

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 ANNUAL GENERAL MEETING

Notice is hereby given that the 62nd Annual General Meeting of the Members of Oriental Power Cables Limited will be held on Saturday, the 28th day of September, 2024 at 12.00 P.M. at registered office of the Company i.e. D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324003, Rajasthan to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements consisting of the Balance Sheet as on March 31, 2024 and the Statement of Profit and Loss 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. Mugdha Bhagchandka (DIN: 03513418), who retires by rotation and being eligible, she offers herself for re-appointment.
3. To confirm the declaration and payment of one interim dividend at the rate of 6% on the 19,75,000 fully paid 6% non-cumulative preference share of Rs. 100 each, amounting to Rs. 1,18,50,000/- as final dividend.

"**RESOLVED THAT** pursuant to the applicable provisions of Section 123 of the Companies Act, 2013, and the Companies (Declaration and Payment of Dividend) Rules, 2014, if any framed thereunder, Interim Dividend at the rate of 6% on the 19,75,000 fully paid 6% non-cumulative preference share of Rs. 100 each, amounting to Rs. 1,18,50,000/- (Rupees One Crore Eighteen lacs & Fifty thousand only) paid out of the profits of the Company for the financial year 2023-24 to the preference share holder of the company, declared by the Board of Directors on 23rd May, 2024, be and is hereby confirmed as the final dividend on preference shares for the financial year 2023-24.

RESOLVED FURTHER THAT anyone director of the company, be and is hereby severally authorized to do all the acts, deeds and things as may be required and incidental hereto."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolutions, with or without modification, as a Special Resolution :

"**RESOLVED THAT** Pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and the recommendations of Nomination & Remuneration Committee and the Board of Directors and subject to the approval of the members in ensuing Annual General Meeting, the consent of the board of directors of the company be and is hereby accorded for re-appointment of Mr. Haim Chandra Chhajer as Whole-time Director & Chief Financial Officer (CFO) of the Company in addition to the Chairperson of the Company upon age above of 70 (seventy) years, for the period of five years with effect from 1st October, 2024 at a remuneration of Rs. 30,000/- per month with all other benefits and perquisites as per service rules of the Company applicable to him.



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"**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."

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Haim Chandra Chhajer, the remuneration as specified above by way of salary and perquisites, as minimum remuneration.

RESOLVED FURTHER THAT anyone director of the company, be and is hereby severally authorized to file necessary e-form(s) with Registrar of Companies in this regard and also to do all the acts, deeds and things as may be required and incidental hereto."

DATE: 04.09.2024

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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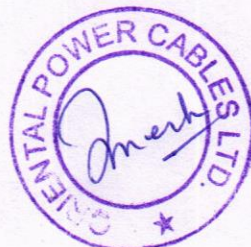
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NOTES:

- 1) A member is 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 route map for reaching venue of Annual General Meeting of the company is attached herewith.
- 9) A copy of Profit & Loss Account for the year ended 31st March, 2024, Balance Sheet and as on the date together with the Director's and Auditor's Report thereon are enclosed herewith.
- 10) A copy of explanatory statement pursuant to Section 102 of the Companies Act 2013, is annexed hereto as Item No. 4.



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EXPLANATORY STATEMENT PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Haim Chandra Chhajer was appointed as Whole-Time Director & Chief Financial Officer (CFO) of the Company with effect from 1st October 2019 and accordingly the term of office of Mr. Haim Chandra Chhajer as Whole-Time Director & Chief Financial Officer (CFO) of the company in addition to the Chairperson of the Company upon age above of 70 (seventy) years, is going to complete on 30th September, 2024. Keeping in view of his vast experience and exposure in management, financial management, operation and efficiency, networking and relationships, day to day decision of the company, the present proposal is to seek the member's approval for the re-appointment of Mr. Haim Chandra Chhajer as Whole-Time Director & Chief Financial Officer (CFO) in addition to the Chairperson of the Company upon age above of 70 (seventy) years, for the period of five years with effect from 01st October, 2024 at a remuneration of Rs. 30,000/- per month with all other benefits and perquisites as per service rules of the Company applicable to him.

Mr. Haim Chandra Chhajer, has currently attained the age of 84 years, In view of the provision of section 196(3) (a) of the Companies Act, 2013, the Company further seeks consent of the members by way of special resolution for re-appointment of him after the age of 70 years on the basis of the experience and exposure as above mentioned.

