

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 ; 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 Friday, the 16th day of February, 2024 at 11 A.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

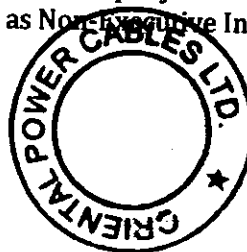
1. To Consider and thought fit, to pass with or without modification the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made there under of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014 read with schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and as per Article of Association of the Company and based on the rich experience, knowledge, performance evaluation and the recommendations of Nomination & Remuneration Committee and approval of the Board of Directors at their meeting held on 22.01.2024 for re-appointment of Mr. Aashish Maheshwari (DIN: 00345457) with effect from 18th February, 2024 as Non-Executive Independent Director of the Company and in whose respect a Notice under section 152, 160 and other applicable provisions of the Companies Act, 2013 proposing his candidature for re-appointment as Non-Executive Independent Director of the company has been received from shareholder of the company, be and is hereby re-appointed as Non-Executive Independent Director of the Company for a second term of 5 years w.e.f. 18.02.2024 upto 17.02.2029, not liable to retire by rotation.

RESOVLED FURTHER THAT any director and/or company secretary of the company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to effect the re-appointment and also authorized to file necessary form with the Registrar of Companies."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made there under of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014 read with schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and as per Article of Association of the Company and based on the rich experience, knowledge, performance evaluation and the recommendations of Nomination & Remuneration Committee and approval of the Board of Directors at their meeting held on 22.01.2024 for re-appointment of Mr. Siddharth Jain (DIN: 06436837), with effect from 18th February, 2024 as Non-Executive Independent Director of the Company and in whose respect a Notice under section 152, 160 and other applicable provisions of the Companies Act, 2013 proposing his candidature for re-appointment as Non-Executive Independent Director of the company has been received from shareholder of the company, be and is hereby re-appointed as Non-Executive Independent Director



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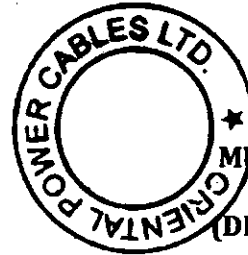
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of the Company for a second term of 5 years w.e.f. 18.02.2024 upto 17.02.2029, not liable to retire by rotation.

RESOVLED FURTHER THAT any director and/or company secretary of the company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to effect the re-appointment and also authorized to file necessary form with the Registrar of Companies."

PLACE: KOTA
DATE: 22.01.2024

BY ORDER OF THE BOARD
FOR ORIENTAL POWER CABLES LIMITED



MUKESH KASERA
DIRECTOR
(DIN: 06442195)

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) 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 copy of explanatory statement pursuant to Section 102 of the Companies Act 2013, is annexed hereto.

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

ITEM NO. 1

Mr. Aashish Maheshwari (DIN: 00345457) was appointed as Non-Executive Independent Director of the Company with effect from 28th September, 2019 and accordingly the term of office of Mr. Aashish Maheshwari as Non-executive Independent Director of the company is going to complete on 17th February 2024. Keeping in view of his rich experience, knowledge and performance evaluation, the present proposal is to seek the member's approval for the re-appointment of Mr. Aashish Maheshwari as Non-executive Independent Director for a second term of 5 years w.e.f. 18.02.2024 upto 17.02.2029, not liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

The Terms and Conditions set out for the re-appointment may be altered and varied from time to time by the Board.

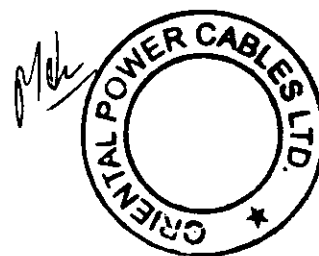
The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of the notice

None of the Directors, Key Managerial Persons or their relatives except Mr. Aashish Maheshwari, in any way, concerned or interested in the said resolution.

ITEM NO. 2

Mr. Siddharth Jain (DIN: 06436837) was appointed as Non-Executive Independent Director of the Company with effect from 28th September, 2019 and accordingly the term of office of Mr. Siddharth Jain as Non-executive Independent Director of the company is going to complete on 17th February 2024. Keeping in view of his rich experience, knowledge and performance evaluation, the present proposal is to seek the member's approval for the re-appointment of Mr. Siddharth Jain as Non-executive Independent Director for a second term of 5 years w.e.f. 18.02.2024 upto 17.02.2029, not liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

The Terms and Conditions set out for the re-appointment may be altered and varied from time to time by the Board.



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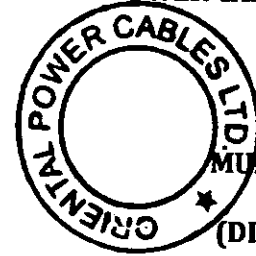
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The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice

None of the Directors, Key Managerial Persons or their relatives except Mr. Siddharth Jain, in any way, concerned or interested in the said resolution

PLACE: KOTA
DATE: 22.01.2024

BY ORDER OF THE BOARD
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 Extra-Ordinary General Meeting of the members of Oriental Power Cables Limited will be held on Friday, the 16th day of February, 2024 at 11 A.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
	Special Business
1.	Re-Appointment of Mr. Aashish Maheshwari, Non-Executive Independent Director
2.	Re-Appointment of Mr. Siddharth Jain, Non-Executive Independent Director

Signed this _____ day of _____ 2024

Affix

Rs. 1

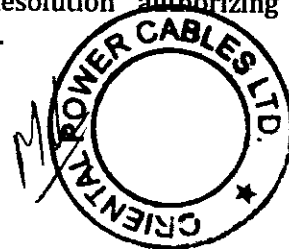
Revenue

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: 16th February, 2024

Time: 11 A.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.

