



NOTICE

NOTICE is hereby given that the **23rd (Twenty Third) Annual General Meeting** of the Company **O. P. Chains Limited** will be held on **Friday, 16th day of August, 2024 at 11:00 A.M. at 8/16 A, Seth Gali, Agra, Uttar Pradesh-282003** to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL FINANCIAL STATEMENTS:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended as on March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

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

To appoint a Director in place of Mr. Satish Kumar Goyal (**DIN:00095295**), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with provisions of Schedule V of the Act and the rules made there under (including any statutory modification(s) or reenactment thereof or any of the provisions of the Act, for the time being in force), and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of shareholders be and is hereby accorded for re-appointment of Mr. Satish Kumar Goyal (**DIN: 00095295**) as Managing Director of the Company being liable to retire by rotation, upon the terms and conditions as recommended by the Board of Directors in its meeting.

RESOLVED FURTHER THAT the shareholders have approved the terms and conditions as recommended by Board of Directors.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any director or company secretary of the Company be and is hereby authorized, to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute and file all necessary documents, applications, returns, forms and writings as may be necessary, proper, desirable or expedient to give effect of this resolution.”

3. APPOINTMENT OF STATUTORY AUDITORS AND FIXING OF REMUNERATION:

To seek approval for the appointment of M/s. Garima and Co., Chartered Accountants, having Firm Registration No. (003273C) as the Statutory Auditor of the company and payment of remuneration thereof.



To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Garima and Co., Chartered Accountants, having (Firm Registration No. 003273C) having office at 33/1, A/2, Radha Nagar, Balkeshwar Road, Agra, Uttar Pradesh- 282005 be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term commencing from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2029 to examine and audit the accounts of the Company, on such remuneration and out of pocket expenses as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by the Board, be and is hereby jointly and/or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

4. APPROVAL FOR APPOINTMENT OF STATUTORY AUDITORS APPOINTED IN THE BOARD MEETING TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF THE PREVIOUS AUDITORS:

To seek approval for appointment of statutory auditors appointed in the board meeting to fill casual vacancy caused by resignation of the previous auditors.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation/ approval made by the Board of Directors through resolution passed on May 17th, 2024, the appointment of M/s. Garima & Co., Chartered Accountants (Firm Registration No. 003273C), be and are hereby approved to act as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s A.J. Associates, Chartered Accountants, on such remuneration and out of pocket expenses as may be recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT appointment of M/s Garima & Co., Chartered Accountants (Registration No. 003273C), be and is hereby approved as the Statutory Auditors of the Company from the date of Board Resolution/Recommendation of their appointment in its meeting held on May 17th, 2024 until the conclusion of this Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024.”

RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by the Board, be and is hereby jointly and/or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



5. APPOINTMENT OF MR. ABHISHEK SHARMA (DIN: 06387076) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To appoint Mr. Abhishek Sharma (DIN: 06387076) as Independent Director of the company for the period of five years.

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) ("LODR") Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to appoint Mr. Abhishek Sharma (DIN: 06387076), as an Independent Director of the Company not liable to retire by rotation, who has submitted a declaration under Section 149(7) of the Act read with Regulation 25(8) of the SEBI (LODR) Regulations, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment for a consecutive period of five (5) financial years.

RESOLVED FURTHER THAT any of the director(s) or company secretary of the Company be and are hereby jointly and or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the concerned Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company."

6. APPOINTMENT OF MRS. SOHINI BANSAL (DIN: 09822553) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To appoint Mrs. Sohini Bansal (DIN: 09822553) as Independent Director of the company for the period of five years.

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) ("LODR") Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to appoint Mrs. Sohini Bansal (DIN: 09822553), as an Independent Director of the Company not liable to retire by rotation, who has submitted a declaration under Section 149(7) of the Act read with Regulation 25(8) of the SEBI (LODR) Regulations, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the



Act read with Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment for a consecutive period of five (5) financial years.

RESOLVED FURTHER THAT any of the director(s) or company secretary of the Company be and are hereby jointly and or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the concerned Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.”

7. APPOINTMENT OF MR. NIKHIL SUNDRANI (DIN: 10710710) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To appoint Mr. Nikhil Sundrani (**DIN: 10710710**) as Independent Director of the company for the period of five years.

To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) (“LODR”) Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to appoint Mr. Nikhil Sundrani (**DIN: 10710710**), as an Independent Director of the Company not liable to retire by rotation, who has submitted a declaration under Section 149(7) of the Act read with Regulation 25(8) of the SEBI (LODR) Regulations, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment for a consecutive period of five (5) financial years.

RESOLVED FURTHER THAT any of the director(s) or company secretary of the Company be and are hereby jointly and or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the concerned Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.”

8. RE-APPOINTMENT OF MR. ASHOK KUMAR GOYAL (DIN: 00095313) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FURTHER PERIOD OF 5 YEARS AND PAYMENT OF REMUNERATION THEREOF

To seek approval for the re-appointment of Mr. Ashok Kumar Goyal (**DIN: 00095313**) as the Whole-time Director of the company for the further period of five years and payment of remuneration thereof.

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



“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as per applicable clauses of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Ashok Kumar Goyal (**DIN:** 00095313) as the Whole-time Director of the Company for a further period of five years upon the terms and conditions submitted to this meeting and for identification signed by Chairman thereto, which is hereby specifically approved with authority to the Board of Directors including committees thereof, to alter and/or vary such terms and conditions of the said appointment, within the limits, if any, prescribed in the Act and/or Schedules thereto”.

“RESOLVED FURTHER THAT in the event of inadequacy of profits for any financial year during the tenure of Mr. Ashok Kumar Goyal (**DIN:** 00095313), remuneration to be paid in accordance with the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT subject to the provisions of the Act and the rules, circulars, orders and notifications issued there under (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Act and/or guidelines for managerial remuneration issued by the Government of India or other appropriate authority in that behalf as in force and as amended from time to time, the Board including committees be and is hereby authorized to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Ashok Kumar Goyal (**DIN:** 00095313).”

