



Oceanaa Biotek Industries Limited

Regd. off.
15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.
No. 6, 1st Floor, Wellington Estate Comple,
No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.
Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990
E-mail: obil@oceanaabiotek.com

NOTICE OF ANNUAL GENERAL MEETING

OCEANAA BIOTEK INDUSTRIES LIMITED

CIN: L15549TN2005PLC057919

Registered Office: No.15, Zackaria Colony, 4th Street, Choolaimedu,

Chennai – 600 094, Tamil Nadu

Phone : 044-3024 1900, Fax : 044-3024 1990

Email : obil@oceanaabiotek.com

NOTICE is hereby given that the 12th Annual General Meeting of the members of the Company will be held on, **WEDNESDAY, AUGUST 23, 2017 AT 11:00 A.M. AT THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU** to transact the following businesses.

ORDINARY BUSINESS:

Item No 1 – Adoption of financial Statements

To receive, consider and adopt the audited Balance sheet as at 31st March, 2017 and Profit and Loss Account for the year ended 31st March, 2017 and the reports of Directors and Auditors thereon.

Item No 2 – Declaration of Dividend

To declare a final dividend of Rs.0.60 per equity share of face value of Rs. 10/- each, for the year ended March 31, 2017.

Item No 3 - Re-appointment of M/s. Elangovan and Co., Chartered Accountants, Chennai

To consider passing the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors of the Company, the re-appointment of M/s. Elangovan and Co, Chartered Accountants, having Firm Reg.No:006990S, Chennai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the forthcoming four Annual General Meeting, subject to ratification as to the said appointment at every Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditor, be and is hereby ratified.”



Oceanaa Biotek Industries Limited

Regd. off.
15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.
No. 6, 1st Floor, Wellington Estate Comple.
No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.
Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990
E-mail: obil@oceanaabiotek.com

Item No 4 - To appoint a Director in place of Mr. Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider passing the following resolution as an Ordinary Resolution

"**RESOLVED THAT** Mr. Joseb Raj (holding DIN 00848819), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No 5--Regularisation of Ms. Lithya Joseb as Director of the Company

To consider passing the following resolution as an Ordinary Resolution

"**RESOLVED THAT** Ms. Lithya Joseb (holding DIN 06869287), appointed as Additional Director in the meeting of the Board of Directors whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as a Director of the Company."

Item No 6- To Maintain Statutory Register and Records at Corporate Office of the Company

To consider passing the following resolution as an Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013, and other applicable rules made thereunder including any statutory modifications or enactments or re-enactments thereof, consent of the Company be and is hereby accorded to keep and maintain Statutory Register and records, copies of all annual returns and copies of certificates and other documents in Corporate office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU"

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

**Date: July 31, 2017
Place: Chennai**

**Vimalla Joseb
Managing Director
DIN: 00849207**



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

Notes:

- a) Notice of the AGM together with Annual Report for the F.Y.2016-2017 has been sent to all members by permitted mode at their address registered with the Company and/ or electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission/physical dispatch of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2016-2017 are available on the Company's website www.oceanaabiotek.com.
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, August 21, 2017 to Wednesday, August 23, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and such a proxy need not to be a member of a company.
- d) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.
- e) Members/Proxies are please requested to bring their copies of annual report to the meeting.
- f) Members/Proxies are requested to fill the Attendance slip for attending the meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- h) All documents referred to in this Notice/Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 A.M. to 6.00 P.M.) on all working days including Saturday (from 9.30 A.M. to 1.30 P.M.) and including the date of the Annual General Meeting of the Company.
- i) Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold in physical form are requested to write their Folio number in the attendance slip for attending the meeting.



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Complex,

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

- j) All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of the Annual General Meeting.
- k) The electronic copy of the AGM notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all shareholders whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Company, inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.
- l) The information on the Directors' re-appointment is provided as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Director has submitted the required declarations/information for his re-appointment.
- m) Consent letter of the proposed Auditors M/s. Elangovan and Co., Chartered Accountants, Chennai, can be inspected at the Corporate Office of the Company.
- n) The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, subject to approval of the shareholders and provisions of the Companies Act, 2013 & SEBI regulations, if any will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on August 23, 2017. The final dividend is Rs.0.60 per equity share of face value of Rs.10/- each.
- o) Members whose shareholding is in electronic mode are requested to direct any change in their personal particulars to their respective Depository Participant(s).
- p) Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents and/or to the Company.

M/s. Big Share Services Private Limited

1st Floor, Bharat Tin Works Building,
Marol Maroshi Road, Andheri East,
Mumbai 400059, Maharashtra

investor@bigshareonline.com

M/s. Oceanaa Biotek Industries Limited

No.6, 1st Floor, Wellington Estate,
No.53, EthirajSalai, Egmore
Chennai – 600 008, Tamil Nadu

obil@oceanaabiotek.com



Oceanaa Biotek Industries Limited

Regd. off.
15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.
No. 6, 1st Floor, Wellington Estate Comple.
No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.
Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990
E-mail: obil@oceanaabiotek.com

Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders” tab to cast your votes.
- iv. Select the Electronic Voting Sequence Number (“EVSN”) **170731002** along with “Oceanaa Biotek Industries Limited” from the drop down menu and click on Submit.
- v. Now, fill up the following details in the appropriate boxes:

	For members holding shares in demat form	For members holding shares in physical form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Any one	



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <obilagm> in the PAN field

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). 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. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii. You can also update your mobile number and e-mail ID in your demat account, which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.

ix. For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in the Notice of AGM.

x. 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.

xi. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

xii. 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.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
2. The voting period begins on 20th August, 2017 (10:00 am) and ends on 22nd August, 2017 (5:00pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th August 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th August 2017.
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
7. Mr. R. Balasubramanian, Practicing Company Secretary (Membership No. ACS 30556, CP No. 11979) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of total votes cast in favor or against, if



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oceanaabiotek.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

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

Item No.5. – Regularisation of Ms. Lithya Joseb as Director of the Company

Statement pursuant to Section 102(1) of the Companies Act, 2013

The Board of Directors at their meeting held on 13th August, 2016 appointed Ms. Lithya Joseb as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 Articles of Association of the Company holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director subject to approval of Shareholders in General meeting.

Ms. Lithya Joseb, holds a Master’s Degree in Food Technology, and is in charge of the administrative affairs of the company. The Board considers that Ms. Joseb’s association would be of immense benefit to the Company and is desirable to avail her services as a Director. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Ms. Lithya Joseb as Director. Accordingly, the Board recommends the Item no. 5, in relation to appointment of Ms. Lithya Joseb as Director, respectively, for the approval by the shareholders of the Company.

None of the Directors, except Mr. A Joseb Raj and Ms. Vimalla Joseb and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the ordinary resolution set out under Item No. 5 of the Notice.

Item No.6. – Maintenance Statutory Register and Records at Corporate Office of the Company

Statement pursuant to Section 102(1) of the Companies Act, 2013

In the interest of operational and administrative convenience, it is proposed to maintain the Statutory Registers and records, copies of all annual returns and copies of certificates and other related documents in the Corporate office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU, a place other than its registered office.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Register and other records etc are to be kept. The Board recommends the special resolution set out under Item No.6 of the Notice for approval by the shareholders.



Oceanaa Biotek Industries Limited

Regd. off.

15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.

Corp.off.

No. 6, 1st Floor, Wellington Estate Comple.

No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.

Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990

E-mail: obil@oceanaabiotek.com

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 6 of the Notice.

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Date: July 31, 2017

Place: Chennai

**VIMALLA JOSEB
MANAGING DIRECTOR
DIN: 00849207**