

# **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 51<sup>st</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, 27<sup>th</sup> September 2019 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 2019 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March 2019 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 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."

### **4. Appointment of Auditors:**

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

"Resolved that M/s.Varma & Varma, Chartered Accountants, Kochi-682016 be and are hereby appointed as auditors of the company for a period of five years, from the conclusion of this General Meeting till the conclusion of 56<sup>th</sup> Annual General Meeting on a remuneration to be decided by the Board of Directors from time to time in consultation with the Auditors."

### **As Special Business:**

#### **5. Ratification of remuneration payable to Cost Auditors of the Company for FY 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 2019-20, 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."

**6. Appointment of Mr. K V Sivadas as Independent 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 provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Sivadas Kambium Valappil (DIN 00306727), a non-executive Director who was appointed by the Board as additional director on 6<sup>th</sup> July 2019 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 3 years up to 5<sup>th</sup> July 2022.”

**7. Appointment of Mr. Rajesh Nambiar as Independent 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 provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Rajesh Nambiar (DIN 01449425), a non-executive Director who was appointed by the Board as additional director on 6<sup>th</sup> July 2019 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 5 years up to 5<sup>th</sup> July 2024.”

**8. Re-appointment / remuneration of Ms. Pamela Anna Mathew, Chairman & Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 196,197,203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule V (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment, revision in terms of appointment and remuneration of Ms. Pamela Anna Mathew, (DIN 00742735), who is going to attain the age of 70 years in February 2020 as Chairman & Managing Director of the Company, for a period upto 9<sup>th</sup> December 2023.”

“RESOLVED FURTHER THAT the remuneration paid to Ms. Pamela Anna Mathew, Chairman & Managing Director, as approved by the Nomination and Remuneration Committee shall be as under:

- a) Salary Rs.2,00,000/- per month with an annual increment of Rs.20,000/- per month (in the scale of Rs.2,00,000-20,000-3,00,000)
- b) Commission at the rate of 5% 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, subject to the provisions of ceiling as may be permissible from time to time under Section 196/197 and other applicable provisions if any of the Companies Act 2013.
- c) 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. Free residential accommodation with all facilities and amenities or house rent allowance in lieu thereof at the rate of 50% of the salary.
  - ii. Expenditure on gas, electricity, water and furnishing.

- iii. 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.
  - iv. Leave Travel concession for self and family once a year.
  - v. Club fees upto a maximum of two clubs. This will not include admission and life membership fees.
  - vi. Expenditure on personal Health/Accident insurance, Householder's policy Insurance by way of premium on an annual basis.
- d) Perquisites mentioned hereunder be allowed subject to ceiling mentioned against each item here in addition to the perquisite detailed in clause (c) above.
- i) Contribution to Provident Fund at 12% of the salary.
  - ii) Contribution to Superannuation Fund at 15% of the salary.
  - iii) Gratuity at one-half month's salary for each completed year of service.
- e) One month's earned/privilege leave with full pay.
- f) Use of Company's car with driver for Company's business and telephone at residence.
- g) Reimbursement of all entertainment expenses, actually incurred for the business of the Company.

“RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Ms. Pamela Anna Mathew as Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution the Board of Directors and/ or the Nomination and Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.”

By order of the Board

Sd/-

(COMPANY SECRETARY)

Date : 20<sup>th</sup> August, 2019  
Kochi - 682 019

**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 13th September 2019.**
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 13<sup>th</sup> September 2019 to 27<sup>th</sup> September 2019 (both days inclusive).**

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

**For Item No. 5**

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 6<sup>th</sup> July 2019 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 2019-20 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. 6**

The Board of Directors of the Company had appointed Mr.Sivadas Kambium Valappil (DIN 00306727) as an Additional Director in independent capacity of the Company with effect from 6<sup>th</sup> July, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr.Sivadas Kambium Valappil (DIN 00306727) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto 3 years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr.Sivadas Kambium Valappil signifying his candidature as an Independent Director of the Company. The Company has received a declaration of independence from Mr.Sivadas Kambium Valappil. In the opinion of the Board, Mr.Sivadas Kambium Valappil fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.oenindia.com](http://www.oenindia.com).

None of the Directors or Key Managerial Personnel and their relatives, except Mr.Sivadas Kambium Valappil, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

A brief profile of Mr.Sivadas Kambium Valappil including nature of his expertise, is given below:

Mr.K V Sivadas, with 47 years of professional experience in the electronic manufacturing sector currently serves on the Boards of FCI OEN CONNECTORS LIMITED, KERALA DIGITRONICS PVT LTD, QUARTZ TEK PVT LTD and MAHARAJ CONTINENTAL TRADES LIMITED.

He is a Mechanical Engineering Graduate from University of Kerala and has Master of Business Administration from University of Cochin.He started his career as a Trainee Engineer in Toshiba Anand Batteries during 1970 and left the firm as Works Manager in 1981. After a short span in Nigeria, he served Kerala State Electronics Development Corporation (KELTRON), a premier institution in the manufacturing of Control instrumentation Systems in the Country, and Namtech Electronics Devices Ltd, Bangalore, a Company set up in Collaboration with Citel, France engaged in the manufacture of electronic components used for the Telecommunication sector.

He worked for 13 years at FCI OEN connectors and retired during March 2010 and was responsible for the manufacturing activities besides being actively involved in several Technology transfers.

He also served Sree Sakthi paper Mills ,Cochin, a company manufacturing craft paper from waste paper, and supported its manufacturing activities till August 2017.

