NOTICE

NOTICE is hereby given that the **25th (Twenty Fifth) Annual General Meeting** of the Company **O. P. Chains Limited** will be held on **Monday, 21st day of September, 2026 at 11:00 A.M**. at **8/16 A, Seth Gali, Agra, Uttar Pradesh-282003** to transact the following business:

ORDINARY BUSINESS:

ITEM NO 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, 2026 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, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted."

ITEM NO 2. RE-APPOINTMENT OF MR. ASHOK KUMAR GOYAL (DIN: 00095313), LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mr. Ashok Kumar Goyal (DIN: 00095313), 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. Ashok Kumar Goyal (DIN: 00095313), as Whole Time 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/she may in his/her 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."

SPECIAL BUSINESS:

ITEM NO 3 REGULARIZATION OF MR. MOON GOYAL (DIN: 06831411) AS EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To seek approval for regularization of Mr. Moon Goyal (DIN: 06831411) as Executive Non-Independent Director of the Company.

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 152, 160 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof for the time being in force), Mr. Moon Goyal (DIN: 06831411), who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 12th Day of August, 2026 and whose appointment as Executive Director is recommended by the Nomination and Remuneration Committee and whose term expires at this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Executive Non-Independent Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** any of the Director(s) or Company Secretary of the Company be and is hereby authorized, severally, 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 statutory forms and any other relevant documents with the Registrar of Companies and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company."

ITEM NO. 4. REGULARIZATION OF MRS. SWAPNLA GUPTA (DIN: 08213774) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To seek approval for regularization of Mrs. Swapnla Gupta (DIN: 08213774) as Independent Director of the company for the period of five years.

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,152, 160 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification or reenactment 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, Mrs. Swapnla Gupta (DIN: 08213774) who was appointed as an Additional Independent Director in the meeting of the Board of Directors of the Company held on 27th day of November, 2025 and whose appointment as an Independent Director is recommended by Nomination and Remuneration Committee and whose term expires at this Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as an Independent director of the Company for the period of five consecutive years with effect from 27th day of November, 2025 which is not liable to retire by rotation."

"**RESOLVED FURTHER THAT** any of the director(s) or company secretary of the Company be and is hereby authorized, severally, 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."

ITEM NO. 5. REGULARIZATION OF MRS. PRANEETA VARSHNEY (DIN: 10347536) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To seek approval for regularization of Mrs. Praneeta Varshney (DIN: 10347536) as Independent Director of the company for the period of five years.

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,152, 160 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification or reenactment 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, Mrs. Praneeta Varshney (DIN: 10347536) who was appointed as an Additional Independent Director in the meeting of the Board of Directors of the Company held on 27th day of November, 2025 and whose appointment as an Independent Director is recommended by Nomination and Remuneration Committee and whose term expires at this Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as an Independent director of the Company for the period of five consecutive years with effect from 27th day of November, 2025 which is not liable to retire by rotation."

"**RESOLVED FURTHER THAT** any of the director(s) or company secretary of the Company be and is hereby authorized, severally, 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."

ITEM NO. 6: APPOINTMENT OF MR. MOON GOYAL (DIN: 06831411) AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to such approvals, consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded to appoint Mr. Moon Goyal (DIN: 06831411) as Whole-Time Director of the Company for a period of five years commencing from **12th August, 2026**, on such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under the Act or any statutory modification(s) thereof."

"**RESOLVED FURTHER THAT** any of the Director(s) or Company Secretary of the Company be and is hereby authorized, severally, 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 filing of statutory forms and other relevant documents with the Registrar of Companies and undertaking all matters incidental and ancillary thereto."

ITEM NO. 7: RE-APPOINTMENT OF MR. SATISH KUMAR GOYAL (DIN: 00095295) AS MANAGING DIRECTOR OF THE COMPANY FOR THE FURTHER PERIOD OF FIVE YEARS

To seek approval for the re-appointment of Mr. Satish Kumar Goyal (**DIN:** 00095295) as the Managing 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 **Ordinary 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. Satish Kumar Goyal (**DIN:** 00095295) as the Managing Director of the Company for a further period of five years."

"**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."

