

# **O/E/N India Limited**

Regd. Office: XXIX/1479, Vyttila, Kochi - 682 019  
PH: (0484) 2301132, 2303709 FAX: (0484) 2302287, 2302211  
CIN: U31200KL1968PLC002169  
Email: sec1@oenindia.com, Website: www.oenindia.com

## **NOTICE TO THE MEMBERS**

NOTICE is hereby given that the 50<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 Friday, 21st September 2018 at 10.30 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 31st March 2018 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2018 together with the Auditor's Report thereon.
2. To declare dividend.
3. To consider and, if thought fit, to pass with or without modification the following resolution:-  
"Resolved that Ms.Sunela Sarah Thomas (DIN 01673840) a Director liable to retire by rotation and who seeks re-election, be re-appointed as a Director of the Company".

### **As Special Business:**

4. **Ratification of remuneration payable to Cost Auditors of the Company for Financial Year 2018-19**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, appointment of M/s BBS & Associates, Cost Accountants, Kochi-16, as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the Financial Year 2018-19, and payment of remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable tax and out of pocket expenses that may be incurred be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Date : 21<sup>st</sup> August, 2018  
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 7th September 2018
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 appropriate resolutions/ 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 7th September 2018 to 21st September 2018 (both days inclusive).

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

**For Item No. 4**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the Cost Auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company at its meeting held on 14th June 2018 has considered and approved the appointment of M/s BBS & Associates, Cost Accountants, Kochi-16, as the Cost Auditor of the Company for the Financial Year 2018-19 at a remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) plus applicable tax and out of pocket expenses that may be incurred.

The Board recommends the ratification of the remuneration payable to the Cost Auditor for the financial year 2018-19 by passing an ordinary resolution.

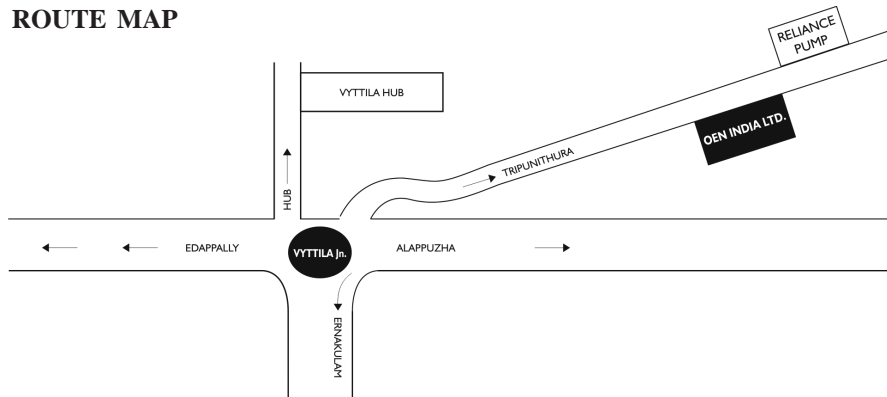
None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board

Date : 21<sup>st</sup> August, 2018  
Kochi - 682 019

Sd/-  
(COMPANY SECRETARY)

**ROUTE MAP**



**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)**

|                     |                                     |
|---------------------|-------------------------------------|
| CIN                 | U31200KL1968PLC002169               |
| Name of the Company | O/E/N INDIA LIMITED                 |
| Registered Office:  | XXIX/1479, Vyttila, Kochi - 682 019 |

|                          |
|--------------------------|
| Name of the shareholder: |
| Registered Address:      |
| E-mail ID:               |
| Folio No.                |

I / We, being the shareholder(s) of ..... shares of the above named company, hereby appoint:

|            |
|------------|
| Name:      |
| Address:   |
| E-mail ID: |
| Signature  |

Or failing him

|            |
|------------|
| Name:      |
| Address:   |
| E-mail ID: |
| Signature  |

Or failing him

Name:  
Address:  
E-mail ID:  
Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday the 21st September 2018 at 10.30 A.M., at XXIX/1479, Vyttila, Kochi-682019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution numbers:

- 1
- 2
- 3
- 4
- 5

Signed this ..... day of ..... 2018.

Signature of shareholder :

Signature of Proxy holder(s) :

**Note: 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.**