

# O/E/N India Limited

Regd. Office: XXIX/1479, Vyttila, Kochi - 682 019  
PH: (0484) 2301132, 2303709 FAX: (0484) 2302287, 2302211  
CIN: U31200KL1968PLC002169  
Email: sec@oenindia.com, Website: www.oenindia.com

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting of the Company will be held at the Registered Office of the Company at XXIX/1479, Vyttila, Kochi - 682 019 on Tuesday, the 29<sup>th</sup> September, 2015 at 10.00 A.M. to transact the following business:-

### As Ordinary Business:

1. To receive, consider and adopt Directors' Report and the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015 together with the Auditors' Report thereon.
2. To declare dividend.
3. To consider and, if thought fit, to pass with or without modification the following resolution:-  
"Resolved that Dr. D. Babu Paul (DIN No 00103047), a Director liable to retire by rotation and who seeks re-election, be re-appointed as a Director of the Company".
4. To consider and, if thought fit, to pass the following resolution with or without modification:-

### Ratification of Appointment of Auditors:

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Varma & Varma, Chartered Accountants, Kochi, as Auditors of the Company, made at the Annual General Meeting on 27-09-2014 for a period of five years, till the conclusion of the AGM for the year ending 31-03-2019, on such remuneration as may be determined by the Board of Directors from time to time be and is hereby ratified."

### As Special Business:

#### 5. Appointment of Mr. Thomas Thomas as Director

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

"RESOLVED that Mr. Thomas Thomas (DIN No.00743978), who was appointed as Additional Director of the Company with effect from 26<sup>th</sup> March, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

By order of the Board

Date : 1<sup>st</sup> September, 2015  
Kochi - 682 019

Sd/-  
(COMPANY SECRETARY)

### NOTES :

1. Explanatory statement relating to the resolution/ business mentioned in the notice as required by Section 102(1) of the Companies Act, 2013 is annexed to the notice.
2. Dividend as recommended by the Board of Directors if approved at the Annual General Meeting will be paid to those members whose names appear in the Register of Members as on 15<sup>th</sup> September, 2015.

3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll on his behalf and the proxy need not be a member. The proxy forms duly completed, stamped and signed must be deposited at the registered office of the company not less than 48 hours before the meeting.

Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. The Register of Members of the company will remain closed from 15<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive).

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

##### For Item No. 5

The Board of Directors appointed Mr. Thomas Thomas as an Additional Director with effect from 26<sup>th</sup> March, 2015. Directors recommend your acceptance and passing of the proposed resolution. None of the Directors, except Mr. T. Thomas, is concerned or interested in the resolution.

##### Details of Mr. Thomas Thomas

Age	69
Qualifications	BE (Electrical), MBA
Experience	46 years' experience in the field
Terms and conditions of appointment or re-appointment	No remuneration other than the fees mutually agreed to be payable as Consultant in his professional capacity
First appointment on the Board	On 20-12-2008 as Alternate director to Ms. Sunela Sarah Thomas
Shareholding in the company	300 equity shares of Rs.10/- each
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
The number of Meetings of the Board attended during the year	4
Other Directorships	NIL
Membership/ Chairmanship of Committees of other Boards	NIL

#### ROUTE MAP