By Order of the Board
FOR **O.P. CHAINS LIMITED**

Place: Agra
Dated: 24th August, 2026

Sd/-	Sd/-
Satish Kumar Goyal	**Moon Goyal**
Managing Director	**Additional Whole-time director**
DIN: 00095295	**DIN**: 06831411

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 25th 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s Bigshare Services Private Limited (hereinafter referred to as Bigshare), the Registrar and Share Transfer agent (RTA) of the Company for facilitating voting through electronic means, as the authorized agency.

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 PROXIESTO 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.

9. 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.

10. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.

11. Proxies Holder shall prove his identity at the time of attending Meeting.

12. 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.

13. 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.

14. 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.

15. Members are requested to quote their DP ID / Client ID, in all correspondence with the Company / Registrar and Share Transfer Agent

16. 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 opchainscompany@gmail.com.

17. 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.

18. 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 2025-26 through electronic mode and physical mode.

19. 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.

20. 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).

21. 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.

22. 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.

23. 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.

24. The Company's Securities are listed on BSE Limited (SME Platform) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

25. The Company has set Monday, 14^{th} day of September, 2026 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 cutoff date should treat this Notice for information purposes only.

26. Mr. Ramesh Chandra Sharma, Company Secretaries in practice (Mem. No. FCS5524 and COP No. 7957) 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.

27. 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 favor 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.

28. 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.

29. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

30. The Annual Report of the Company for the year 2025-2026, 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.

31. 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.

32. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at following email id opchainscompany@gmail.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 opchainscompany@gmail.com.

33. 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.

34. Members may also note that the Annual Report for the financial year 2025-26 together with the Notice of 25thAnnual 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.

35. 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.

36. The Annual Listing Fees for the year 2026-2027 have been paid by the Company to the BSE Limited where the shares of the Company are listed.

37. Electronic copy of the Annual Report for 2026 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 25^{th} Annual General Meeting and the Annual Report for 2026 will also be available on the Company's website www.opchainsltd.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:opchainscompany@gmail.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 opchainscompany@gmail.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 Monday 21st September, 2026, 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 14^{th} September, 2026.

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 25th AnnualGeneral Meeting Notice is also disseminated on the website of Bigshare Services Private Limited www.bigshareonline.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 Tuesday, 15th of September,2026 to Monday ,21st of September, 2026** (both days inclusive).

By Order of the Board
FOR **O. P. CHAINS LIMITED**

Place: Agra
Dated: 24th August, 2026

Sd/-
Satish Kumar Goyal
Managing Director
DIN: 00095295

Sd/-
Moon Goyal
Additional Whole-time director
DIN: 06831411

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on 18.09.2026 at 9:00 A.M. and ends on 20.09.2026 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 14.09.2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

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.

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

Type of shareholders	**Login Method**

Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	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.nsdl.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 **BIGSHARE** and you will be re-directed to **i-Vote** 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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 22 55 33.
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- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address)

.

Voting method for shareholders on i-Vote E-voting portal:

- After successful login **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
    - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
    - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
      Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
    - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholder 's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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, 4, 5, 6 and 7 of the accompanying Notice.

ITEM NO. 3 REGULARIZATION OF MR. MOON GOYAL (DIN: 06831411) AS EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Moon Goyal (DIN: 06831411) was appointed as an Additional Director of the Company in the meeting of the Board of Directors held on 12th August, 2026 in the Executive Category. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director. The Nomination and Remuneration Committee has recommended his appointment as an Executive Non-Independent Director of the Company. Accordingly, the Board of Directors proposes the resolution set out at Item No. 3 of the Notice for approval of the members as an Ordinary Resolution.

Mr. Moon Goyal is liable to retire by rotation under Section 152(6) of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Moon Goyal and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution for approval of the members.

ITEM NO. 4. REGULARIZATION OF MRS. SWAPNLA GUPTA (DIN: 08213774) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Swapnla Gupta (DIN: 08213774), who was appointed as an Additional Independent Director of the Company in the Board meeting held on 27th November, 2025. A notice under section 160 of the Companies Act, 2013 has been received proposing her appointment as an Independent Director.

Mrs. Swapnla Gupta (DIN: 08213774), is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director and She 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.

