

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 49th Annual General Meeting of the company will be held at the Registered Office of the Company at XXIX/1479, Vyttila, Kochi - 682 019 on Thursday, 14th September 2017 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 31st March 2017 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2017 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 (DIN00743978) 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. Ratification of remuneration payable to Cost Auditors of the Company for FY 2017-18

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 2017-18, and payment of remuneration of Rs.1,00,000/- (Rupees One Lakh 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 : 21st August, 2017
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 31st August 2017.
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 31st August 2017 to 14th September 2017 (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 28th June 2017 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 2017-18 at a remuneration of Rs.1,00,000/- (Rupees One Lakh 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 2017-18 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 : 21st August, 2017
Kochi - 682 019

Sd/-
(COMPANY SECRETARY)

ROUTE MAP