“RESOLVED FURTHER THAT any of the directors or Company Secretary of the company be and is hereby authorized jointly or severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the resolution hereof.”

9. APPROVAL FOR GIVING LOAN UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To seek approval for giving loan to M/s YTT Industries Private Limited under section 185 of the Companies Act, 2013

To discuss and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the company be and is hereby accorded for giving loan in one or more tranches to be taken by M/s. YTT Industries Private Limited, in whom the Directors of the Company are interested, up to an amount not exceeding in aggregate Rs.30,00,00,000 (Rupees Thirty Crores Only) for its principal business activities.



RESOLVED FURTHER THAT any of the director(s) or company secretary of the Company be and are hereby jointly and or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the concerned Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.”

10. APPROVAL FOR GIVING LOAN UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To seek approval for giving loan to M/s YTT Industries Private Limited under section 186 of the Companies Act, 2013

To discuss and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the company be and is hereby accorded for giving loan in one or more tranches to be taken by M/s YTT Industries Private Limited, in whom the Directors of the Company are interested, up to an amount not exceeding in aggregate Rs. 30,00,00,000/- (Rupees Thirty Crores only) which is exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium whichever is more.

RESOLVED FURTHER THAT any of the director(s) or company secretary of the Company be and are hereby jointly and or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the concerned Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company.”

11. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION

To seek approval for related party transaction in the ordinary course of business at arms’ length price

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any, of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members of the Company be and is hereby accorded for the related party transaction to be entered by the Company at arm’s length basis with the below mentioned related party to the extent of the maximum amounts in any financial year, as provided below:



Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or Key Managerial Personnel (“KMP”) who is related, if any	Nature of Relationship	Nature, Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take a decision on the proposed resolution
YTT Industries Private Limited	Unsecured Loan Given	Mr. Satish Kumar Goyal (Managing Director)	Son of Mr. Satish Kumar Goyal is the Director in YTT Industries Private Limited	Loan without securities	30,00,00,000/- (Rupees Thirty Crores only)	The loan for the purpose of main activities of the YTT Industries Private Limited

Place: Agra
Date: 23.07.2024

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

Sd/-
ASHOK KUMAR GOYAL
Chairman cum Whole Time Director
DIN: 00095313

**NOTES:**

1. The company is providing facility for voting by electronic means and the business may be transacted through such voting, however, the company has adopted physical mode for convening its 23rd Annual General Meeting. Therefore, members can also opt to physically attend the Annual General Meeting of the company.
2. A statement pursuant to the provisions of Section 102 (1) of the Act, relating to the Special Business to be transacted at the Annual General Meeting (“AGM”), is annexed hereto. Further, information as required under Listing Regulations are also annexed.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
4. The facility for voting either through ballot or 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 shall be able to exercise their right at the meeting.
5. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON (WHETHER A SHAREHOLDER OR NOT) AS HIS/HER PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER BUT A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING AND CAN VOTE ONLY ON A POLL. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY SIGNED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXY FORM IS ANNEXED TO THE NOTICE AS ANNEXURE-C.
7. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) percent 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 shareholder.



8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
9. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
10. Proxies Holder shall prove his identity at the time of attending Meeting.
11. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
12. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
13. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
14. Members are requested to quote their DP ID / Client ID, in all correspondence with the Company / Registrar and Share Transfer Agent
15. The Body Corporates are entitled to appoint authorized representatives and required to send a scanned copy (PDF/JPG format) of their respective Board or governing body resolution/ Authorization etc., authorizing their representative for the purpose of voting through e-voting or to participate and voting in the Annual General Meeting to the company on their email ID opchains@rediffmail.com.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members of the Company holding shares either in physical form or in Dematerialized forms as on Benpos date will receive Annual Report for the financial year 2023-24 through electronic mode and physical mode.
18. The details of the directors seeking appointment/ reappointment as required by Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 issued by the Institute of Company Secretaries of India are given in **ANNEXURE-A** to the notice. The Board of Directors



recommends all the appointments / reappointments as proposed. The directors have furnished consent/ declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s).
20. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFSC Code etc., as per instructions set out below:

Members holding the shares in electronic form should furnish the above details to their Depository Participant ("DP") in the prescribed form provided by the DP.
21. The Company appointed Bigshare Services Private Limited, as its Registrars and Share Transfer Agents ("RTA") for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the RTA directly quoting Folio No./Demat Account, full name and name of the Company as O.P. Chains Limited.
22. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
23. The Company's Securities are listed on BSE Limited (SME Platform) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
24. The Company has set Friday, 9th day of August, 2024 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
25. Mr. Ramesh Chandra Sharma, Company Secretaries in practice (Mem. No. FCS 5524) and proprietor of R.C. Sharma & Associates, Agra appointed as the Scrutinizer of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") and in the Annual General Meeting.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the Annual General Meeting, a Scrutinizer's Report of the total votes cast in



favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <http://www.opchainsltd.com>. The results shall also be uploaded to the Stock Exchange where the shares of the company are listed within 48 hours of the conclusion of the Annual General Meeting.
28. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
29. The Annual Report of the Company for the year 2023-2024, circulated to the Members of the Company and is available on the Company's website viz. <http://www.opchainsltd.com>. The Annual Report is also available at the website of RTA Bigshare Services Private Limited viz. <https://www.bigshareonline.com>. The Company does not have Subsidiary Company.
30. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
31. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at following email id opchains@rediffmail.com at least seven days in advance of the Annual General Meeting. Also, Members who require e-communication and in case of any queries regarding the Annual Report, Members may write to opchains@rediffmail.com.
32. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the green initiative and environmental cause.
33. Members may also note that the Annual Report for the financial year 2023-24 together with the Notice of 23rd Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Route Map will also be available on the website of the Company viz. <http://www.opchainsltd.com> for their download.
34. Attendance Slip (Annexure-B), Proxy Form (Annexure-C), Ballot Paper (Annexure-D) have been enclosed herein. Route Map giving directions to the venue of the meeting is also annexed to the Annual Report.
35. The Annual Listing Fees for the year 2024-2025 have been paid by the Company to the BSE Limited where the shares of the Company are listed.



