



## NOTICE

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NOTICE is hereby given that the 19th (Nineteen) Annual General Meeting of the Company O.P. Chains Limited shall be held on Monday, 28<sup>th</sup> day of September, 2020 at 11:00 A.M. at Temptation B-87, Central Bank Rd, Opposite Kotak Mahindra Bank, Ghatwasan, Kamla Nagar, Agra, Uttar Pradesh 282004 to transact the following business.

### **ORDINARY BUSINESS:**

**1. ADOPTION OF ANNUAL FINANCIAL STATEMENT:**

To receive, consider and adopt the Financial Statements of the Company for the year ended 31.03.2020 including Audited Balance Sheet as at 31.03.2020 and the Statement of Profit and Loss for the year ended 31.03.2020 and the Reports of the Board of Directors and Auditors thereon.

**2. RE-APPOINTMENT OF MR. ASHOK KUMAR GOYAL AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:**

To re-appoint Mr. Ashok Kumar Goyal (holding DIN: 00095313), Whole Time Director, who retires by rotation and being eligible offers himself for re-appointment.

Place: Agra  
Date: 27.08.2020

By Order of the Board  
For O.P. Chains Limited

Om Prakash Agarwal  
Managing Director  
DIN: 0009530



**IMPORTANT NOTES:**

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself/Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution as applicable.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not mandatory required and annual general meeting (AGM) may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.  
  
**However the company has adopted physical mode for convening its 19<sup>th</sup> Annual General Meeting. Therefore members can physically attend the Annual General Meeting of the company.**
3. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company.
4. As required under Regulation 36 of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment/re-appointment at the AGM are given in the annexure to the AGM notice.
5. The Independent Director has furnished the requisite declaration for regularization as per Section 149(6) of the Companies Act, 2013.



6. Electronic copy of the Annual Report for 2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
7. Members may also note that the Notice of the 19<sup>th</sup> Annual General Meeting and the Annual Report for 2020 will also be available on the Company's website [www.opchainsltd.com](http://www.opchainsltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Agra for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [cs@opchainsltd.com](mailto:cs@opchainsltd.com); [opchains@rediffmail.com](mailto:opchains@rediffmail.com).
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Monday, up to the date of the Annual General Meeting of the Company.
9. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
10. This mode (ballot voting mode) of voting is provided because the company has not opted for the e-voting facility.
11. The facility for voting through Ballot / Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
12. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit nomination in SH-13.
13. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
14. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 15<sup>th</sup> September, 2020.



### **PROCESS AND MANNER FOR MEMBERS VOTING BY BALLOT**

15. Members desiring to cast their vote by Ballot Form (no other form or photocopy thereof is permitted) should complete and sign the Ballot Form and send it to the Scrutinizer, Mr. R C Sharma & Associates, Practicing Company Secretary, in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer not later than, **Tuesday, September 15, 2020**. Ballot Form received after this date will be treated as invalid. Ballot Forms deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
16. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/DepositoryParticipants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (“POA”) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
17. For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
18. Votes should be cast in case of each resolution, either in favour or against, by putting the tick ( ) mark in the column provided in the Ballot Form for assent / dissent.
19. A Shareholder need not use all the votes or cast all the votes in the same way.
20. The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on **Sunday, September 20, 2020** (“Cut-off Date”) as per the Register of Members and as informed to the Company by the depositories in case of Beneficial Owners.
21. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.



22. The Company has appointed FCS Ramesh Chandra Sharma, Company Secretary (Membership No FCS 5524 CP No 7957), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
23. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matters shall be final.
24. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.opchainsltd.com](http://www.opchainsltd.com) immediately after the results are declared by the Chairman or any other Director authorized in this behalf. Simultaneously, the same will also be communicated to the BSE Limited, where the shares of the Company are listed.

#### **OTHER INFORMATION**

25. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at Mumbai. The Company has paid the annual listing fee for the year 2019-2020 and 2020-2021 to the above stock exchange.
26. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Shares Transfer Agents, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrars and Share Transfer Agents, members are requested to quote their account/folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
27. The Securities and Exchange Board of India vide its circular no. CIR/CFD/DIL/10/2010 dated 16 December 2010, amended clause 5A of the Equity Listing Agreement for dealing with unclaimed shares in physical form. In compliance with this amendment, the Company has sent all three reminders to such shareholders whose share certificates are in undelivered form and requesting them to update their correct details viz. postal addresses, PAN details etc. registered with the Company. The Company has transferred all the shares into the folio in the name of "Unclaimed Suspense Account."

O. P. CHAINS LIMITED  
XIX (19th) ANNUAL GENERAL MEETING



28. As a part of “Green initiative in the Corporate Governance”, The Ministry of Corporate Affairs vide its circular nos. 17/2011 and 1/2011 dated 21.04.2011 and 29.04.2011, respectively, has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditor’s Report, Director’s Report, etc., to the members through e-mail.
29. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.opchainsltd.com](http://www.opchainsltd.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
30. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories **as on September 20, 2020** only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
31. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the company will remain closed **from 21<sup>st</sup> Day of September 2020 to 28<sup>th</sup> Day of September 2020** (both days inclusive).

Place: Agra  
Date: 27.08.2020

By Order of the Board  
For O.P. Chains Limited

Om Prakash Agarwal  
Managing Director  
DIN: 00095300



**Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**IN RESPECT OF ITEM NO. 2**

**Mr. Ashok Kumar Goyal**

**Brief resume and nature of expertise**

Mr. Ashok Kumar Goyal (DIN 00095313) aged about 56 years is a Graduate having experience of 33 years in Managing Business. Mr. Ashok Kumar Goyal joined O. P. Chains Limited since incorporation, Re-appointed as whole-time director w.e.f September 01, 2019 for a term of 5 years. Mr. Ashok Kumar Goyal is well versed in management and served as an Executive Directors as well. He is keenly engaged into the business development and controls key strategic aspects of the business at Agra, India.

**Discloser of relationships between Directors inter-se**

Mr. Ashok Kumar Goyal is relative (brother) of Mr. Satish Kumar Goyal and Mr. Om Prakash Agarwal.

**Other Listed Companies in which Satish Kumar Goyal holds Directorship and Committee membership as on August 27, 2020- NIL.**

**Shareholding in the Company as on March 31, 2020**

**18.978 %** of the Paid Up Capital