

SCRUTINIZER'S REPORT

FOR

**VOTING CONDUCTED THROUGH BALLOT AT THE
25th ANNUAL GENERAL MEETING
HELD ON 28th September, 2018**

OF

Oceanic Foods Limited

(CIN: L15495GJ1993PLC019383)

**CS PURVI DAVE
SCRUTINIZER**

.....
PARTNER

***MJP* ASSOCIATES
PRACTISING COMPANY SECRETARIES**



30th September, 2018

To,
Shri Vinodrai Patel
Chairman & Managing Director,
OCEANIC FOODS LIMITED
Opp. Brooke Bond Factory P. N. Marg,
Jamnagar - 361002, Gujarat

Sub:- Scrutinizer's Report on Ballot Voting conducted at the 25th Annual General Meeting of Oceanic Foods Limited (the Company) held at the Registered Office of the Company on Friday, September 28, 2018.

Dear Sir,

The Board of Directors of the Company, at their Meeting held on 30th August, 2018 has appointed CS (Ms.) Purvi Dave, Partner of *MJP Associates*, Practising Company Secretaries, Rajkot as the Scrutinizer for the voting to be conducted by poll at 25th Annual General Meeting of the Equity Shareholders of the Company in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014.

Report on Scrutiny is as under :

- ❖ As prescribed in proviso of Rule 20 (2) the Companies (Management and Administration) Rules, 2014 and amendments Rules, 2015 the said company is listed on SME exchange of BSE Ltd (being Enterprise) as referred in the Chapter XB or Chapter XC of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is not required to provide the facility of vote by electronic means. Due to exemption under said rules for evoting the company does not have to provide Electronic Voting facility for the resolutions considered in the AGM-2018.
- ❖ Link Intime (India) Private Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- ❖ The Company had uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company along with Annual report.



Continue on next page

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- ❖ As informed by the Management of the company, the notice of annual general meeting was sent to all the members, whose name appeared in the Register of Members as on Monday August, 31 2018.
- ❖ The facility to vote through Ballot Paper was provided to facilitate the members who were physically present in the Annual General Meeting at the venue.
- ❖ On September 28, 2018 after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, in the presence of Ms. Drishti Vaghasiya, and Ms. Jelin Dodiya, who acted as the witnesses as prescribed in Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.
- ❖ After the voting at the AGM was concluded, 1 (One) ballot box kept for the purpose of casting of votes were locked with due identification marks placed thereon. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- ❖ Thereafter, I, CS Purvi Dave as a Scrutinizer, have duly compiled details of the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows :

The summary of the voting conducted at the venue of AGM by way of ballot papers is as under:

Details	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	8	8
Total number of Shares held by them	1997063	1997063
Valid votes	As mentioned under each one of the Resolution(s) hereunder.	
Abstained/Invalid Votes	As mentioned under each one of the Resolution(s) hereunder.	

Note: Percentage of votes casted in 'favour' or 'against' the Resolutions are calculated based on valid votes cast through physical voting at the venue of the meeting.



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Results of voting by ballot papers for Ordinary Resolution are as under :

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31st March, 2018 and Reports of the Board of Directors and Auditors thereon :

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To appoint Mr. Vinodrai D. Patel, [DIN: 00083526] as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1254563	100%	Nil	Nil	*742500
TOTAL	1254563	100%	Nil	Nil	*742500

Note : * As Mr. Vinodrai D Patel is Promoter and being interested in the Resolution no. 2 so he have Abstained from voting.

III) Item No. 3 of the Notice (As an Ordinary Resolution):

To declare final dividend @ 0.25 Per equity share.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/ Abstained votes
	Nos.	%age	Nos.	%age	
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil



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Item No. 4 of the Notice (As an Ordinary Resolution):

Re-appointment of M/s. Maharishi & Co, Chartered Accountants (ICAI Registration No. 124872W), as a Statutory Auditors of the Company for F Y 2018-19.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

Item No. 5 of the Notice (As an Ordinary Resolution):

Increase of Authorised Share capital of the Company from 7 Crores to 12 Crores :

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

Item No. 6 of the Notice (As Special Resolution):

Alteration of Clause V of Memorandum of Association of the Company :

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil



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Item No. 7 of the Notice (As Special Resolution):

Re-appointment of Mr. Nitesh C. Kotecha as an Independent director :

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

Item No. 8 of the Notice (As Special Resolution):

Re-appointment of Mr Rashmikant D. Makwana as an Independent director :

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

Item No. 9 of the Notice (As Special Resolution) :

Re-appointment of Ms Vaidehi J. Majithia as an Independent director:

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	NA	NA	Nil	Nil	NA
Physical Voting	1997063	100%	Nil	Nil	Nil
TOTAL	1997063	100%	Nil	Nil	Nil

All the Resolutions mentioned in the Annual General Meeting as above under Physical voting conducted at AGM by way of ballot papers with the requisite majority are deemed to be passed as on the date of AGM



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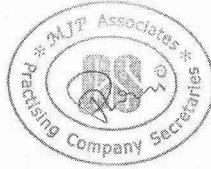
A compact disc (CD) containing a list of equity shareholders who voted in "favour" and who voted "against" and those whose votes which were declared invalid/ abstain for each resolution is enclosed.

The ballot papers and all other relevant records relating to physical voting are under my safe custody and will be handed over to the CS (Ms.) Krishna S Adhyaru, Company Secretary and Compliance Officer [ACS 44582] of the Company as prescribed in Rules/ Act for safe keeping.

Shri Vinod D Patel, Chairman and Managing Director is further requested to declare the voting results.

Thanking you,
Yours faithfully,

(CS PURVI DAVE)
ACS: 27373 CP: 10462



Scrutinizer of e-Voting/Poll Process at AGM of Oceanic Foods Limited

Dated this 30th September, 2018
Place: Rajkot, Gujarat

Witnesses :

1. Ms. Drishti Vaghasiya

2. Ms. Jelin Dodiya

Countersigned and received the report :

Signed by CS (Ms.) Krishna S Adhyaru,
Company Secretary and Compliance Officer [ACS 44582]

Authorised by the Board

Place : Rajkot
Date : 30th September, 2018

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