36. The Independent Directors of the company has furnished the requisite declaration for independence as per Section 149 of the Companies Act, 2013.
37. Electronic copy of the Annual Report for 2024 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.
38. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2024 will also be available on the Company's website www.opchainsltd.com, website of CDSL www.evotingindia.com or www.cdslindia.com and website of Bigshare Services Private Limited www.bigshareonline.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office located 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: opchains@rediffmail.com.
39. As per the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; SEBI Circular No. SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, ("SEBI Circulars"), the Annual Report will be sent through electronic mode to those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant and shareholders may submit request to send full annual report to the company on the email id opchains@rediffmail.com
40. 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 Friday, 16th August, 2024, the date of the Annual General Meeting of the Company.
41. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Company will be permitted to attend the meeting.
42. 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 shall be able to exercise their right at the meeting.
43. 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 Form no. SH-13.
44. The Company entered into agreements with Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") to offer depository services to the Shareholders. Shareholders can open account with any of the depository participant registered with CDSL and NSDL.



45. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company Secretary of the company by 9th August, 2024.

OTHER INFORMATION

46. 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.
47. 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.", if applicable.
48. 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.
49. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.opchainsltd.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The 23rd Annual General Meeting Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
50. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the company will remain closed **from Saturday, 10th of August, 2024 to Friday, 16th of August, 2024** (both days inclusive).

Place: Agra
Date: 23.07.2024

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

Sd/-
ASHOK KUMAR GOYAL
Chairman Cum Whole Time Director
DIN: 00095313

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 13th day of August, 2024 at 09:00 A.M. and ends on 15th day of August, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 9th day of August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting



	service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911, 1800 22 5533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <O. P. CHAINS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz opchains@rediffmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911, 1800 22 5533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911, 1800 22 5533.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND UNDER REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, and under regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 set out all material facts relating to the business under Item Nos. 3 to 11 of the accompanying Notice.

ITEM NO. 3

The Board of Directors at its meeting held on July 23, 2024, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Garima and Co., Chartered Accountants, (Firm Registration No. 003273C), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 23rd Annual General Meeting (“AGM”), till the conclusion of the 28th AGM of the Company to be held in the year 2029 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Garima & Co., Chartered Accountants, (Firm Registration No. 003273C), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

a) Proposed fees payable to the statutory auditor(s):

The proposed remuneration to be paid to M/s. Garima and Co., Chartered Accountants, (Firm Registration No. 003273C), is Rs. 50,000/- (Rupees Fifty Thousand Only) (plus reimbursement of out-of-pocket expenses). The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, may authorised subject to the approval of the members to alter and vary the remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

b) Terms of appointment:

The appointment of the Statutory Auditors shall be from the conclusion of 23rd AGM till the conclusion of the 28th AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

c) Basis of recommendation for appointment:

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of M/s. Garima and Co. Chartered Accountants, (Firm Registration No. 003273C), as the Statutory Auditors of the Company:



- Performance as Statutory Auditors in other corporations;
- Experience in handling audits of large corporations;
- Competence in conducting the audit of the financial statements of the Company;
- Ability to seamlessly scale and understand the Company's operations, systems and processes; and
- Geographical presence and ability in servicing the Company in best possible manner.

M/s. Garima and Co., Chartered Accountants, (Firm Registration No. 003273C) having vast experience and depth knowledge in accounting and auditing. M/s. Garima and Co., have experience in handling audits of large corporations. Audit reports prepared by the M/s. Garima and Co., strictly in accordance with the rules and regulations as specifically applicable to the company. The complete audit process conducted by the M/s. Garima and Co. is IT enabled and review and documentation is carried out through reliable software. Continuous knowledge enhancement is also ensured through internal publications, trainings and seminars.

The documents including consent is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during normal business hours on working days and is also made available for inspection at the AGM.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO. 4

The Members of the Company at its 18th Annual General Meeting (“AGM”) held on Monday, September 23, 2019 had appointed M/s. A.J. Associates, Chartered Accountants, (Firm Registration No: 000844C) as Statutory Auditors of the Company to hold office from the conclusion of 18th AGM till the conclusion of 23rdAGM.

M/s. A.J. Associates, Chartered Accountants, (Firm Registration No: 000844C) vide letter dated May 03, 2024, have resigned from the position of Statutory Auditors of the Company due to the reason that peer review certificate expired, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on May 17, 2024, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act 2013, passed resolution for recommendation/ appointment of M/s. Garima & Co., Chartered Accountants, (Firm Registration No. 003273C), to hold office as the Statutory Auditors of the Company till the conclusion of 23rd AGM and to fill the casual vacancy caused by the resignation of M/s. A.J. Associates, Chartered Accountants, (Firm Registration No: 000844C) subject to the approval of the members in the forthcoming general meeting of the Company.

The Company has received consent letter and eligibility certificate from M/s. Garima & Co., Chartered Accountants, (Firm Registration No. 003273C), to act as Statutory Auditors of the Company in place of M/s. A.J. Associates, Chartered Accountants, (Firm Registration No: 000844C) along with a confirmation that, their appointment if made, would be within the limits prescribed under the Companies Act 2013.

The details required to be disclosed under provisions of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**a) Proposed fees payable to the statutory auditor(s):**

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have approved to pay a fee of Rs. 50,000/- plus reimbursement of the out of pocket expenses, outlays and taxes, as may be incurred by the Auditors during the course of Audit/Limited Review for the financial year ended March 31, 2024. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

There are some changes in fees payable to M/s. Garima and Co. and fees paid to M/s. A.J. Associates due to the reason of inflation.

