

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: O.P. Chains Limited

Quarter ending on: 31st December, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	Our Board of Directors consists of 6 directors of which three are Non-Executive & three are Independent Directors
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	Only sitting fee is being paid to the Non-Executive Independent Directors. The required disclosures shall be made in the Annual Report.
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	The company has held at least one meeting in every three months & the maximum time gap between any two Board Meetings was not more than four months. None of the directors of the company was a member of more than ten committees or the chairman of more than five committees across the companies in which he is a director.
D) Code of Conduct	(49 (ID)	Yes	Details furnished in the Annual Report
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	All the members of Audit Committee are Financially literate. Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee		Yes	Committee meet every quarter to approve the accounts.
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	The committee has adequate powers to investigate and to seek information with relevant expertise.

(D)Role of Audit Committee	49 II(D)	Yes	In the line with the stipulation mentioned above
(E)Review of Information by Audit Committee	49 (IIE)	Yes	Audit Committee review all the information as per the guidelines.
III. Subsidiary Companies	49 (III)	N.A	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Details furnished in the Annual Report
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	Details furnished in the Annual Report
(C) Board Disclosures	49 (IV C)	Yes	Details furnished in the Annual Report
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	N.A	complied at AGM '2015'
(F) Management	49 (IV F)	N.A	complied at AGM '2015'
(G) Shareholders	49 (IV G)	N.A	complied at AGM '2015'
V.CEO/CFO Certification	49 (V)	Yes	complied at AGM '2015'
VI. Report on Corporate Governance	49 (VI)	N.A	complied at AGM '2015'
VII. Compliance	49 (VII)	N.A	complied at AGM '2015'

Date: 09.01.2016

FOR O.P. Chains Limited
 For O. P. Chains Limited
 Swapna Gupta
 Company Secretary &
 Compliance Officer