She has also submitted a declaration of Independence under section 149 (7) of the Companies Act, 2013 read with regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) to the effect that She meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also under the SEBI Listing Regulations for appointment as an Independent Director of the Company and Mrs. Swapnla Gupta (DIN: 08213774), is independent of the management. The outcome of performance evaluation of Mrs. Swapnla Gupta is positive. She taken unbiased decisions and provide independent guidance in several crucial matters to the Board of the company. She performed his roles and responsibilities in effective manner. She ensures integrity of the company's accounting and financial reporting system. She acted on fully informed basis, in good faith with due diligence and care.

Hence, it is proposed to regularize the appointment of Mrs. Swapnla Gupta as an Independent Director of the Company with effect from November 27, 2025.

The Board recommends the resolution at item no. 4 for the approval of the members of the Company as a Ordinary Resolution. Save and except Mrs. Swapnla Gupta, Additional Independent Director, and her relatives, 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	Swapnla Gupta
DIN	08213774
Nationality	Indian
Date of Appointment on Board	27/11/2025
Qualification	Qualified Company Secretary
Date of Birth	18/11/1989
No. of Shares Held and Shareholding (%) in company	NIL
List of Directorships held in other Companies	NIL
Chairman/Member of the committee of the other Companies	N.A.
Chairman/Member of the committee of the Board of Directors of this Company	She does not hold the position of Chairperson in any Committee of the Board of Directors; however, she actively serves as a member of the Audit Committee as well as the Nomination and Remuneration Committee.

Remuneration paid or sought to be paid	She is entitled only to sitting fees for attending meetings of the Board and its Committees, along with reimbursement of expenses incurred for participation in such meetings. No remuneration is paid or sought to be paid other than the aforesaid
Relationship with another Directors/KMP/Manager	Not applicable, as she does not have any inter-se relationship with other Directors, Key Managerial Personnel, or the Manager, being appointed in the capacity of an Independent Director.
Nature of Expertise in specific functional areas	Swapnla Gupta is an accomplished Company Secretary with over 13 years of diversified experience in corporate governance, SEBI/LODR compliance, IPO readiness, legal advisory, CSR implementation, FEMA/RBI matters, and capital-market operations across listed and unlisted entities
Brief Resume	Swapnla Gupta is an accomplished Company Secretary with over 13 years of diversified experience in corporate governance, SEBI/LODR compliance, IPO readiness, legal advisory, CSR implementation, FEMA/RBI matters, and capital-market operations across listed and unlisted entities. Her prior roles span major corporates such as Vacmet India Limited and Oyster Infraestate, where she strengthened compliance systems, automated governance processes, managed overseas and ECB compliances, and executed critical legal documentation. Known for her strong administrative capability, stakeholder coordination, and hands-on approach to complex regulatory matters, she is committed to driving robust governance and organizational growth.
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. She is professional and have good interpersonal and communication skills and ability required to lead as a director and having vast experience in the relevant field. She 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	1. PNC Raebareli Highways Private Limited-resigned from the position of company secretary with effect from -01/02/2025

	2. SVM Infraestate Limited- resigned from the position of company secretary with effect from -27/05/2026
Terms and conditions for appointment/re-appointment	Non-Executive Director not liable to retire by rotation
Number of meetings of the Board attended during the year	NIL

ITEM NO. 5. REGULARIZATION OF MRS. PRANEETA VARSHNEY (DIN: 10347536) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mrs. Praneeta Varshney (DIN: 10347536), who was appointed as an Additional Independent Director of the Company in the Board meeting held on 27th November, 2025. A notice under section 160 of the Companies Act, 2013 has been received proposing her appointment as an Independent Director.

Mrs. Praneeta Varshney (DIN: 10347536) is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director and She 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.
She has also submitted a declaration of Independence under section 149 (7) of the Companies Act, 2013 read with regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) to the effect that She meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and also under the SEBI Listing Regulations for appointment as an Independent Director of the Company and Mrs. Praneeta Varshney (DIN: 10347536 is independent of the management. The outcome of performance evaluation of Mrs. Praneeta Varshney is positive. She taken unbiased decisions and provide independent guidance in several crucial matters to the Board of the company. She performed his roles and responsibilities in effective manner. She ensures integrity of the company's accounting and financial reporting system. She acted on fully informed basis, in good faith with due diligence and care.
Hence, it is proposed to regularize the appointment of Mrs. Praneeta Varshney as an Independent Director of the Company with effect from November 27, 2025.