The Board of Directors of the Company including the Audit Committee of the Board or any officer of the Company authorised by the Board in consultation with the Statutory Auditors, may authorised subject to the approval of the member of the company to alter and vary the remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

b) Terms of appointment:

The appointment of the Statutory Auditors shall be from May 17, 2024 till the conclusion of the 23rd AGM. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company.

c) Basis of recommendation for appointment:

The Audit Committee and the Board of Directors considered the following factors in recommending the appointment of M/s. Garima and Co. Chartered Accountants, (Firm Registration No. 003273C), as the Statutory Auditors of the Company:

- Performance as Statutory Auditors in other corporations;
- Experience in handling audits of large corporations;
- Competence in conducting the audit of the financial statements of the Company;
- Ability to seamlessly scale and understand the Company's operations, systems and processes; and
- Geographical presence and ability in servicing the Company in best possible manner.

M/s. Garima and Co., Chartered Accountants, (Firm Registration No. 003273C) having vast experience and depth knowledge in accounting and auditing. M/s. Garima and Co., have experience in handling audits of large corporations. Audit reports prepared by the M/s. Garima and Co., strictly in accordance with the rules and regulations as specifically applicable to the company. The complete audit process conducted by the M/s. Garima and Co. is IT enabled and review and documentation is carried out through reliable software. Continuous knowledge enhancement is also ensured through internal publications, trainings and seminars.

The documents including consent is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during normal business hours on working days and is also made available for inspection at the AGM.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

**ITEM NO. 5**

Mr. Abhishek Sharma (DIN: 06387076) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 (“Act”) and has given his consent to act as an Independent Director and he has not been debarred from holding the office of director or continuing as a director of company by virtue of Securities and Exchange Board of India order/Ministry of Corporate Affairs or any other authority in India or abroad. He has also submitted declaration under Section 149(7) of the Act read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and also under the LODR Regulations for appointment as an Independent Director of the Company and Mr. Abhishek Sharma (DIN: 06387076) is independent of the management.

Mr. Abhishek Sharma (DIN: 06387076) is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the company.

Hence, it is proposed to appoint Mr. Abhishek Sharma (DIN: 06387076) as an Independent Director of the Company.

The terms and conditions for appointment of Mr. Abhishek Sharma (DIN: 06387076) as Independent Director of the Company is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during normal business hours on working days and is also made available for inspection at the AGM.

The Board recommends the resolution at item no. 5 for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Abhishek Sharma
DIN	06387076
Nationality	Indian
Date of Appointment on Board	-
Qualification	Graduate
Date of Birth	14/05/1975
No. of Shares Held and Shareholding (%) in company including shareholding as a beneficial owner	-
List of Directorships held in other Companies	1. United Farm Product Private Limited 2. HMA Agro Industries Limited 3. Parakram Developers and Colonisers Private Limited
Chairman/Member of the committee of the other	Membership of Nomination and



Companies	Remuneration Committee and Corporate Social Responsibility Committee of HMA Agro Industries Limited
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Sitting fees to be paid in real time basis
Relationship with other Directors/KMP/Manager	-
Nature of Expertise in specific functional areas	He is having vast experience in the field of accounting, audit, financial, corporate laws. He is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company. He is very instrumental in making strategic decisions.
Brief Resume	Mr. Abhishek Sharma (DIN: 06387076) aged about 49 years is a Graduate having experience of more than 2 years in the field of marketing, capital market, accounts, finance, corporate laws. Mr Abhishek Sharma is well versed in management and will assist in maintaining the corporate governance in the company.
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	Independent director should work with integrity and take unbiased decision and should maintain overall governance in the company. He is very instrumental in making strategic decisions and having vast experience in the relevant field. He is having a skill to work with utmost integrity and take unbiased decisions.
Companies from which the director has resigned in the past three years	-
Terms and conditions for appointment/re-appointment	Appointed as Independent Director for the period of five years and not eligible for retire by rotation.
Number of meetings of the Board attended during the year	-

ITEM NO. 6

Mrs. Sohini Bansal (**DIN:** 09822553) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 (“Act”) and has given her consent to act as an Independent Director and she has not been debarred from holding the office of director or continuing as a director of company by virtue of Securities and Exchange Board of India order/Ministry of Corporate Affairs or any other authority in India or abroad. She has also submitted declaration under Section 149(7) of the Act read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015 to the effect that she meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015. In the



opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and also under the LODR Regulations for appointment as an Independent Director of the Company and Mrs. Sohini Bansal (DIN: 09822553) is independent of the management.

Mrs. Sohini Bansal (DIN: 09822553) is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the company and having analytical Skills and professional skills required for performing the role of independent director in effective manner.

Hence, it is proposed to appoint Mrs. Sohini Bansal (DIN: 09822553) as an Independent Director of the Company.

The terms and conditions for appointment of Mrs. Sohini Bansal (DIN: 09822553) as Independent Director of the Company is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during normal business hours on working days and is also made available for inspection at the AGM.

The Board recommends the resolution at item no. 6 for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Sohini Bansal
DIN	09822553
Nationality	Indian
Date of Appointment on Board	-
Qualification	Graduate and Professional
Date of Birth	29/01/1993
No. of Shares Held and Shareholding (%) in company including shareholding as a beneficial owner	-
List of Directorships held in other Companies	Federal Agro Industries Private Limited
Chairman/Member of the committee of the other Companies	Chairman of Audit Committee and Nomination and Remuneration Committee of Federal Agro Industries Private Limited
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Sitting fees to be paid in real time basis
Relationship with other Directors/KMP/Manager	-
Nature of Expertise in specific functional areas	She is professional having vast experience in the field of corporate laws, laws applicable to listed companies, capital market, financial. She is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company.
Brief Resume	Mrs. Sohini Bansal (DIN: 09822553) aged



	about 31 years is a Graduate and Professional having experience of more than 5 years in the field of capital market, corporate laws and maintaining corporate governance. Mrs. Sohini Bansal is well versed in management.
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	Mrs. Sohini Bansal meets the following skills, and capabilities required for the role of Independent Director, as have been identified by the Board of Directors of the Company: <ul style="list-style-type: none"> • Analytical Skills • Behavioral Skills • Technological Skills • Professional Skills
Companies from which the director has resigned in the past three years	-
Terms and conditions for appointment/re-appointment	Appointed as Independent Director for the period of five years and not eligible for retire by rotation.
Number of meetings of the Board attended during the year	-

