



O. P. CHAINS LIMITED

Regd Off: 8/16 A, Seth Gali, Agra-282003 Uttar Pradesh
(CIN: L27205UP2001PLC026372)
E Mail: opchains@rediffmail.com
Web: www.opchainsltd.com
Ph: 0562-2453117, Fax: 0562-4044990

NOTICE

NOTICE is hereby given that the 18th (Eighteen) Annual General Meeting of the Company O.P. Chains Limited shall be held on Monday, 23rd day of September, 2019 at 11:00 A.M. at Temptation, B-87, Central Bank Road, Kamla Nagar, Agra, Uttar Pradesh-282005 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 31.03.2019 including Audited Balance Sheet as at 31.03.2019 and the Statement of Profit and Loss for the year ended 31.03.2019 and the Reports of the Board of Directors and Auditors thereon.

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

To re-appoint Mr. Satish Kumar Goyal (holding DIN: 00095295), Whole Time Director, who retires by rotation and being eligible offers himself for re-appointment.

3. APPOINTMENT OF M/S M/s A.J.ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:

To appoint M/S A.J.ASSOCIATES, Chartered Accountants (Firm Registration No. 000844C) as statutory auditors of the Company and fix their remuneration for the term of 5 years w.e.f 01/04/2019.

In this regard to consider and if thought, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 (1) and other applicable provisions, if any, of the Companies Act, 2013, M/s A.J.ASSOCIATES, Chartered Accountant of Agra, (FRN No.: 000844C) be and are hereby appointed as the Statutory Auditors of the company, to hold the office from the conclusion of this Annual general Meeting till the conclusion of the sixth Annual General Meeting to be held in year 2024, at such remuneration as may be fixed in this behalf by the Board of Directors, from time to time and reimbursement of out-of-pocket expenses incurred by them to carry out the audit.



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SPECIAL BUSINESS

4. REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. RAJESH KUMAR GUPTA AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution:-

“**RESOLVED THAT** pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 and any other applicable provisions if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, or any amendment thereto or modification thereof, Mr. Rajesh Kumar Gupta (DIN: 01048355), who was appointed as Additional Independent Director by the Board of Directors in its meeting held on 28/05/2019 w.e.f. June 1, 2019 to hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting, be and is hereby appointed as an Independent Director of the Company, **not liable to retire by rotation** in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 23th September 2019.

5. REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MRS. ASTHA SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution:-

“**RESOLVED THAT** pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 and any other applicable provisions if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, or any amendment thereto or modification thereof, Mrs. Astha Sharma (DIN: 01888937), who was appointed as Additional Independent Director by the Board of Directors in its meeting held on 28/05/2019 w.e.f. June 1, 2019 to hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting, be and is hereby appointed as an Independent Director of the Company, **not liable to retire by rotation** in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 23th September 2019.



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6. REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. AMOL DONERIA AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution:-

“**RESOLVED THAT** pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 and any other applicable provisions if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, or any amendment thereto or modification thereof, Mr. Amol Doneria (DIN: 06897314), who was appointed as Additional Independent Director by the Board of Directors in its meeting held on 28/05/2019 w.e.f. June 1, 2019 to hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting, be and is hereby appointed as an Independent Director of the Company, **not liable to retire by rotation** in terms of Section 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 23th September 2019.

7. TO RE-APPOINT MR. SATISH KUMAR GOYAL AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Satish Kumar Goyal (DIN: 00095295) as Whole time Director, who was appointed as Whole time Director on 01/09/2014, for a period of 5 (five) years with effect from 01st of September 2019 on the terms and conditions within the ceiling prescribed in Schedule V of the Companies Act, 2013.”

8. TO RE-APPOINT MR. ASHOK KUMAR GOYAL AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Kumar Goyal (DIN: 00095313) as Whole time Director, who was appointed as Whole time Director on



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01/09/2014, for a period of 5 (five) years with effect from 01st of September 2019 on the terms and conditions within the ceiling prescribed in Schedule V of the Companies Act, 2013.”

Place: Agra
Date: 27.08.2019

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

Ashok Kumar Goyal
Whole-time Director
DIN:00095313



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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. The Independent Directors have furnished the requisite declarations for their appointment as per Section 149(6) of the Companies Act, 2013.
3. Electronic copy of the Annual Report for 2019 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.
4. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website 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 ; opchains@rediffmail.com.
5. All documents referred to in the accompanying Notice and the Explanatory Statement 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.
6. The Register of Members and Share Transfer Books of the company will remain closed from 16th Day of September 2019 to 23rd Day of September 2019 (both days inclusive).



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7. Pursuant to the requirement of the listing agreement, the Company declares that its equity shares are listed on the stock exchange at BSE-SME Platform. The Company has paid the annual listing fee for the year 2019-20 to the above stock exchange(s).
8. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary by 15th September, 2019.
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. 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."

Place: Agra

Date: 27.08.2019

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

Ashok Kumar Goyal
Whole-time Director
DIN:00095313



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4 REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. RAJESH KUMAR GUPTA AS INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Rajesh Kumar Gupta was appointed as an Additional Independent Director of the Company on 28/05/2019 w.e.f. June 1, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company and subject to the approval of the members in the ensuing General Meeting, re appointed as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.