The Board recommends the resolution at item no. 5 for the approval of the members of the Company as a Ordinary Resolution. Save and except Mrs. Praneeta Varshney, Additional Independent Director, and her relatives, 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	Praneeta Varshney
DIN	10347536
Nationality	Indian
Date of Appointment on Board	27/11/2025
Qualification	Qualified Company Secretary
Date of Birth	16/12/1990
No. of Shares Held and Shareholding (%) in company	NIL
List of Directorships held in other Companies	NIL
Chairman/Member of the committee of the other Companies	N.A.
Chairman/Member of the committee of the Board of Directors of this Company	She does not hold the position of Chairperson in any Committee of the Board of Directors; however, she actively serves as a member of the Stakeholder Relationship Committee as well as the in the Nomination and Remuneration Committee.
Remuneration paid or sought to be paid	She is entitled only to sitting fees for attending meetings of the Board and its Committees, along with reimbursement of expenses incurred for participation in such meetings. No remuneration is paid or sought to be paid other than the aforesaid
Relationship with another Directors/KMP/Manager	Not applicable, as she does not have any inter-se relationship with other Directors, Key Managerial Personnel, or the Manager, being appointed in the capacity of an Independent Director.
Nature of Expertise in specific functional areas	Praneeta Varshney is a Practising Company Secretary and Law Graduate with strong expertise in corporate governance, Companies Act compliance, SEBI regulations, FEMA matters, and legal drafting. Registered with ICSI and holding a Certificate of Practice, she advises corporates on board processes, statutory filings, secretarial audits, legal documentation, and regulatory representation before ROC, RD, and NCLT (as applicable)
Brief Resume	Praneeta Varshney is a Practising Company Secretary and Law Graduate with strong expertise in corporate governance, Companies

	Act compliance, SEBI regulations, FEMA matters, and legal drafting. Registered with ICSI and holding a Certificate of Practice, she advises corporates on board processes, statutory filings, secretarial audits, legal documentation, and regulatory representation before ROC, RD, and NCLT (as applicable). With a solid academic background including B.A. LL. B (Hons.) and successful completion of the Independent Directors Proficiency Test, she is also eligible to serve as an Independent/Woman Director under Section 149 of the Companies Act, 2013. Known for her governance insight, stakeholder communication, and commitment to ethical and effective compliance, she brings strategic value to both corporate advisory and board leadership roles.
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. She is professional and have good interpersonal and communication skills and ability required to lead as a director and having vast experience in the relevant field. She 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	1. Inesa Home Couture Private Limited-resigned from the position of Director with effect from 07/12/2024
Terms and conditions for appointment/re-appointment	Non-Executive Director not liable to retire by rotation
Number of meetings of the Board attended during the year	**NIL**

ITEM NO. 6

Mr. Moon Goyal (**DIN:** 06831411) appointed as Whole-time Director for the period of 5 (Five) years by the Board of Directors at their Meeting held on 12th day of August, 2026 considered and approved subject to the approval of the members at the forthcoming 25th Annual General Meeting **("AGM")**, the reappointment of Mr. Moon Goyal (**DIN:** 06831411) as the Whole-time Director of the Company for a term of five years.

Mr. Moon Goyal (**DIN:** 06831411) 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. Moon Goyal (**DIN:** 06831411) has experience and expertise in the field of Capital Market, and having ample knowledge of more than 21 years in the field of accounts, finance and managing the business.

The 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. Moon Goyal (**DIN:** 06831411) 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. Moon Goyal (**DIN:** 06831411) 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.

Members of the Nomination and Remuneration Committee of the Company have recommended Board for reappointment of Mr. Moon Goyal (**DIN:** 06831411) Whole-time Director of the Company and payment of remuneration thereof as detailed in the resolution.

The Board of Directors recommends the Ordinary 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.