ITEM NO. 7

Mr. Nikhil Sundrani (**DIN:** 10710710) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 (“Act”) and has given his consent to act as an Independent Director and he has not been debarred from holding the office of director or continuing as a director of company by virtue of Securities and Exchange Board of India order/Ministry of Corporate Affairs or any other authority in India or abroad. He has also submitted declaration under Section 149(7) of the Act read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) (“LODR”) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and also under the LODR Regulations for appointment as an Independent Director of the Company and Mr. Nikhil Sundrani (**DIN:** 10710710) is independent of the management.

Mr. Nikhil Sundrani (**DIN:** 10710710) is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the company and he has good interpersonal and communication skills and ability required to lead as a Director.

Hence, it is proposed to appoint Mr. Nikhil Sundrani (**DIN:** 10710710) as an Independent Director of the Company.

The terms and conditions for appointment of Mr. Nikhil Sundrani (**DIN:** 10710710) as Independent Director of the Company is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during normal business hours on working days and is also made available for inspection at the AGM.



The Board recommends the resolution at item no. 7 for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the above resolution.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Nikhil Sundrani
DIN	10710710
Nationality	Indian
Date of Appointment on Board	-
Qualification	Graduate and Professional
Date of Birth	10/09/1992
No. of Shares Held and Shareholding (%) in company including shareholding as a beneficial owner	-
List of Directorships held in other Companies	-
Chairman/Member of the committee of the other Companies	-.
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Sitting fees to be paid in real time basis
Relationship with other Directors/KMP/Manager	-
Nature of Expertise in specific functional areas	He is professional having vast experience in the field of corporate laws and various laws applicable to listed companies. He is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the Company. He is very instrumental in making strategic decisions.
Brief Resume	Mr. Nikhil Sundrani (DIN: 10710710) aged about 32 years is a Graduate and Professional having experience of more than 6 years in the field of capital market, accounts, corporate laws and laws applicable to listed companies. He has good interpersonal and communication skills and ability required to lead as a Director
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	Independent director should work with integrity and take unbiased decision and should maintain overall governance in the company. He is professional and having analytical, behavioral and professional skills to take independent and unbiased decisions and have the ability to work with utmost integrity.
Companies from which the director has resigned in the past three years	-
Terms and conditions for appointment/re-	Appointed as Independent Director for the period



appointment	of five years and not eligible for retire by rotation.
Number of meetings of the Board attended during the year	-

ITEM NO. 8

Mr. Ashok Kumar Goyal (**DIN:** 00095313) appointed as Whole-time Director for the period of 5 (Five) years in the Annual General Meeting (“AGM”) of the company held on September 23, 2019 with effect from September 01, 2019.

The Board of Directors at their Meeting held on 23rd day of July, 2023 considered and approved subject to the approval of the members at the forthcoming 23rd Annual General Meeting (“AGM”), the reappointment of Mr. Ashok Kumar Goyal (**DIN:** 00095313) as the Whole-time Director of the Company for a term of five years.

Mr. Ashok Kumar Goyal (**DIN:** 00095313) is not disqualified from being appointed as Whole-time Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Whole-time Director and he has not been debarred from holding the office of director or continuing as a director of company by virtue of any Securities and Exchange Board of India order/Ministry of Corporate Affairs or any other authority in India or abroad.

Mr. Ashok Kumar Goyal (**DIN:** 00095313) has experience and expertise in the field of Capital Market, and having ample knowledge of more than 40 years in the field of accounts, finance and managing the business.

The re-appointment and remuneration of the Whole-time Director approved by the Nomination and Remuneration Committee.

The terms and conditions and remuneration for appointment of Mr. Ashok Kumar Goyal (**DIN:** 00095313) are as under:

Salary: Rs. 1,32,000/- (Rupees One Lakh Thirty Thousand Only) per annum, with an increment to be determined by the Board of Directors, including Committee thereof, effective from the 1st day of April each year.

Fixed pay: Rs. 1,32,000/- (Rupees One Lakh Thirty Thousand Only) per annum.

Variable Remuneration: Performance linked incentives shall be payable based on performance, reviewed and approved by the Nomination and Remuneration Committee, and will be paid if the employee is on the rolls of the Company on the payment date.

Stock Options: No Options are proposed to be granted under this resolution and any future ESOP grants will be subject to approval of Members, as may be required under applicable laws.



Perquisites: As per Company's policy and shall be within the remuneration as stated above.

Statutory Benefits and other Company benefits: As per the Company's policy, from time to time, including but not limited to contribution to provident fund, gratuity, leave encashment, medical insurance for self and family.

Notice Period: The notice period is 60 days for resignation from the company.

Severance fees: As per Company's policy and shall be payable based on performance, reviewed and approved by the Nomination and Remuneration Committee.

Reimbursement of Expenses:

1. Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

2. Mr. Ashok Kumar Goyal (**DIN:** 00095313) shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his professional duties including but not limited to communication and travel expenses (including but not limited to reimbursements related to mobile bill, data card bills, internet bills, travel expenses, meal expenses etc. as per Company policy).

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-time Director remuneration by way of salary, allowances and perquisites not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors of the Company, after obtaining suitable recommendation from the Remuneration Committee of the Board of Directors of the Company.

The scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors on the recommendation of the Remuneration Committee, in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and/or the rules and regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time.

The draft of the agreement to be entered into by the Company with Mr. Ashok Kumar Goyal (**DIN:** 00095313) is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during business hours on working days and is also made available for inspection at the AGM.

Members of the Nomination and Remuneration Committee of the Company have recommended Board for reappointment of Mr. Ashok Kumar Goyal (**DIN:** 00095313), Whole-time Director of the Company and payment of remuneration thereof as detailed in the resolution.



