

B P N & COMPANY.

Chartered Accountants

B. Floor, Padamdeep Tower,
G-10/8, Sanjay Place, Agra – 282 002
Tel. : +91 562 4009947
e-mail : canikhilgarg@gmail.com

Compliance Report on Corporate Governance Norms as on September 24, 2014

Name of the Issuer: O P Chains Limited ("The Company")

8/16 A, Seth Gall, Agra – 282003, Uttar Pradesh, India

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remark
I. Board of Directors	52 I	Yes	
(A) Composition of Board	52 (IA)	Yes	
(B) Non-Executive Directors' Compensation and Disclosure.	52 (IB)	Yes	
(C) Other Provisions as to Board and Committees.	52 (IC)	Yes	
(D) Code of Conduct	52 (ID)	Yes	Declaration would be done in next Annual Report
II. Audit Committee	52 (II)	Yes	
(A) Qualified & Independent Audit Committee	52 (IIA)	Yes	
(B) Meeting of Audit Committee	52 (IIB)	Yes	
(C) Powers of Audit Committee	52 (IIC)	Yes	
(D) Role of Audit Committee	52 (IID)	Yes	
(E) Review of Information by Audit Committee	52 (IIE)	Yes	
III. Subsidiary Companies	52 (III)	Yes	
IV. Disclosures	52 (IV)	Yes	
(A) Basis of Related Party Transactions	52 (IV A)	Yes	Will be complied in next Annual Report
(B) Disclosure of Accounting Treatment	52 (IV B)	Yes	Will be complied in next Annual Report
(C) Board Disclosures	52 (IV C)	Yes	Will be complied in next Annual Report
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	52 (IV D)	Yes	
(E) Remuneration of Directors	52 (IV E)	Yes	Will be complied in next Annual Report
(F) Management	52 (IV F)	Yes	Will be complied in next Annual Report
(G) Shareholders	52 (IV G)	Yes	Will be complied in next Annual Report
V. CEO/CFO certification	52 (V)	Yes	Will be complied in next Annual Report
VI. Report on Corporate Governance	52 (VI)	Yes	Will be complied in next Annual Report
VII. Compliance	52 (VII)	Yes	Will be complied in next Annual Report
Our Report on Corporate Governance is based on details as per Annexure A & B			

For B P N & COMPANY
Chartered Accountants


Nikhil Garg

Membership No. 407004

FRN No: 013887C

Partner

Date: 24-9-2014

Place: Agra

B P N & COMPANY.

Chartered Accountants

B. Floor, Padamdeep Tower,
G-10/8, Sanjay Place, Agra – 282 002
Tel. : +91 562 4009947
e-mail : canikhilgarg@gmail.com

Annexure A: Details of Board of Directors for compliance with Corporate Governance Clause:

Sr. No	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
1	<p>Name: Mr. Om Prakash Agarwal*</p> <p>S/o: Late Shri Raja Ram Agarwal</p> <p>Age: 72 Years</p> <p>Designation: Managing Director</p> <p>Address: 42, Gough Road, OP Mahendru Road, Agra Cantt, Agra -282001, Uttar Pradesh, India</p> <p>Experience: 50 Years</p> <p>Occupation: Business</p> <p>Qualifications: B. Com</p> <p>DIN: 00095300</p>	<p>Appointed as director upon incorporation.</p> <p>Re-appointed as MD w.e.f. August 08, 2014 till July 31, 2017 for a term of 3 years, vide AGM dated August 30, 2014</p> <p>Remuneration: ` 1.00 lac p.m</p>	<p>9,08,100 Shares</p> <p>(18.16%)</p>	1. Mega Real Estate Private Limited
2	<p>Name: Mr. Ashok Kumar Goyal</p> <p>S/o: Mr. Kailash Chand</p> <p>Age: 51 Years</p> <p>Designation: Chairman and Whole Time Director#</p> <p>Address: 31/12, Rawat Para, Agra Fort, PS Kotwali, Agra - 282003, Uttar Pradesh, India</p> <p>Experience: 30 Years</p> <p>Occupation: Business</p> <p>Qualifications: B. Com</p> <p>DIN: 00095313</p>	<p>Appointed as director since incorporation</p> <p>Re-appointed as whole-time director cum Chairman vide AGM dated August 30, 2014 w.e.f. September 01, 2014 till August 30, 2019 for a term of 5 years, subject to his liability to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013.</p> <p>Remuneration: ` 1.00 lac p.m</p>	<p>8,70,400 Shares</p> <p>(17.40%)</p>	1. Nalanda Sarv Infraventure Private Limited
3	<p>Name: Mr. Satish Kumar Goyal</p> <p>S/o: Mr. Kailsah Chand</p> <p>Age: 48 Years</p> <p>Designation: Whole Time Director</p> <p>Address: 106, Nehru Nagar, P.S. Hariparwat Agra -282002, Uttar Pradesh, India</p> <p>Experience: 20 Years</p> <p>Occupation: Business</p> <p>Qualifications: B. Com</p> <p>DIN: 00095295</p>	<p>Appointed as director since incorporation</p> <p>Re-appointed as Whole-time director vide AGM dated August 30, 2014 w.e.f. September 01, 2014 till August 30, 2019 for a term of 5 years, subject to his liability to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013</p> <p>Remuneration: ` 1.00 lac</p>	<p>8,70,400 Shares</p> <p>(17.40%)</p>	Nil

B P N & COMPANY.

