect to the Company by virtue of below mentioned criteria. Further, the provisions of Section 185 of the Companies Act, 2013, mandates that such advance can be granted if a Special Resolution at the General Meeting of the Shareholders is passed. The required particulars as per proviso of Section 185(2) are given hereunder.

Name of Party	Interested Director	Purpose for which advance is proposed to be utilized
Rustic-Urban Food Park Private Limited	Mr. Mukesh Kasera	To meet working capital requirements of the Company

Except Mr. Mukesh Kasera none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 2 of the Notice is recommended by the Board to be passed as a Special Resolution.

DATE: 21.04.2023

PLACE: KOTA

ON BEHALF OF BOARD OF DIRECTORS  
FOR ORIENTAL POWER CABLES LIMITED

  
JUHI AUDICHYA  
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 the members of Oriental Power Cables Limited will be held on Saturday, the 1<sup>st</sup> day of July, 2023 at 12.00 P.M at Registered Office of the Company situated at D-Block, Multimetals Ltd. Campus, 6-7 Heavy Industrial Area, Kansua Road, Kota-324003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.	Resolutions
	<b>Special Business</b>
1.	Approval of Related party Transaction section 188 of the Companies Act, 2013
2.	Approval of Loan, Investment, guarantee or security under section 185 of the Companies Act, 2013

Affix  
Rs. 1  
Revenue

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder  
Holder

Signature of Proxy

### Note

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.



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## ATTENDANCE SLIP FOR EXTRA-ORDINARY GENERAL MEETING

Date: 1<sup>st</sup> July, 2024

Time: 12 P.M.

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

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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DIRECTION AND ROUTE MAP FOR REACHING THE VENUE OF  
EXTRA-ORDINARY GENERAL MEETING  
VENUE OF EXTRA-ORDINARY GENERAL MEETING: - D-BLOCK,  
MULTIMETALS CAMPUS, 6-7, HEAVY INDUSTRIAL AREA, KANSUA ROAD,  
KOTA - 324 003, RAJASTHAN