The Board of Directors recommends the special resolution for approval of the Members of the Company.

None of the Directors, key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Satish Kumar Goyal, Managing Director, being the relative, may be deemed to be interested in this resolution to the extent of re-appointment and remuneration which Mr. Ashok Kumar Goyal (**DIN:** 00095313), is entitled to receive as Whole-time Director.

Additional information as required under Schedule V of the Companies Act, 2013 with respect to Item no. 8.

I. General Information

- (a) **Nature of industry:** The company engaged in trading of precious and non precious metals.
- (b) **Date or expected date of commencement of commercial production:** The Company commenced business from the date of its incorporation on December 04, 2001.
- (c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (d) **Financial performance based on given indicators:** The company profit after tax as on 31.03.2024 is Rs. 1,85,75,134.19 and as on 31.03.2023 is Rs. 2,30,86,342.67. The company net worth as on 31.03.2024 is Rs. 34,27,07,189.13 and as on 31.03.2023 is Rs. 32,51,71,772.94.
- (e) **Foreign investments or collaborations, if any:** Not Applicable

II. Information about the appointee:

a) Background details, job profile and suitability:

Mr. Ashok Kumar Goyal (**DIN:** 00095313), holds a bachelor's degree. He is presently Whole-time Director of the Company and in his present role with the Company, he is responsible for devising the financial and operational strategy, investor relations, assisting with a commercial roadmap to realize the long term vision of the organization and driving overall governance.

b) Past Remuneration: Rs. 1,32,000 p.a.

c) Remuneration proposed: As mentioned in the explanatory statement above.

d) Recognition or awards: Nil

e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the



country of origin): Considering the size of the Company, the profile of Mr. Ashok Kumar Goyal (DIN: 00095313), his responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.

f) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any: Mr. Ashok Kumar Goyal (DIN: 00095313), has no pecuniary relationship with the Company or its KMPs or its directors other than his remuneration in the capacity of Whole-time Director.

Mr. Satish Kumar Goyal (DIN: 00095295), Managing Director of the company is brother of Mr. Ashok Kumar Goyal (DIN: 00095313).

III. Other Information:

a) Reason of loss or inadequate profits: Not Applicable

b) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The company focuses on to improve productivity and profit through utilization of innovative techniques of production.

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Ashok Kumar Goyal
DIN	00095313
Nationality	Indian
Date of Appointment on Board	04/12/2001
Qualification	Graduate
Date of Birth	03/04/1963
No. of Shares Held and Shareholding (%) in company	13,82,000 equity shares held and 20.17 % of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. Khush Infra Private Limited 2. O. P. Chains Alloys Private Limited 3. Agra Housing Private Limited 4. OPCL Chains Private Limited 5. O.P. Chaisn Payal Private Limited
Chairman/Member of the committee of the other Companies	N.A.
Chairman/Member of the committee of the Board of Directors of this Company	Member of Audit Committee and Nomination and Remuneration Committee of O. P. Chains Limited
Remuneration paid or sought to be paid	Rs. 1,32,000/-
Relationship with other Directors/KMP/Manager	Mr Ashok Kumar Goyal is brother of Mr. Satish Kumar Goyal, Managing Director of the Company
Nature of Expertise in specific functional areas	Having experience in Managing Business,



Brief Resume	leadership, organizational development. Mr. Ashok Kumar Goyal (DIN: 00095313) aged about 61 years is a Graduate having experience of more than 40 years in accounts, finance and Managing Business. He is having in-depth knowledge and having an ability to guide in several crucial matters to the Board of the company. Mr. Ashok Kumar Goyal is well versed in management. He is keenly engaged into the business development and controls key strategic aspects of the company.
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	N.A.
Companies from which the director has resigned in the past three years	N.A.
Terms and conditions for appointment/re-appointment	Reappointed as Whole-time Director for the period of five years, eligible for retire by rotation.
Number of meetings of the Board attended during the year	7

ITEM NO. 9

The Company propose to render support for the principal business requirements of the company M/s. YTT Industries Private Limited in whom the Directors of the Company are interested. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 (“Act”) the Company was unable to extend financial assistance by way of providing loan to such company.

In accordance with section 185 of the Act provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director(s) of the Company is interested subject to the approval of the Members of the Company by way of a special resolution and the loans are utilized by the borrowing Company for its principal business activities.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act for making loan(s) to be taken by M/s. YTT Industries Private Limited, in whom the Director(s) of the Company, are interested, for the amount not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores Only) for the purpose of their principal business activities and incidental thereon. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan only for principal business activities of such company.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act for making loan(s) to be taken by M/s. YTT Industries Private Limited.

The related documents is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during business hours on working days and is also made available for inspection at the AGM.



The consent of the shareholders is required under applicable provisions of the Act and hence, the board of directors of the Company proposed item no. 9 to be passed as special resolution.

None of the Directors, key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Satish Kumar Goyal, Managing Director, and Mr. Ashok Kumar Goyal, Whole-time Director may be deemed to be interested in this resolution.

ITEM NO. 10

The Company propose to render support for the principal business requirements of the company M/s. YTT Industries Private Limited. However, owing to certain restrictive provisions contained in Section 186 of the Companies Act, 2013 (“Act”) the Company was unable to extend financial assistance by way of providing loan to such company.

In accordance with section 186 of the Act provides that the Company can give loan in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

The amount of loan propose to be given to M/s. YTT Industries Private Limited is Rs. 30,00,00,000 (Rupees Thirty Crores Only) which exceed limit specified in section 186 of the Act i.e. 60% of paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more.

The related documents is available for inspection in physical or electronic mode.by the members of the company at the Registered Office of the Company during business hours on working days and is also made available for inspection at the AGM.

Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 186 of the Act for making loan(s) to be taken by M/s. YTT Industries Private Limited.

