

## FCI OEN CONNECTORS LTD.

Regd.Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019

CIN: U32104KL1981PLC003348

Tel. No.: +91 484 4090700

Website: www.fcioen.in

### NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Friday, the 23<sup>rd</sup> day of February 2018 at Hotel Livanta, Petta Junction, Poonithura, Cochin - 682 038 at 3.00 p.m. to transact the following **Special Business**:

#### 1. REDUCTION OF SHARE CAPITAL OF THE COMPANY

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

**“RESOLVED THAT** pursuant to Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of the Share Capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013, if any, for the time being in force including statutory amendments and re-enactments, if any, along with the enabling provisions of the Articles of Association of the Company and subject to the sanction by the jurisdictional National Company Law Tribunal and such other approvals, consents, permissions or sanctions of any other regulatory authorities, as may be required and the terms and conditions or such modifications as may be prescribed by the National Company Law Tribunal or the regulatory authorities, the consent of the Members be and is hereby accorded for the reduction of share capital of the Company by INR 13,92,810 divided into 1,39,281 shares of INR 10/- each out of the existing paid-up share capital of the Company of INR 6,30,52,390 (Six Crores Thirty Lakhs Fifty Two Thousand Three Hundred and Ninety Only) divided into 63,05,239 (Sixty Three Lakhs Five Thousand Two Hundred and Thirty Nine Only) fully paid-up equity shares of INR 10/- each which would subsequent to the capital reduction be INR 6,16,59,580 (Rupees Six Crores Sixteen Lakhs Fifty Nine Thousand Five Hundred and Eighty Only) divided into 61,65,958 (Sixty One Lakhs Sixty Five Thousand Nine Hundred and Fifty Eight Only) fully paid-up equity shares of INR 10/- each.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby also accorded for cancellation of the said 1,39,281 (One Lakh Thirty Nine Thousand and Two Hundred and Eighty One) fully paid-up equity shares of INR 10/- each for a consideration of INR 767 (Rupees Seven Hundred Sixty Seven Only) per equity share aggregating to INR 10,68,28,527 (Rupees Ten Crores Sixty Eight Lakhs Twenty Eight Thousand Five Hundred and Twenty Seven Only) payable in cash to Non-Promoter Shareholders.

**RESOLVED FURTHER THAT** the Members be and hereby authorise the Board of Directors of the Company or such other officer or consultant identified by the Board to agree to modifications or conditions that may be directed or stipulated by the National Company Law Tribunal and/or any other authority, provide declarations, affidavits, addendum and to take all necessary steps and actions for the purposes of giving effect to the reduction of the share capital of the Company as aforesaid which they in their discretion deem fit and consider not to be in prejudicial interest of the Company.

By Order of the Board  
For **FCI OEN Connectors Limited**

Vidyalakshmi B.  
Company Secretary

Place: Cochin  
Date: 19.01.2018

## **FCI OEN CONNECTORS LTD.**

### **Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached herewith as **Annexure-I**.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form pursuant to Section 105(6) of the Companies Act, 2013 is attached herewith as **Annexure-II**. All alterations made in the Form of Proxy should be initialled. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the scheduled time for commencement of the Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Only registered equity shareholders, as on 16.02.2018, i.e. the cut-off date of the Company may attend and vote either in person or by proxy or by an authorised representative under Section 113 of the Companies Act, 2013 at the equity shareholders' meeting.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such holding will be entitled to vote.
7. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
8. Attendance slip duly signed by the Shareholders to be submitted at the Meeting. The Format has been attached herewith as per clause 1.2.10 of the Secretarial Standard on General Meetings, as **Annexure-III**. The Members need to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the EGM hall.
9. Route Map to reach to the venue of the Meeting is attached herewith as **Annexure-IV**.
10. Members, who hold the shares in physical form, are requested to provide their email id, in case the same has not been provided earlier and notify changes if any, in their address/e-mail id/ECS mandate/ bank details to the Registrar & Transfer Agent (RTA) of the Company M/s. Cameo Corporate Services Limited, having office at Subramanian Building, No.1, Club House Road, Chennai 600 002, for the purpose of receiving communication electronically and the Members who hold their shares in demat form are requested to do the same through their depository participant.
11. A copy of the Notice of the Extraordinary General Meeting, stating the process and the manner of e-voting at the EGM, Attendance slip and Proxy form are sent by electronic mode to all those Members whose email address are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. In respect of Members who have not registered their email address physical copies of the notices are sent by the permitted mode.

12. The Notice of the EGM and other attachments will also be available on the Company's website at <http://www.fcioen.in/> for download by the Members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on working days up to the date of EGM.

13. Information relating to e-voting are as follows:

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as substituted by Companies (Management and Administration) Amendment Rules, 2015), the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by depositories as on the cut-off date of 16<sup>th</sup> day of February 2018 only shall be entitled to avail the facility of remote e-voting or voting at EGM through polling paper.