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	Moon Goyal
DIN	06831411
Nationality	Indian
Date of Appointment on Board	12/08/2026
Qualification	Graduate
Date of Birth	21/12/1981
No. of Shares Held and Shareholding (%) in company	2,46,000 equity shares held and **3.6** % of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. MSX Developers 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	NA
Remuneration paid or sought to be paid	Rs. 1,32,000/-
Relationship with other Directors/KMP/Manager	Mr. Moon is cousin brother of Mr. Satish Kumar Goyal, Managing Director of the Company and Mr. Ashok Kumar Goyal, Chairman and Whole-Time Director of the Company.
Nature of Expertise in specific functional areas	Having experience in Managing Business, leadership, organizational development.
Brief Resume	He has overall experience of more than 21 years in Bullion Trading and more than 14 years of experience in Real Estate Business. He has 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.
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	Appointed 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	**6**

ITEM NO. 6

Mr. Satish Kumar Goyal (**DIN:** 00095295) appointed as Managing Director for the further period of 5 (Five) years by the Board of Directors at their Meeting held on 24th day of August, 2026 considered and approved subject to the approval of the members at the forthcoming 25th Annual General Meeting **("AGM")**, the reappointment of Mr. Satish Kumar Goyal (**DIN:** 00095295) as the Managing Director of the Company for a term of five years.

Mr. Satish Kumar Goyal (**DIN:** 00095295) is not disqualified from being appointed as Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Managing 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. Satish Kumar Goyal (**DIN:** 00095295) as overall experience of more than 42 years. His dynamism helps us work as a team with dedication, devotion and determination, under his guidance Company witnessed a considerable and sustained growth. He converts the obstacles into stepping stones and moves up leaving the adversity gaping at him.

The appointment and remuneration of the Managing Director approved by the Nomination and Remuneration Committee.

The terms and conditions and remuneration for appointment of Mr. Satish Kumar Goyal (**DIN:** 00095295) 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 1^{st} 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. Satish Kumar Goyal (**DIN:** 00095295) 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).

Members of the Nomination and Remuneration Committee of the Company have recommended Board for reappointment of Mr. Satish Kumar Goyal (**DIN:** 00095295) Managing Director of the Company and payment of remuneration thereof as detailed in the resolution.

The Board of Directors recommends the Ordinary 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. Ashok Kumar Goyal, Whole-Time Director, being the relative, may be deemed to be interested in this resolution to the extent of re-appointment and remuneration which Mr. Satish Kumar Goyal (**DIN:** 00095295), is entitled to receive as Managing Director.

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. YTT Foundation 2. YTT Energies 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	-
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 60 years is a Graduate having experience of more than 42 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	**6**

By Order of the Board
FOR **O.P. CHAINS LIMITED**

Place: Agra
Dated: 24th August, 2026

Sd/-
Satish Kumar Goyal
Managing Director
DIN: 00095295

Sd/-
Moon Goyal
Additional Whole-time director
DIN: 06831411

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

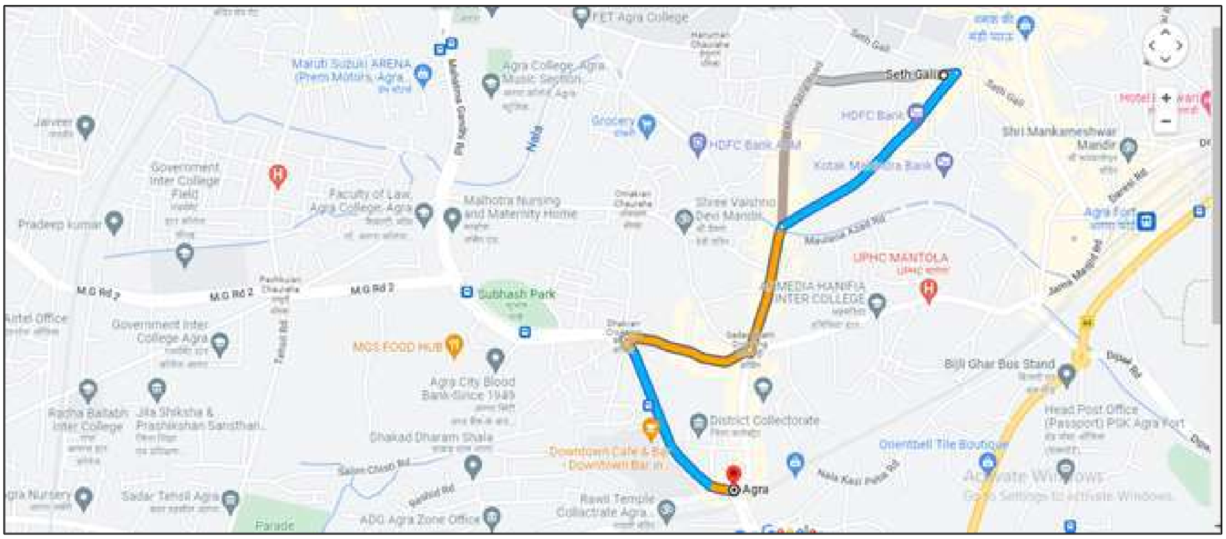
Name of the Director	**Ashok Kumar Goyal**
DIN	00095313
Nationality	Indian
Date of Appointment on Board	04/12/2001
Qualification	Graduate
Date of Birth	03/04/1963
No. of Shares Held and Shareholding (%) in company	13,82,000 equity shares held and **20.18**% of the Paid-Up Share Capital of the company
List of Directorships held in other Companies	1. Khush Infra Private Limited 2. AKG Prime Developers 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	N.A.
Remuneration paid or sought to be paid	-
Relationship with another Directors/KMP/Manager	Mr. Ashok Kumar Goyal is brother of Mr. Satish Kumar Goyal, Managing Director of the Company and cousin brother of Mr. Moon 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. Ashok Kumar Goyal is Chairman and Whole Time Director of our Company. He holds a degree in Bachelor of Commerce from Agra University. He has more than 45 years of experience in the field of gold and silver bullion industry. His dynamism helps us work as a team with dedication, devotion and determination, under his guidance Company witnessed a considerable and sustained growth and Company grew multifold in last few years.
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	2