The consent of the shareholders is required under applicable provisions of the Act and hence, the board of directors of the Company proposed item no. 10 to be passed as special resolution.

None of the Directors, key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Satish Kumar Goyal, Managing Director, and Mr. Ashok Kumar Goyal, Whole-time Director may be deemed to be interested in this resolution.

ITEM NO. 11

The company has listed its equity shares on SME exchange and is eligible for exemption mentioned in regulation 15(2) of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, the provisions mentioned in Regulation 23 of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Related Party Transactions are not applicable on the company.



Further, in terms of the provisions of section 188 (1) of the Companies Act, 2013 read with the rules framed thereunder, for entering into related party transactions where the transaction value exceeds the thresholds prescribed, prior approval of members by way of an Ordinary Resolution is required.

The related party transaction proposed to be entered on arms' length basis and in the ordinary business of the company with related parties. Accordingly, in terms of the provisions of the Companies Act, 2013, approval of the members of the Company is being sought by way of an Ordinary Resolution set out at Item No. 11 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transaction with related party, is as under:

Name of the Related Party	Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Director or Key Managerial Personnel ("KMP") who is related, if any	Nature of Relationship	Nature, Material terms and particulars of the Contract or arrangement	Monetary Value (in Rs.)	Any other information relevant or important for the members to take a decision on the proposed resolution
YTT Industries Private Limited	Unsecured Loan Given	Mr. Satish Kumar Goyal (Managing Director)	Son of Mr. Satish Kumar Goyal is the Director in YTT Industries Private Limited	Loan without securities	30,00,00,000/- (Rupees Thirty Crores only)	The loan for the purpose of main activities of the YTT Industries Private Limited

Documents referred to in the notice/ explanatory statement is available for inspection in physical or electronic mode by the members of the company at the Registered Office of the Company during business hours on working days and is also made available for inspection at the AGM.

The Board of Directors recommends the resolution for the approval of members of the Company as an Ordinary Resolution.

None of the Directors, key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the said resolution except Mr. Satish Kumar Goyal, Managing Director, and Mr. Ashok Kumar Goyal, Whole-time Director may be deemed to be interested in this resolution.

Place: Agra

Date: 23.07.2024

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

Sd/-

ASHOK KUMAR GOYAL
Chairman cum Whole Time Director
DIN:00095313



ANNEXURE-A

Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

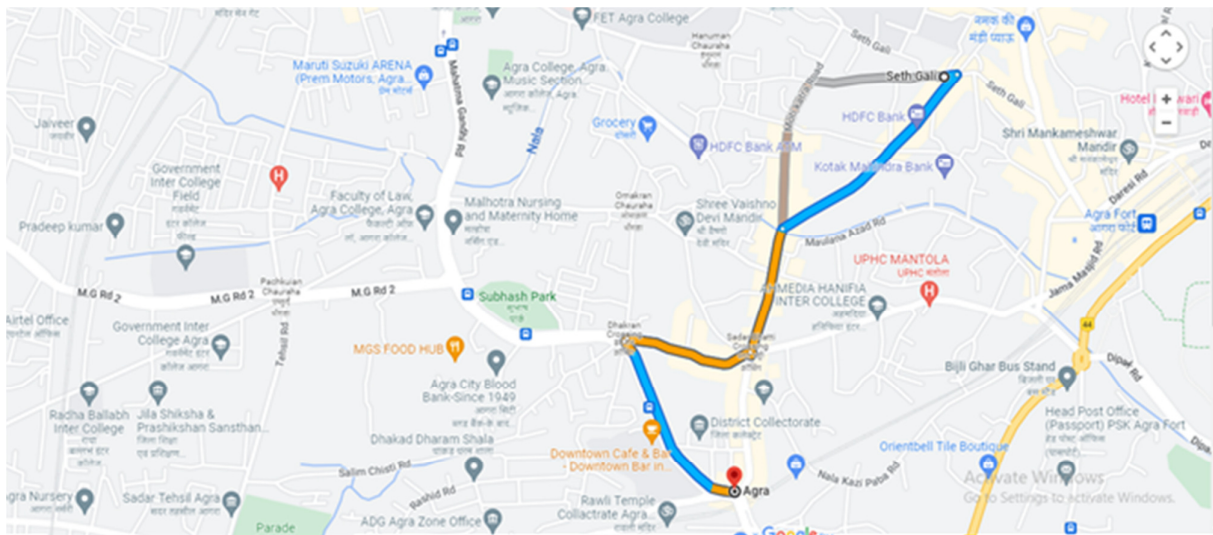
Name of the Director	Satish Kumar Goyal
DIN	00095295
Nationality	Indian
Date of Appointment on Board	04/12/2001
Qualification	Graduate
Date of Birth	07/05/1966
No. of Shares Held and Shareholding (%) in company	11,80,000 equity shares held and 17.23 % of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. O.P. Chains Alloys Private Limited 2. OPCL Chains Private Limited 3. Agra Housing Private Limited 4. O.P. Chains Payal Private Limited 5. YTT Foundation
Chairman/Member of the committee of the other Companies	N.A.
Chairman/Member of the committee of the Board of Directors of this Company	-
Remuneration paid or sought to be paid	Rs. 1,32,000/-
Relationship with other Directors/KMP/Manager	Mr Satish Kumar Goyal is brother of Mr. Ashok Kumar Goyal, Whole-time Director of the Company
Nature of Expertise in specific functional areas	Have valuable experience in managing the issues faced by large and complex corporations and expertise in Business development and controls key strategic aspects of the business.
Brief Resume	Mr. Satish Kumar Goyal (DIN: 00095295) aged about 58 years is a Graduate having experience of more than 40 years in managing the issues faced by large and complex corporations and is well versed in managing business. By virtue of his background and experience, he has an extraordinarily broad and deep knowledge of the objects currently pursuing the company. His experiences will enable him to provide the Board with valuable insights on a broad range of business, social and governance issues that are relevant to the Company.
Skills and Capabilities of an Independent Director required for the role and the manner in which the proposed person meets such requirements	N.A.
Companies from which the director has resigned in the past three years	N.A.
Terms and conditions for appointment/re-appointment	Executive Director liable to retire by rotation
Number of meetings of the Board attended during the year	7



