

To,  
Corporate Compliance Department  
Bombay Stock Exchange Ltd.  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

Dear Sir,

**Sub: BSE COMPLIANCE FOR HALF YEAR ENDED 30<sup>th</sup> SEPTEMBER, 2016**

**Ref: Scrip Code: 539116**

This is for your reference we herein provide Corporate Governance Report under Regulation 27(2) for the purpose of making disclosure to the Stock Exchange:

Kindly take the information on record.

Thanking You

Yours Faithfully,  
For **O. P. CHAINS LIMITED**

  


Swapnla Gupta  
[Company Secretary & Compliance Officer]  
Email : [cs@opchainsltd.com](mailto:cs@opchainsltd.com)

NAME OF LISTED ENTITY: O.P. CHAINS LIMITED

QUARTER ENDING: 30<sup>TH</sup> SEPTEMBER, 2016

| I. COMPOSITION OF BOARD OF DIRECTORS |                      |                              |   |  |         |  |  |   |
|--------------------------------------|----------------------|------------------------------|---|--|---------|--|--|---|
| TITLE (Mr./Ms)                       | Name Of The Director | PAN & DIN                    | Category (Chairperson /Executive /Non -Executive /Independent /Nominee) | Date of Appointment in the current term /cessation | Tenure* | No. of Directorship in Listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation) | Number of Memberships in Audit/Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/Stakeholder Committee held in Listed entities including this listed entity(Refer Regulation 26 (1) of Listing Regulations |
| Mr.                                  | Om Prakash Agarwal   | PAN-AAKPA8385 Q DIN-00095300 | Executive Director cum Managing Director                                | 04/12/2001   | 1       | 0  | 0  | 0   |
| Mr.                                  | Ashok Kumar Goyal    | PAN-AARPG3149 D DIN-00095313 | Chairman cum Executive Director   | 04/12/2001   | 1       | 1  | 0  | 0   |
| Mr.                                  | Satish Kumar         | PAN-AAPPG6375                | Executive Director  | 04/12/2001   | 1       | 0  | 0  | 0   |

|      |                          |  |   |            |       |   |   |   |  |
|------|--------------------------|--|---|------------|-------|---|---|---|--|
|      | Goyal                    | H<br>DIN-<br>00095295                      |   |            |       |   |   |   |  |
| Mrs. | Astha<br>Sharma          | PAN-<br>BGPPS3272<br>N<br>DIN-<br>01888937 | Non Executive-<br>Independent<br>Director | 01/07/2014 | 5 yrs | 1 | 0 | 0 |  |
| Mr.  | Rajesh<br>Kumar<br>Gupta | PAN-<br>ACNPG4255<br>C<br>DIN-<br>01048355 | Non Executive-<br>Independent<br>Director | 01/07/2014 | 5 yrs | 3 | 1 | 1 |  |
| Mr.  | Amol<br>Doneria          | PAN-<br>AEMPD550<br>ON<br>DIN-<br>06897314 | Non Executive-<br>Independent<br>Director | 01/07/2014 | 5 yrs | 1 | 1 | 1 |  |

PAN number of any director would not be displayed on the website would not be displayed on the website of the stock exchange.

Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen

\*to be filled only for independent director. Tenure would mean total period from which independent director is serving on board of directors of the listed entity in continuity without any cooling off period.

## II. COMPOSITION OF COMMITTEES

| NAME OF THE COMMITTEE     | NAME OF COMMITTEE MEMBERS | CATEGORY(Chairperson/Executive/Non-Executive/Independent/Nominee) |
|---------------------------|---------------------------|---|
| 1. Audit Committee        | Mr. Amol Doneria          | Chairperson/Non-Executive /Independent Director                   |
|                           | Mr. Rajesh Kumar Gupta    | Non-Executive /Independent Director                               |
|                           | Mr Ashok Kumar Goyal      | Executive/Whole Time Director                                     |
|                           | Mr. Rajesh Gupta          | Chairperson/Non-Executive /Independent Director                   |
| 2. Remuneration Committee | Mrs. Astha Sharma         | Non-Executive /Independent Director                               |

|   |   |  |  |
|---|---|--|--|
|   | Mr. Amol Doneria                                    | Non-Executive /Independent Director                                |  |
| 3. Stakeholders Relationship Committee  | Mr. Amol Doneria                                    | Chairperson/Non-Executive /Independent Director                    |  |
|   | Mr. Rajesh Gupta                                    | Non-Executive /Independent Director                                |  |
|   | Mr. Ashok Kumar Goyal                               | Executive/Whole Time Director                                      |  |
| 4. Risk Management Committee. Not Applicable  |   |  |  |
| <b>III. MEETING OF BOARD OF DIRECTORS</b>   |   |  |  |
| Date(s) of Meeting (if any) in the previous quarter   | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings in number of days |  |
| 30-04-2016  | 15-06-2016 ; 14-07-2016 ; 04-08-2016 ; 20-08-2016   | 45 Days  |  |
| <b>IV. MEETING OF COMMITTEES (AUDIT COMMITTEE)</b>  |   |  |  |
| Date(s) of meeting of the committee in the relevant quarter   | Whether requirement of Quorum met(details)          | Date(s) of meeting of the committee in the previous quarter        | Maximum gap between any two consecutive meetings in number of days |
| 26-07-2016  | Yes-All members present                             | 30-04-2016   | 86 Days  |
| This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional                                       |   |  |  |
| <b>V. RELATED PARTY TRANSACTIONS</b>  |   |  |  |
| Subject   | Compliance status (Yes/No/NA) refer note below      |  |  |
| Whether prior approval of audit committee obtained  | Yes   |  |  |
| Whether shareholder approval obtained for material RPT  | NA  |  |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | Yes   |  |  |
| Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. |   |  |  |

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

#### VI. AFFIRMATIONS

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration committee
  - c. Stakeholders relationship Committee
  - d. Risk Management Committee (applicable to top 100 listed entities)-Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
4. The meetings of board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before board of directors. Any comments/observations/advice of board of directors may be mentioned here. Since this is the First Report as per LODR, hence the same will be placed in the ensuing Board meeting.



Name: Mrs. Swapna Gupta

Designation: Company Secretary & Compliance Officer