

SCRUTINIZER'S REPORT

FOR

**REMOTE E-VOTING PROCESS AND VOTING AT POLL CONDUCTED AT
THE 27th ANNUAL GENERAL MEETING
HELD ON 30th November, 2020**

OF

Oceanic Foods Limited

(CIN: L15495GJ1993PLC019383)

**CS PURVI DAVE
SCRUTINIZER**

.....
PARTNER

***MJP* ASSOCIATES
PRACTISING COMPANY SECRETARIES**

2nd December, 2020

To,
Shri Tulan V Patel
Managing Director & CEO
OCEANIC FOODS LIMITED
Opp. Brooke Bond Factory P. N. Marg,
Jamnagar – 361002, Gujarat

Sub:- Scrutinizer's Report on Ballot Voting conducted at the 27th Annual General Meeting of Oceanic Foods Limited (the Company) held at the Registered Office of the Company on Monday, November 30, 2020.

Dear Sir,

The Board of Directors of the Company, at their Meeting held on 29th October, 2020 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 27th 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 Limited (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.
- ❖ The Company had uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company alongwith Annual report.

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Phone: 0281-246 1166 / 246 1177, Email:- mjpassociatespvtltd@gmail.com

Branch 311, Madhav Plaza, Opp, SBI, Nr. Lal Bunglaw, Jamnagar- 361 001, Mobile No.9909907491

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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 Friday October, 30 2020.
- ❖ 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 Monday 30th November 2020, after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, in the presence of Ms. Krishna Adharya and Ms. Charmi Patel, 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 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	5	8	13
Total number of Shares held by them	8422508	993000	9415508
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.		

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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.

I) Results of e-Voting and voting by ballot papers for Ordinary Resolution are as under :

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, 2020 and the 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	8422508	NA	Nil	Nil	Nil
Physical Voting	993000	100 %	Nil	Nil	0
TOTAL	9415508	100 %	Nil	Nil	Nil

Note : *As Mrs. Nirmala V Patel holding 4305189 is Promoter she had voted in Physical voting and e-voting so her Ballot Physical voting is not taken on record.

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

To appoint a Director in place of Mr. Tulan V Patel [DIN: 02177067] who retires by rotation and being eligible, offers 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	8	0	Nil	Nil	8422500
Physical Voting	993000	100%	Nil	Nil	0
TOTAL	993008	100%	Nil	Nil	8422500

Note : * 8422500 shares have abstain from voting being interested in the said resolution.

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

To Approve Related Party Transactions with VDP Foods



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Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/ Abstained votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	8	0	Nil	Nil	8422500
Physical Voting	993000	100%	Nil	Nil	0
TOTAL	993008	100%	Nil	Nil	8422500

Note : * 8422500 shares have abstain from voting being interested in the said resolution

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

Approval of Increase in Remuneration of Mr. Ajesh V Patel as Chairman and Wholetime Director.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/ Abstained votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	8	0	Nil	Nil	8422500
Physical Voting	993000	100%	Nil	Nil	0
TOTAL	993008	100%	Nil	Nil	8422500

Note : * 8422500 shares have abstain from voting being interested in the said resolution

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

Approval of Increase in Remuneration of Mr. Tulan V Patel, as Managing Director and CEO.

Manner of voting	Votes in Favour of the resolution		Votes against the resolution		Invalid/ Abstained votes Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	8	0	Nil	Nil	8422500
Physical Voting	993000	100%	Nil	Nil	0
TOTAL	993008	100%	Nil	Nil	8422500

Note : * 8422500 shares have abstain from voting being interested in the said resolution



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

Approval for Increase in remuneration of Mr. Vinodrai Patel as "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	8	0	Nil	Nil	8422500
Physical Voting	993000	100%	Nil	Nil	0
TOTAL	993008	100%	Nil	Nil	8422500

*Note : * 8422500 shares have abstain from voting being interested in the said resolution*

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

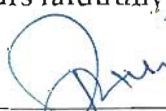

A compact disc (CD) containing a list of equity shareholders who voted in "favour" and who voted "against" and those whose votes which were declared invalid/abstain for each resolution is enclosed.

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 Tulan V Patel, Managing Director and CEO is further requested to declare the voting results.

Thanking you,

Yours faithfully,

(CS PURVI DAVE)

ACS: 27373 CP: 10462

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

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Dated this 2nd December, 2020

Place: Rajkot, Gujarat

Witnesses :

Krishna Adhyaru

1. CS (Ms.) Krishna Adhyaru

Countersigned and received the report :

Charmi Patel.....

2. Ms. Charmi Patel

Krishna S Adhyaru

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

Authorised by the Board

Place : Rajkot

Date : 2nd December, 2020