ANNEXURES TO THE NOTICE

ROUTE MAP FOR VENUE OF 25th 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)
25th Annual General Meeting on Monday on 21st September, 2026

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 25th Annual General Meeting of the Company at 8/16 A, Seth Gali Agra Uttar Pradesh-282003 at 11.00 AM on Monday, 21st September, 2026.

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 25th Annual General Meeting of the Company to be held on Monday, the 21st September, 2026 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

O. P. CHAINS LIMITED

XXV (25^{TH}) ANNUAL GENERAL MEETING

Ordinary Business and Special Business		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors ('the Board') and auditors thereon.		
2.	To appoint a Director in place of Mr. Ashok Kumar Goyal (**DIN:** 00095313), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	Regularization Of Mr. Moon Goyal (**DIN**: 06831411) As Executive Non-Independent Director of The Company as per Sections 152, 160 and 161 of Companies Act, 2013		
4.	Regularization Of Mrs. Swapnla Gupta (**DIN**: 08213774) As an Independent Director of The Company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013		
5.	Regularization Of Mrs. Praneeta Varshney (**DIN**: 10347536) As an independent director of the company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013		
6.	Appointment Of Mr. Moon Goyal (**DIN**: 06831411) As Whole-Time Director of the Company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013		
7.	Re-Appointment of Mr. Satish Kumar Goyal (DIN: 00095295) as Managing Director of the company for a further term of 5 years pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013		

Signed this _____day of _____2026

Affix Revenue Stamp

Signature of Shareholder____________

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, 2026 together with the reports of the	Ordinary			

	Board of Directors ('the Board') and auditors thereon.				
2.	To appoint a Director in place of Mr. Ashok Kumar Goyal (**DIN:** 00095313), 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.	Regularization Of Mr. Moon Goyal (**DIN**: 06831411) As Executive Non-Independent Director of The Company as per Sections 152, 160 and 161 of Companies Act, 2013	Ordinary			
4.	Regularization Of Mrs. Swapnla Gupta (**DIN**: 08213774) As an Independent Director of The Company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013	Ordinary			
5.	Regularization Of Mrs. Praneeta Varshney (**DIN**: 10347536) As an independent director of the company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013	Ordinary			
6.	Appointment Of Mr. Moon Goyal (**DIN**: 06831411) As Whole-Time Director of the Company pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013	Ordinary			
7.	Re-Appointment of Mr. Satish Kumar Goyal (DIN: 00095295) as Managing				

	Director of the company for a further term of 5 years pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013				

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 25th 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 14^{th} September, 2026.

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.

O. P. CHAINS LIMITED

XXV (25^{TH}) ANNUAL GENERAL MEETING

UPDATION OF SHAREHOLDER INFORMATION

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

Updating 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