Chartered Accountants

B. Floor, Padamdeep Tower,
G-10/8, Sanjay Place, Agra – 282 002
Tel. : +91 562 4009947
e-mail : canikhilgarg@gmail.com

Sr. No	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualifications & DIN	Date of Appointment	No. of Equity Shares held & % of Share holding (Pre Issue)	Other Directorships
	W/o: Mr. Arvind Sharma Age: 34 Years Designation: Independent & Non Executive Director Address: D-106, Ground Floor, Mahanagar Extension, Lucknow - 226006, Uttar Pradesh, India Experience: 12 Years Occupation: Service (Asth. Professor) Qualifications: B.Com, MBA and Pursuing PhD DIN: 01888937	Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019		
5	Name: Mr. Rajesh Kumar Gupta S/o: Mr. Om Prakash Gupta Age: 50 Years Designation: Independent & Non Executive Address: 701, Pushpanjali Apartment, Keshav Kunj, Pratap Nagar, Jaipur House, Agra - 282010, Uttar Pradesh, India Experience: 27 Years Occupation: Professional Qualifications: M.Com, M.A. (Economics) and FCMA (Cost Accountant) DIN: 01048355	Appointed as Non-Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019	Nil	<ul style="list-style-type: none"> • Advego Management Network Private Limited • Advego Health Insurance Services Private Limited
6	Name: Mr. Amol Doneria S/o: Mr. Dinesh Kumar Doneria Age: 37 Years Designation: Independent & Non Executive Address: 38/140, Moti Kunj, Lohamandi, PS Lohamandi, Agra - 282002, Uttar Pradesh, India Experience: 15 Years Occupation: Professional Qualifications: B.Com and CA DIN: 06897314	Appointed as Non-Executive Independent Director vide EGM dated June 30, 2014 Term : Five years w.e.f. 01-07-2014 to 30-6-2019	Nil	Nil

Compliance with Corporate Governance: The Company is in compliance with Corporate Governance Norms as per Clause 52 of the BSE SME Listing Agreement. Further the Board of Directors of the company consists of 6 directors of which 3 are Non-Executive & Independent Directors, which constitutes 50% of the Board of Directors and therefore the current composition of Board of Directors is in compliance with the requirements of Corporate Governance Norms as per Clause 52 of BSE SME Listing Agreement.



B P N & COMPANY.

Chartered Accountants

B. Floor, Padamdeep Tower,
G-10/8, Sanjay Place, Agra – 282 002
Tel. : +91 562 4009947
e-mail : canikhilgarg@gmail.com

Annexure B: Details of Committees as formed by the company for compliance with Corporate Governance Clause:

1. **Audit Committee:** The Company has re-constituted the Audit Committee vide Resolution of the Board of Director dated August 04, 2014. The constituted Audit Committee comprises following members and the committee shall meet at least 4 times a year:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Amol Doneria	Chairman	Non Executive-Independent Director
Mr. Rajesh Kumar Gupta	Member	Non Executive-Independent Director
Mr. Ashok Kumar Goyal	Member	Whole time director cum Chairman

The Company Secretary of The Company shall act as a Secretary to the Audit Committee.

2. **Stakeholder / Investors Relationship Committee:** The Company has formed the Stakeholder / Investors Relationship Committee vide Resolution of the Board of Director dated August 04, 2014. The constituted Stakeholder / Investors Relationship Committee comprises following the Chairman and members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Amol Doneria	Chairman	Non Executive-Independent Director
Mr. Rajesh Gupta	Member	Non Executive-Independent Director
Mr. Ashok Kumar Goyal	Member	Whole Time Director cum Chairman

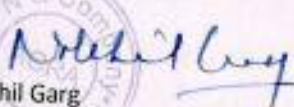
The Company Secretary of the Company shall act as a Secretary to the Shareholders / Investors Grievance Committee.

3. **Nomination and Remuneration Committee:** The Company has formed the Nomination and Remuneration Committee vide Resolution of the Board of Directors dated August 04, 2014. The Nomination and Remuneration/ Compensation Committee comprises following Chairman and the members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Rajesh Gupta	Chairman	Non Executive-Independent Director
Mrs. Astha Sharma	Member	Non Executive-Independent Director
Mr. Amol Doneria	Member	Non Executive-Independent Director

The Company Secretary of the Company shall act as a Secretary to the Remuneration Committee.

For B P N & COMPANY
Chartered Accountants


Nikhil Garg

Membership No. 407004

FRN No: 013887C

Partner

Date: 24-9-2014

Place: Agra