



OCEANIC FOODS LIMITED

Reg. Off. :- Opp. Brooke Bond Factory (Hindustan Unilever Ltd.), Pandit Nehru Marg, JAMNAGAR - 361 002, GUJARAT, INDIA.

Phone : +91 - 288 - 2757355 / 2757366 / 2757377, Fax : +91 - 288 - 2757333

E-mail : enquiry@oceanicfoods.com / sales@oceanicfoods.com

Website : www.oceanicfoods.com CIN : L15495GJ1993PLC019383

Ref: Oceanic/BSE/Scrutinizer's Report/AGM 2018-19

28th September, 2019

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Kind Attn: Mr. Marian D' Souza

Sub: Scrutinizer's Report on Combined Voting Results of 26th Annual General Meeting of the company

Ref: Scrip/ID: OCEANIC/540405

Dear Sir

With reference to the above subject, and Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith Scrutinizer's Report on Combined Voting Results of 26th Annual General Meeting of the Company held on Thursday, 26th September, 2019 at 04:00 P. M at the Registered Office of the Company.

You are kindly requested to take the same on your records.

Yours faithfully,
For Oceanic Foods Limited



(CS Krishna S. Adhyaru)

Company Secretary & Compliance Officer

[Membership No.: A44582]



KOSHER



fssai
LIC. NO: 10013021000569



"Revolutionizing Taste Around The World"

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial statements of the Company for the year ended 31st March 2019 and Reports of Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8422500	100.0000	8422500	0	100.0000	0.0000
	Poll	8422500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8422500	8422500	100.0000	8422500	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		249000	8.8064	249000	0	100.0000	0.0000
	Poll	2827500	1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2827500	1911000	67.5862	1911000	0	100.0000	0.0000
Total		11250000	10333500	91.8533	10333500	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Appoint a Director in place of Mr Ajesh V. Patel, who retires by Rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8422500	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8422500	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2827500	249000	8.8064	249000	0	100.0000	0.0000
	Poll		1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2827500	1911000	67.5862	1911000	0	100.0000
Total		11250000	1911000	16.9867	1911000	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Declare Final Dividend Rs. 0.10/- Per Equity Share				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8422500	8422500	100.0000	8422500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8422500	8422500	100.0000	8422500	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2827500	249000	8.8064	249000	0	100.0000	0.0000
	Poll		1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2827500	1911000	67.5862	1911000	0	100.0000	0.0000
Total		11250000	10333500	91.8533	10333500	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment and Payment of Remuneration of Mr Ajesh Patel, as Chairman and Wholetime Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	8422500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8422500	0	0.0000	0	0	0	0
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		249000	8.8064	249000	0	100.0000	0.0000
	Poll	2827500	1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2827500	1911000	67.5862	1911000	0	100.0000	0.0000
Total		11250000	1911000	16.9867	1911000	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment and Payment of remuneration of Mr Tulan Patel, as Managing Director and CEO				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8422500	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8422500	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2827500	249000	8.8064	249000	0	100.0000	0.0000
	Poll		1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2827500	1911000	67.5862	1911000	0	100.0000
Total		11250000	1911000	16.9867	1911000	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri Vinodrai Patel as "Chairman Emeritus"				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	8422500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8422500	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		249000	8.8064	249000	0	100.0000	0.0000
	Poll	2827500	1662000	58.7798	1662000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2827500	1911000	67.5852	1911000	0	100.0000	0.0000
Total		11250000	1911000	16.9867	1911000	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



SCRUTINIZER'S REPORT

FOR

**REMOTE E-VOTING PROCESS AND VOTING AT POLL CONDUCTED AT
THE 26th ANNUAL GENERAL MEETING
HELD ON 26th September, 2019**

OF

Oceanic Foods Limited

(CIN: L15495GJ1993PLC019383)

**CS PURVI DAVE
SCRUTINIZER**

.....
PARTNER

***MJP* ASSOCIATES**

PRACTISING COMPANY SECRETARIES

Date : 28.09.2019

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

Sub- Scrutinizer's Combined Report on Remote E-Voting & Voting conducted at the 26th Annual General Meeting of Oceanic Foods Limited (the Company) held at the Registered Office of the Company on Thursday, September 26, 2019.

