

# O/E/N India Limited

Regd. Office: XXIX/1479, Vyttila, Kochi - 682 019  
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## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 53<sup>rd</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, 28<sup>th</sup> September 2021 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 31<sup>st</sup> March 2021 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March 2021 together with the Auditor's Report thereon.
2. To declare Dividend for the financial year ended 31<sup>st</sup> March 2021.
3. To consider and, if thought fit, to pass with or without modification the following resolution:-  
"RESOLVED THAT Mr. Thomas Thomas (DIN 00743978) 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 FY 2021-22

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 2021-22, 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."

#### 5. Appointment of Ms. Roopa Anna George as Executive Director

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

"RESOLVED THAT pursuant to the recommendation of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Ms. Roopa Anna George (DIN 07155014) as Executive Director of the Company with effect from 1<sup>st</sup> April 2021, as well as the payment of salary, commission and perquisites

(hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the agreement between the Company and Ms. Roopa Anna George, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Roopa Anna George."

"RESOLVED FURTHER THAT the remuneration payable to Ms. Roopa Anna George (DIN 07155014), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized 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 Director(s) / Officers to give effect to the aforesaid resolution."

By order of the Board

Date : 24<sup>th</sup> August, 2021  
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 14<sup>th</sup> September 2021.**
- 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 14<sup>th</sup> September 2021 to 28<sup>th</sup> September 2021 (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 25<sup>th</sup> June 2021 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 2021-22 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 2021-22 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.

#### **For Item No. 5**

The Board of Directors of the Company vide resolution passed on 13<sup>th</sup> February 2021 approved appointment of Ms. Roopa Anna George (DIN 07155014) as Additional Director on the Board of the Company with effect from 1<sup>st</sup> April 2021 (designated as Executive Director) in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013. Ms. Roopa Anna George (DIN 07155014) shall hold office up to the date of the Annual General Meeting to be held on 28<sup>th</sup> September 2021 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting. Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration. This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

#### Nature of duties

The Executive Director shall have all powers necessary for the carrying on the business of the Company as per the terms and conditions detailed in the agreement between the Company and the Executive Director. She shall have the powers relating to Management of day to day affairs of the Company under the direction and supervision of the Chairman & Managing Director of the Company in the exercise of the whole or substantially the whole of the powers of management. Such powers and functions shall be exercised by her to assist the Chairman & Managing Director in the management of the affairs of the Company and subject to the superintendence and control of the Board of Directors.

#### Remuneration

The details of remuneration payable to Ms. Roopa Anna George and the terms and conditions of the appointment are given below:

- a) Salary: Rs.1,20,000/- per month in the scale (1,20,000-12,000-1,56,000-15,000-2,16,000).
- b) Perquisites as detailed below will be allowed for amounts not exceeding the ceiling limit as prescribed by Schedule V of the Companies Act 2013 as amended from time to time.
  - i) House Rent allowance or expenditure on hiring residential accommodation subject to a ceiling of 20% of the salary.
  - ii) Reimbursement of medical expenses actually incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
  - iii) Leave Travel concession for self and family to and from any place in India once a year.
  - iv) Recurring Professional membership or Association fee upto a maximum of two Associations. This will not include admission and life membership fees.
  - v) Expenditure on personal accident/health insurance by way of premium on an annual basis not exceeding Rs. 30,000/-.

For the purpose of perquisites under 'b' family shall mean the spouse, dependent children and the dependent parents of the Director.

- c) Perquisites mentioned hereunder be allowed subject to ceiling mentioned against each item here in addition to the perquisites detailed in clause (b) above.
- i) statutory benefits such as Provident Fund and Gratuity, to the extent and limits provided for in the prevailing statutes like EPF Act, Gratuity Act, etc
  - ii) option to join the Superannuation Scheme.
- d) Commission at the rate of 1% of the net profits of the Company for each year / period of account computed in the manner laid down in section 197 of the Companies Act 2013, apart from the salary and perquisites already provided to her (Computation for any period less than one year being made proportionately on time basis on profits for the year)
- e) One month's earned / privilege leave with full pay.
- f) Reimbursement of travel expenses and drivers' expenses incurred for the business of the Company.
- g) Reimbursement of telephone & internet expense at residence.
- h) Reimbursement of entertainment expenses, actually incurred for the business of the Company."

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company. Notice has been received from member signifying her intention to propose appointment of Ms. Roopa Anna George as Executive Director of the Company. Ms. Roopa Anna George is a shareholder of the Company holding 12600 equity shares.

Ms. Roopa Anna George, and Ms. Pamela Anna Mathew are interested directors and no other Director or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

By order of the Board

Sd/-

(COMPANY SECRETARY)

Date : 24<sup>th</sup> August, 2021  
Kochi - 682 019

## ROUTE MAP