ANNEXURES TO THE NOTICE

ROUTE MAP FOR VENUE OF 23RD ANNUAL GENERAL MEETING

AT “8/16 A, Seth Gali Agra Uttar Pradesh-282003”





ANNEXURE-B

O. P. CHAINS LIMITED

CIN: L27205UP2001PLC026372

Regd Off: 8/16 A, Seth Gali, Agra-282003 Uttar Pradesh

ATTENDANCE SLIP

(To be presented at the entrance)

23rd Annual General Meeting on Friday on 16th August, 2024

Name of the Member attending meeting	
Registered Address	
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 23rd Annual General Meeting of the Company at 8/16 A, Seth Gali Agra Uttar Pradesh-282003 at 11.00 AM on Friday, 16th August, 2024.

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) Only Member/ Proxy holder can attend the meeting.
- 3) 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.
- 4) A Proxy need not be a member of the Company.
- 5) 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.
- 6) Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.



ANNEXURE-C

O. P. CHAINS LIMITED

CIN: L27205UP2001PLC026372

Regd Off: 8/16 A, Seth Gali, Agra-282003 Uttar Pradesh

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:

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

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

3. Name :	E-mail Id:
Address:	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Friday, the 16th August, 2024 at 11.00 AM at 8/16 A, Seth Gali Agra Uttar Pradesh-282003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
Ordinary Business and Special Business			
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and auditors thereon		
2.	To appoint a Director in place of Mr. Satish Kumar Goyal (DIN:00095295), who retires by rotation in terms of Section 152(6)		



	of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	To seek approval for the appointment of M/s Garima and Co., Chartered Accountants, having Registration No. (003273C) as the Statutory Auditor of the company and payment of remuneration thereof.		
4.	To seek approval for appointment of statutory auditors appointed in the board meeting to fill casual vacancy caused by resignation of the previous auditors.		
5.	To appoint Mr. Abhishek Sharma (DIN: 06387076) as Independent Director of the company for the period of five years.		
6.	To appoint Mrs. Sohini Bansal (DIN: 09822553) as Independent Director of the company for the period of five years.		
7.	To appoint Mr. Nikhil Sundrani (DIN: 10710710) as Independent Director of the company for the period of five years.		
8.	To seek approval for the re-appointment of Mr. Ashok Kumar Goyal (DIN: 00095313) as the Whole-time Director of the company for the further period of five years and payment of remuneration thereof.		
9.	To seek approval for giving loan to M/s YTT Industries Private Limited under section 185 of the Companies Act, 2013.		
10.	To seek approval for giving loan to M/s YTT Industries Private Limited under section 186 of the Companies Act, 2013.		
11.	To seek approval for related party transaction in the ordinary course of business at arms' length price.		

Signed this ____ day of ____ 2024

Signature of Shareholder _____

Affix Revenue Stamp

Signature of Proxy holder(s) _____ Signature of the shareholder across Revenue Stamp

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.
- 3) The holder/proxy may vote either for or against each resolution.



ANNEXURE- D

O. P. CHAINS LIMITED

CIN: L27205UP2001PLC026372

Regd Off: 8/16 A, Seth Gali, Agra-282003 Uttar Pradesh

BALLOT FORM

1) Name of the first named Shareholder (In block letters): _____

2) Name(s) of the Joint Holder(s),
if any: _____

3) Postal Address: _____

4) Registered Folio No. / Client ID No.: _____

5) Class of Share: _____

6) No. of Shares: _____

I/we hereby exercise my/our vote(s) in respect of Ordinary/ Special Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated _____ by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Resolutions	Type of Resolution	No. of Shares Held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary			
2.	To appoint a Director in place of Mr. Satish Kumar Goyal (DIN:00095295), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary			
3.	To seek approval for the appointment of M/s Garima and Co., Chartered Accountants, having Registration No.	Ordinary			



	(003273C) as the Statutory Auditor of the company and payment of remuneration thereof.				
4.	To seek approval for appointment of statutory auditors appointed in the board meeting to fill casual vacancy caused by resignation of the previous auditors.	Ordinary			
5.	To appoint Mr. Abhishek Sharma (DIN: 06387076) as Independent Director of the company for the period of five years.	Ordinary			
6.	To appoint Mrs. Sohini Bansal (DIN: 09822553) as Independent Director of the company for the period of five years.	Ordinary			
7.	To appoint Mr. Nikhil Sundrani (DIN: 10710710) as Independent Director of the company for the period of five years.	Ordinary			
8.	To seek approval for the re-appointment of Mr. Ashok Kumar Goyal (DIN: 00095313) as the Whole-time Director of the company for the further period of five years and payment of remuneration thereof.	Special			
9.	To seek approval for giving loan to M/s YTT Industries Private Limited under section 185 of the Companies Act, 2013	Special			
10.	To seek approval for giving loan to M/s YTT Industries Private Limited under section 186 of the Companies Act, 2013	Special			
11.	To seek approval for related party transaction in the ordinary course of business at arms' length price	Ordinary			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.



INSTRUCTIONS

1. This Ballot Form will be provided to the Members who will physically present at the 23rd Annual General Meeting for the purpose of voting and who have not cast their vote through remote e-voting process.
3. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on 9th August, 2024.
4. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
5. A member can request for a duplicate ballot form, if so required.
6. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution/Authority Resolution together with their specimen signatures authorizing their representative.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The 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.
8. The decision of the scrutinizer on the validity of the ballot form and any other related matter shall be final.



UPDATION OF SHAREHOLDER INFORMATION

To,
O. P. Chains Limited
8/16 A, Seth Gali, Agra
Uttar Pradesh-282003

Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN / Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self-attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank::	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details.

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / beneficiary account.

Place:

Date:

Signature of Sole / First holder