#### **For Item No. 7**

The Board of Directors of the Company had appointed Mr.Rajesh Nambiar (DIN 01449425) as an Additional Director in independent capacity of the Company with effect from 6<sup>th</sup> July, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr.Rajesh Nambiar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto 5 years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr.Rajesh Nambiar signifying his candidature as an Independent Director of the Company. The Company has received a declaration of independence from Mr.Rajesh Nambiar. In the opinion of the Board, Mr.Rajesh Nambiar fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.oenindia.com](http://www.oenindia.com).

None of the Directors or Key Managerial Personnel and their relatives, except Mr.Rajesh Nambiar, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

A brief profile of Mr.Rajesh Nambiar including nature of his expertise, is given below:

Rajesh Nambiar serves as Chairman and President of Ciena India. In this role, he is responsible for driving Ciena's continued success and growth in the country. Rajesh helps guide local customers and partners on their network transformation journey, gives Ciena a voice within government and industry associations, and leads Ciena India's growing employee base.

Prior to May, 2019 Rajesh was the General Manager and Global Leader of IBM's \$ 8 billion Application Services Business which built and managed software applications for clients worldwide. While based in Singapore, he was Managing Partner for Global Business Services at IBM for Southeast Asia where he led the consulting and application services business across six countries. He also served on the board of IBM India for more than 12 years. Rajesh successfully steered three major transformations for IBM:

Firstly in establishing an operating model to drive competitiveness through high level of global delivery leverage and simplified engagement model between markets and global teams.

Secondly setting up of the Services Integration Hub for IBM services with the objective of improving competitiveness and profitability across global markets by centralized solutioning, IP leverage, and resource & cost management.

Thirdly, directed a strategy to make IBM's Application Services business fit for the future in the context of disruptive paradigms related to AI/Automation & Hybrid Labour and the evolving future of knowledge work. All these transformations have had a lasting impact and they continue to drive in sustainable value for IBM.

Prior to joining IBM, Mr. Rajesh was with Tata Group for eighteen years and developed the company's business for the Eastern region of the United States. He was a member of the Corporate Think Tank for Tata Consulting Services and established the company's relationship with several Fortune 500 clients. He also served on the board of AP-Online, one of Tata's joint ventures.

Mr. Rajesh holds a master's degree in statistics from the Indian Statistical Institute and an Advanced Management degree from Harvard Business School.

#### **For Item No. 8**

Ms. Pamela Anna Mathew, (DIN 00742735) had been re-appointed as Managing Director of the Company with effect from 10<sup>th</sup> December 2013 for a period of 5 years on 20<sup>th</sup> June 2013. The term of office of Ms. Pamela Anna Mathew as Managing Director of the Company was expired on 9<sup>th</sup> December 2018. Considering her deep knowledge in various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that the services of Ms. Pamela Anna Mathew should be available to the Company for a further period of 5 years with effect from 10<sup>th</sup> December 2018 for smooth and efficient running of the business.

The Board of Directors of the Company at its meeting held on 22<sup>nd</sup> November 2018 had, subject to the approval of the Shareholders, reappointed Ms. Pamela Anna Mathew for a further period of 5 years from 10<sup>th</sup> December 2018. The payment of remuneration had already been approved by the Nomination & Remuneration Committee in its meeting held on 22<sup>nd</sup> November 2018. Later, she was re-designated as Chairman & Managing Director by the Board of Directors in its meeting held on 6<sup>th</sup> July 2019.

Ms. Pamela Anna Mathew will turn 70 in February 2020. As per the proviso to Sec 196(3) (a) of Companies Act the appointment of a person who has attained the age of seventy years may be made by passing a special resolution. Therefore the Board proposes to seek approval of the Shareholders of the Company, for the appointment and payment of remuneration, by a Special resolution, in order to adhere to multiple compliances.

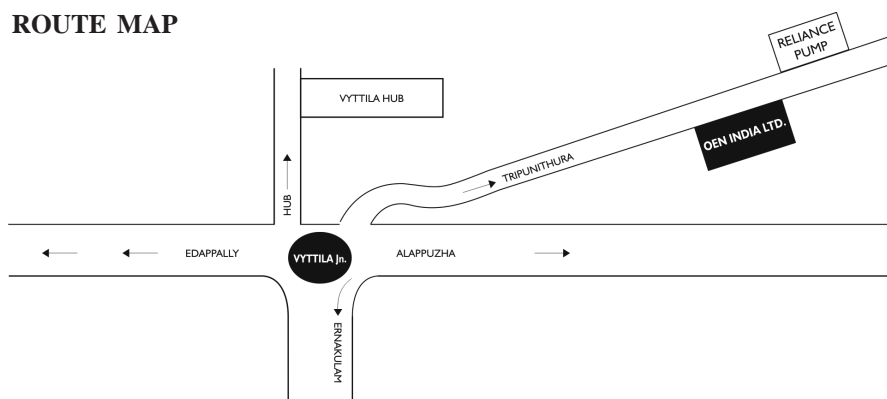
None of the Directors or Key Managerial Personnel and their relatives, except Ms. Pamela Anna Mathew being the person who is getting appointed, and Ms. Sunela Sarah Mathew being relative of Ms. Pamela Anna Mathew, are concerned or interested (financially or otherwise) in this Resolution.

By order of the Board

Date : 20<sup>th</sup> August, 2019  
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 27<sup>th</sup> September 2019 at 10.30 A.M., at XXIX/1479, Vyttila, Kochi-682 019 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 ..... 2019.

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.**