

O/E/N India Ltd
Regd. Office: XXIX/1479, Vyttila, Kochi - 682 019
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CIN: U31200KL1968PLC002169
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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 54th Annual General Meeting of the company will be held at the Registered Office of the Company at XXIX/1479, Vyttila, Kochi-682019 on Wednesday 28th September 2022 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 2022 and Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March 2022 together with the Auditor's Report thereon.
2. To declare Dividend for the financial year ended 31st March 2022.
3. To consider and, if thought fit, to pass with or without modification the following resolution:-
"RESOLVED THAT Ms. Sunela Sarah Mathew (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 FY 2022-23**

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 2022-23, and payment of remuneration of Rs.1,30,000/- (Rupees One Lakh Thirty 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. **Re-Appointment of Mr. Sivadas Kambium Valappil as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of sections 149,152 and other applicable provisions, if any, of 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 of the Company, 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 re-appointment, be and is hereby appointed as an Independent Director of the Company for a period of 3 years with effect from 6th July 2022."

6. Appointment of Mr. Celestine Sebastian Vettical 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. Celestine Sebastian Vettical (DIN 03633044), a non-executive Director who was appointed by the Board as additional director on 29th March 2022 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 28th March 2027.”

By order of the Board

Sd/-

Date : 29-07-2022
Kochi - 682 019

(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 14th September 2022.**
- 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 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 14th September 2022 to 28th September 2022**

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 26th May 2022 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 2022-23 at a remuneration of Rs.1,30,000/- (Rupees One Lakh Thirty 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 2022-23 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 at its meeting held on 6th July 2019 had appointed Mr. Sivadas Kambium Valappil (DIN 00306727) as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members in the Annual General Meeting had appointed Mr. Sivadas Kambium Valappil (DIN 00306727) as an Independent Director to hold office for a term of 3 years w.e.f. 6th July 2019 . Accordingly, the tenure of Mr. Sivadas Kambium Valappil, as an Independent Director was due for expire on 5th July 2022. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Sivadas Kambium Valappil to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Sivadas Kambium Valappil during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 29th March 2022 has considered, approved and recommended the re-appointment of Mr. Sivadas Kambium Valappil as an Independent Director for a second term of 3 years with effect from 6th July 2022, to the Board of Directors for their approval. The Board of Directors at its meeting held on 26th May , 2022 has approved the proposal for reappointment of Mr. Sivadas Kambium Valappil as an Independent Director for a second term of 3 consecutive years with effect from 6th July 2022. The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in item no. 5 of the notice.

Except Mr. Sivadas Kambium Valappil, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

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.6

The Board of Directors of the Company had appointed Mr. Celestine Sebastian Vettical (DIN 03633044) as an Additional Director in independent capacity of the Company with effect from 29th March, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Celestine Sebastian Vettical (DIN 03633044) 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 up to 5 years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Celestine Sebastian Vettical signifying his candidature as an Independent Director of the Company. The Company has received a declaration of independence from Mr. Celestine Sebastian Vettical. In the opinion of the Board, Mr. Celestine Sebastian Vettical 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.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Celestine Sebastian Vettical (DIN 03633044) 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. Celestine Sebastian Vettical (DIN 03633044) including nature of his expertise, is given below:

Celestine Sebastian Vettical is an Entrepreneur, Technology Executive and Investor with over 25 years of industry experience. He is the Founder & CEO of inerG. Inc, an Energy Data and Asset Management Software Platform company, making easier risk mitigation and profit optimization of energy assets while driving initiatives for a carbon neutral future. He is also a co-founder and executive chairman of Almika providing smarter and more sustainable electricity services and renewable energy finance solutions.

He was previously the Founder and CEO of Perfomix, an oilfield technology platform company that provides tools to enhance the performance of oil & gas reservoirs, which was acquired by Baker Hughes (NASDAQ: BKR) in 2014. At Baker Hughes, Celestine was a VP responsible for managing the company's next generation of remote operations solutions and intelligent digital oilfield initiatives. Celestine was the co-inventor and CTO at Pi Electronics, which developed the self-service mailing machines located in US post offices. He was also a co-founder of Paymetric, a leading enterprise payment solutions software company and SAP partner.

Besides these entrepreneurial endeavors, Celestine was the global head of strategic initiatives & alliances at Cognizant Technology Solutions (NASDAQ: CTSH). Prior to that, he was the worldwide manufacturing industry solutions director at **Microsoft**. His primary responsibility was to lead the development of Microsoft's global strategy for enterprise business solutions in the manufacturing industry. Celestine spent the early eight years of his corporate career at **SAP**, holding strategic positions in marketing, business development, pre-sales and consulting.

He is a governing board member of Greater Houston Community Foundation and a founding member of its Center for Family Philanthropy. He was a board member of industry standards organization MESA, the Manufacturing Enterprise Solutions Association. He is a member of the Society of Petroleum Engineers.

He holds a B.S. in Electronics Engineering from National Institute of Technology (NIT), Calicut, India, M.S. in Computer Science from University of Houston and participated in various Executive Management training programs.

Date :29-07-2022
Kochi - 682 019

By order of the Board
Sd/-
(COMPANY SECRETARY)