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

Mr. Haim Chandra Chhajer satisfies all the eligibility conditions set out in Schedule V annexed to the Companies Act, 2013 for the re-appointment as Whole-Time Director & Chief Financial Officer (CFO) of the company, hence your Directors recommended his re-appointment for your approval.

In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the approval of members is sought that where in any financial year the Company has no profit or inadequacy of profits, the remuneration shall be paid by the Company to its Managerial Personnel as minimum remuneration within the limits arrived at in accordance with the requirements.

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



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Statement containing the information as required under Section –II, Part-II of Schedule V of the Companies Act, 2013-

I. General Information:

1.	Nature of Industry	The Company is engaged in the business of - Manufacturing of AAC Blocks, Panels, Adhesives and Furniture Products	
2.	Date of commencement of commercial production	The Company carries its business since 25/09/1961	
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators		(Rs. in Lakh)
		Particulars	2023-24 (as per Audited Financials)
		Total Revenue from operations	22968.50/-
		Total Expenses	10027.93/-
		Profit/(Loss) before tax	14381.59/-
		Tax expenses	3781.91/-
	Profit/(Loss) after tax	10599.69/-	
5.	Foreign Investments or collaborations, if any.	Not Applicable	

II. Information about the Appointee

1.	Background details	Mr. Haim Chandra Chhajer, aged 84 years, is having degree of bachelors of Commerce, Rajasthan.
2.	Recognition or awards	Not Applicable
3.	Past Remuneration	Mr. Haim Chandra Chhajer was paid Rs.3.60 Lakhs as Annual Remuneration for the financial year 2023-24
4.	Job Profile and his suitability	Mr. Haim Chandra Chhajer as a Whole-time Director and CFO as well Chairperson of the Company devotes his time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company.
5.	Remuneration proposed	1) Salary – Rs. 30,000/- (Rupees Thirty Thousand Only) per month.



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6.	Comparative remuneration profile with respect to industry, size, of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr. Haim Chandra Chhajer is purely based on merit.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel , if any	Not Applicable

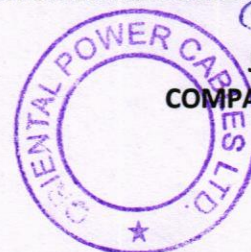
III. Other Information

1.	Reasons of loss or inadequate profits	<p>The Company does not envisage any loss or inadequate profits. However, seeing the challenging business environment it may affect the profitability of the company in future.</p> <p>The Company proposes to obtain approval of members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.</p>
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification which are in the best interest of the company.
3.	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

DATE: 04.09.2024

PLACE: KOTA

ON BEHALF OF BOARD OF DIRECTORS
FOR ORIENTAL POWER CABLES LIMITED



Juhi
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 62nd Annual General Meeting of the Members of Oriental Power Cables Limited will be held on Saturday, the 28th day of September, 2024 at 12.00 P.M. at registered office of the Company i.e. D-Block, Multimetals Campus, 6-7, Heavy Industrial Area, Kansua Road, Kota - 324003, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.	Resolutions
	Ordinary Business
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2024
2.	To appoint a Director in place of Mrs. Mugdha Bhagchandka, who retires by rotation and being eligible, she offers herself for re-appointment
3.	To confirm the declaration and payment of one interim dividend at the rate of 6% on the 19,75,000 fully paid 6% non-cumulative preference share of Rs. 100 each, amounting to Rs. 1,18,50,000/ as final dividend
	Special Business
4.	Re-appointment of Mr. Haim Chander Chajjer as Whole Time Director and CFO of the Company for the period of five years upon age above of 70 (seventy) years

Rs. 1
Revenue
Stamp
here

Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy Holder

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 62ND ANNUAL GENERAL MEETING

Date: 28th September, 2024

Time: 12:00 P.M.

Venue: D-Block, Multimetals Campus,6-7, Heavy Industrial Area, Kansua Road, Kota-324 003,
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.



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DIRECTION AND ROUTE MAP FOR REACHING THE VENUE OF
62ND ANNUAL GENERAL MEETING
Venue of Annual General Meeting: - D-Block, Multimetals Campus, 6-7, Heavy Industrial
Area, Kansua Road, Kota-324 003, Rajasthan