Dear Sir,

The Board of Directors of the Company, at their Meeting held on 29th August, 2019 has appointed CS (Ms.) Purvi Dave, Partner of *MJP Associates*, Practising Company Secretaries, Rajkot as the Scrutinizer for the remote e-voting process and voting by poll at 26th 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 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Report on Scrutiny is as under :

- ❖ The Company had appointed National Securities Depository Ltd (NSDL) as the 'Service provider', for the purpose of extending the facility of remote e-voting to the shareholders of the Company.
- ❖ Link Intime (India) Private Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- ❖ NSDL had provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary business) sought to be transacted in the Annual General Meeting (AGM).



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- ❖ NSDL had set up an electronic voting facility on their website, <https://www.evoting.nsdl.co.in>. The Company had uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also the Service Provider to facilitate their Members to cast their votes through remote e-voting.
- ❖ 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 Friday August 30, 2019.
- ❖ As informed to us, the Notices sent (through email address available with the Company) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- ❖ The person whose name appeared in the register of members as on Friday, September 20, 2019 i.e. cut-off date only have been entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The remote e - voting facility was kept open from 9.00 a.m. on Monday, September 23, 2019 till 5.00 p.m. on Wednesday, September 25, 2019.
- ❖ At the end of the voting period on September 25, 2019 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have casted their votes, such as name folio and number of shares held were obtained from the service provider.
- ❖ Further, 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 26, 2019 after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, the votes cast through remote e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Akash Pathak, and Ms. Khushboo Kachchhi, who acted as the witnesses as prescribed in Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.



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- ❖ After the voting at the AGM was concluded, 2 (Two) 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 Registrar and Transfer Agents of 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 Remote E-voting carried out by the Members and 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 remote e-voting together with that of the voting conducted at the venue of AGM by way of ballot papers is as under:

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	11	12	23
Total number of Shares held by them	86,71,500	16,62,000	1,03,33,500
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 remote e-voting and physical voting at the venue of the meeting.



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Results of e-Voting and 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, 2019 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	Nos.
Remote E-voting	86,71,500	100%	Nil	Nil	Nil
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	1,03,33,500	100%	Nil	Nil	Nil

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

To appoint a Director in place of Mr. Ajesh V Patel [DIN: 00083536] 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	Nos.
Remote E-voting	2,49,000	100%	Nil	Nil	84,22,500
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	19,11,000	100%	Nil	Nil	*84,22,500

Note : * ** As all Seven promoters are interested in the Resolution no. 2 so they have Abstained from voting.



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

To declare Final Dividend Rs. 0.10/- per Equity Share

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	86,71,500	100%	Nil	Nil	Nil
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	1,03,33,500	100%	Nil	Nil	Nil

IV) Item No. 4 of the Notice (As a Special Resolution):

Appointment and payment of remuneration of Mr Ajesh V Patel, as the Chairman & Wholetime 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	2,49,000	100%	Nil	Nil	84,22,500
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	19,11,000	100%	Nil	Nil	*84,22,500

* ** As all Seven promoters are interested in the Resolution no. 4 so they have Abstained from voting.

V) Item No. 5 of the Notice (As a Special Resolution):

Appointment and payment of remuneration of Mr Tulan V Patel, as the Managing Director & CEO

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	2,49,000	100%	Nil	Nil	84,22,500
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	19,11,000	100%	Nil	Nil	*84,22,500

* ** As all Seven promoters are interested in the Resolution no. 5 so they have Abstained from voting.



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VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Appointment of Shri Vinodrai D Patel, as the 'Chairman Emeritus'

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/Abstained votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	2,49,000	100%	Nil	Nil	84,22,500
Physical Voting	16,62,000	100%	Nil	Nil	Nil
TOTAL	19,11,000	100%	Nil	Nil	*84,22,500

* ** As all Seven promoters are interested in the Resolution no. 2 so they have Abstained from voting.

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

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 for each resolution is enclosed.

I hereby confirm that I am maintaining the electronic data received from the service provider (NSDL), in respect of the votes cast through remote e-voting and voting conducted at AGM by way of ballot papers by the members of the Company. The ballot papers and all other relevant records relating to e-voting and 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.



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Shri Ajesh V Patel, Chairman and Wholetime Director is further requested to declare the voting results.

Thanking you,

Yours faithfully,

For **MJP Associates**

Practising Company Secretaries

Firm Reg. No. P2001GJ007900

(CS PURVI DAVE)

ACS: 27373 CP: 10462



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

Dated this 28th September, 2019

Place: Rajkot, Gujarat

Witnesses :

1. Akash Pathak

2. Ms Khushboo Kachchhi

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 : 28th September, 2019

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Mere talent is not enough, success also demands determination, direction, dedication, concentration and discipline