The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at EGM and his/her vote, if any, cast at the EGM, shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, the 20<sup>th</sup> day of February 2018 at 9.00 a.m. and ends on Thursday, the 22<sup>nd</sup> day of February, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The Company has fixed 16<sup>th</sup> day of February 2018, as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of the provisions of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for voting by way of physical ballot/polling paper. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the EGM through polling papers/ballot papers for all businesses specified in the accompanying the Notice. Company will send EGM Notice to those persons, who has acquired shares and become Members of the Company after dispatch of notice till the cut-off date i.e. 16<sup>th</sup> day of February 2018.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in physical form should enter Folio number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

## FCI OEN CONNECTORS LTD.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter the login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (xii) Click on EVSN for the relevant FCI OEN Connectors Ltd on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE INK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store

## **FCI OEN CONNECTORS LTD.**

respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name: Mr. Rakesh Dalvi, Designation: Deputy Manager, Address: Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400013, Contact No.: 18002005533, Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Explanatory Statement under Section 102 of the Companies Act, 2013****SPECIAL BUSINESS**

As on the date, Promoters hold 97.79% of the Company and the balance 2.21% is held by Non-Promoter Shareholders. The Company proposes to cancel and extinguish the equity shares held by the Non-Promoter Shareholders by paying cash in lieu of equity shares held by them for the following reasons.

The equity shares of the Company were listed on BSE Limited (Scrip code: 504250), National Stock Exchange of India Limited (Scrip Code: OENCONNECT) and Cochin Stock Exchange Limited where 31.69% of the paid-up capital was held by the public shareholders. On delisting, shares were not lucrative for trading and lead to loss of liquidity and the public shareholding was reduced to 9.67% of the paid-up capital of the Company. In order to ease the hardship caused to the equity shareholders, the Promoter Group offered to acquire balance equity shares from the shareholders of the Company which caused further reduction of the stake of the Non-Promoter Shareholders from 9.67% to a meagre 2.21% of the paid-up capital of the Company.

The Company has been receiving continuous request from Non-Promoter Shareholders to provide an exit opportunity. In consideration of these requests, the Company proposes to provide an exit opportunity to the Non-Promoter Shareholders holding 1,39,281 equity shares representing 2.21% of the paid-up capital of the Company by paying off INR 767 (Seven Hundred Sixty Seven Only) per equity share of face value INR 10/- each aggregating to INR 10,68,28,527 (Ten Crores Sixty Eight Lakhs Twenty Eight Thousand Five Hundred and Twenty Seven Only).

Given the high cost involved in handling and serving current strength of Members, the Company stand to benefit from cost reduction when the number of shareholders reduces under the proposed capital reduction.

In view of the above, the Board of Directors of the Company at its meeting held on 19<sup>th</sup> January 2018 considered and approved reduction of share capital of the Company in accordance with the provisions of Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company), Rules 2016 and other applicable provisions for the time being in force.

The proposed reduction is intended to reduce the number of Non Promoter shareholders and this capital reduction does not envisage reduction in the amount payable to any of the creditors or any compromise or arrangement with the creditors on date. Accordingly, this process is not likely to be prejudicial or adversely affect the position or interest of the creditors of the Company. Nevertheless, the Company has assets in excess of all its liabilities. Further, the proposed reduction would not in any way adversely impact the ordinary operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.

The Directors of your Company therefore recommend the adoption of the said Special Resolution for reduction of share capital of the Company in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out above except to the extent of their shareholding.

By Order of the Board  
For **FCI OEN Connectors Limited**

Vidyalakshmi B.  
Company Secretary

Place: Cochin  
Date: 19.01.2018

**FCI OEN CONNECTORS LTD.**

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019  
 Tel.: +91-484-4090700, Website: www.fcioen.in, CIN: U32104KL1981PLC003348

**Form No. MGT-11****FORM OF PROXY**

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the  
 Companies (Management and Administration) Rules, 2014.

Venue of the Meeting : Hotel Livanta, Petta Junction, Poonithura, Cochin - 682 038

Day, Date & Time : Friday, 23<sup>rd</sup> February 2018 at 3.00 p.m.

Name of the Member(s)

Registered Address

Email ID

Folio No. / DP CL ID\*

I/We, being the Member(s) of..... holding ..... Number(s)  
 of shares of the above named Company, hereby appoint.

- |                                   |                                  |
|-----------------------------------|----------------------------------|
| 1. Name<br>Address:<br>Signature: | E-mail ID:<br><br>or failing him |
| 2. Name<br>Address:<br>Signature: | E-mail ID:<br><br>or failing him |
| 3. Name<br>Address:<br>Signature: | E-mail ID:                       |

as my/our Proxy to attend vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on the 23<sup>rd</sup> February 2018 at 3.00 p.m. and at any adjournment thereof) in respect of such resolutions as are indicated below;

Resolution No.:	Resolutions Proposed
	<b>Special Business</b>
1.	Reduction of share capital of the company

Signature(s) of Shareholder(s)

Affix one  
rupee  
revenue  
stamp

Signature of Proxy Holder(s)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

**Notes:**

- The form should be signed across the stamp as per specimen signature registered with the Company
- This form of proxy in order to be effective should be duly completed deposited at the Registered office of the company not less than forty eight hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.





**FCI OEN CONNECTORS LTD.**

Regd. Office: XXIX/2089, Tripunithura Road, Thykoodam, Cochin - 682 019  
Tel.: +91-484-4090700, Website: www.fcioen.in, CIN: U32104KL1981PLC003348

**ATTENDANCE CARD**

**EXTRAORDINARY GENERAL MEETING**

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company held on 23<sup>rd</sup> February 2018 at the Registered Office of the Company.

Folio No.	
Name of the Shareholder	
Number of shares held	
Name of Proxy (if any)	

Signature of the Shareholder/Proxy/Representative\*

**Note:**

1. Shareholder/Proxy holder must bring the Attendance slip to the meeting and hand it over at the entrance duly signed
2. \*Strike out whichever is not applicable



**ROUTE MAP TO THE VENUE OF  
THE EXTRAORDINARY GENERAL MEETING**

**Hotel Livanta, Petta Junction, Tripunithura**