The Board is of the view that the appointment of **Mr. Rajesh Kumar Gupta** on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except of **Mr. Rajesh Kumar Gupta** himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 5 REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MRS. ASTHA SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY:

Mrs. Astha Sharma was appointed as an Additional Independent Director of the Company on 28/05/2019 w.e.f. June 1, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company and subject to the approval of the members in the ensuing General Meeting, re appointed as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.

The Board is of the view that the appointment of **Mrs. Astha Sharma** on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except of **Mrs. Astha Sharma** herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.



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ITEM NO. 6 REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. AMOL DONERIA AS INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Amol Doneria was appointed as an Additional Independent Director of the Company on 28/05/2019 w.e.f. June 1, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company and subject to the approval of the members in the ensuing General Meeting, re appointed as an Independent Director to hold office for a term upto 5 consecutive years from the date of ensuing general meeting.

The Board is of the view that the appointment of **Mr. Amol Doneria** on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except of **Mr. Amol Doneria** himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 7 TO RE-APPOINT SATISH KUMAR GOYAL AS WHOLE-TIME DIRECTOR OF THE COMPANY:

Mr. Satish Kumar Goyal (DIN: 00095295) was appointed as Whole time Director of the Company on 01/09/2014 for a term of 5 (five) years, which will expire on 30/08/2019. The present proposal is to seek members' approval for the re-appointment of Mr. Satish Kumar Goyal as Whole time Director w.e.f. 01.09.2019 in terms of the applicable provision of the Companies Act, 2013. The Board of Directors of the company (the 'Board'), at its meeting held on 26th day of August, 2019 has, subject to the approval of members, re-appointed Mr. Satish Kumar Goyal for a further period of five years from the expiry of his term.

The Board feels that presence of Mr. Satish Kumar Goyal being the experienced KMP on the Board is desirable and beneficial to the company.

Mr. Satish Kumar Goyal is concerned or interested in this resolution set out at item no. 7 of the notice which pertains to his re-appointment. Further, none of the Directors of the company is, in anyway concerned or interested in this resolution.

The Board recommends resolution set out at item no. 7 of the notice for your approval.



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ITEM NO. 8 TO RE-APPOINT ASHOK KUMAR GOYAL AS WHOLE-TIME DIRECTOR OF THE COMPANY:

Mr. Ashok Kumar Goyal (DIN: 00095313) was appointed as Whole time Director of the Company on 01/09/2014 for a term of 5 (five) years, which will expire on 30/08/2019. The present proposal is to seek members' approval for the re-appointment of Mr. Ashok Kumar Goyal as Whole time Director w.e.f. 01.09.2019 in terms of the applicable provision of the Companies Act, 2013. The Board of Directors of the company (the 'Board'), at its meeting held on 26th day of August, 2019 has, subject to the approval of members, re-appointed Mr. Ashok Kumar Goyal for a further period of five years from the expiry of his term.

The Board feels that presence of Mr. Ashok Kumar Goyal being the experienced KMP on the Board is desirable and beneficial to the company.

Mr. Ashok Kumar Goyal is concerned or interested in this resolution set out at item no. 8 of the notice which pertains to his re-appointment. Further, none of the Directors of the company is, in anyway concerned or interested in this resolution.

The Board recommends resolution set out at item no. 8 of the notice for your approval.

Place: Agra
Date: 27.08.2019

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

Ashok Kumar Goyal
Whole-time Director
DIN:00095313

O.P. CHAINS LIMITED
CIN: L27205UP2001PLC026372
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ATTENDANCE SLIP

18th Annual General Meeting on 23rd September, 2019

Name of the Member attending meeting	
Reg. Folio/DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 18th Annual General Meeting of the Company at Temptation, B-87, Central Bank Road, Kamla Nagar Agra, Uttar Pradesh 282004 at 11.00 AM on Monday, 23rd September, 2019.

Members' Name _____

Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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Form No. 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)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint:

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote for me/us and on my/our behalf at the 18th Annual General Meeting of the Company at Temptation, B-87, Central Bank Road, Kamla Nagar Agra, Uttar Pradesh 282004 at 11.00 AM on Monday, the 23rd September, 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1.	To Receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2019 and the Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.		
2.	To appoint Director Mr. Satish Kumar Goyal (holding DIN: 00095295), who retires by rotation and being eligible offers herself for re-appointment.		

3.	To appoint M/s A.J.ASSOCIATES., Chartered Accountants as Statutory Auditors and fix their remuneration.		
Special Business			
1.	To Regularise Additional Independent Director, Mr. Rajesh Kumar Gupta as Independent Director of the company.		
2.	To Regularise Additional Independent Director, Mrs. Astha Sharma as Independent Director of the company.		
3.	To Regularise Additional Independent Director, Mr. Amol Doneria as Independent Director of the company.		
4.	To re-appoint Mr. Satish Kumar Goyal as Whole-time Director of the company.		
5.	To re-appoint Mr. Ashok Kumar Goyal as Whole-time Director of the company.		

Signed this ____ day of ____ 2019

Signature of Shareholder_____

Signature of Proxy holder(s)_____

Signature of the shareholder across Revenue Stamp

Affix Revenue Stamp of Rs. 1/-

Note:

- 1) 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.
 - 2) The proxy need not be a member of the company.
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ANNEXURE TO THE NOTICE

ROUTE MAP FOR VENUE OF 18TH ANNUAL GENERAL MEETING

AT “Temptation, B-87,Central Bank Road, Kamla Nagar Agra, Uttar Pradesh 282004”

