

cs **ASHWIN SHAH**

FCS
COMPANY SECRETARY

21, DOLLY COMPLEX,
STADIUM CIRCLE, NAVRANGPURA,
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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders at the meeting who do not have access to e-voting]

To
The Chairman
OCEAN AGRO (INDIA) LIMITED
A-207, Oxford Avenue,
Opp. C.U. Shah College,
Ashram Road, Ahmedabad-380 014

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 12th August, 2016 has appointed me to Scrutinize the e-voting process and physical ballot papers at the general meeting, in respect of below mentioned resolutions, proposed to be passed at the 26th Annual General Meeting of the Members of OCEAN AGRO (INDIA) LIMITED, to be held on 29th September, 2016 at 11.30 a.m. at A-207, Oxford Avenue, Opp. C.U. Shah College, Ashram Road, Ahmedabad-380 014.

The management of the Company is responsible to ensure the compliance with the applicable requirements of the Companies Act, 2013 and the Rules relating to voting by electronic means and ballot at the general meeting. My responsibility is to scrutinize the e-voting process and physical ballot papers at the Annual General Meeting in a fair and transparent manner. Based on the information generated from the e-voting system provided by Central Depository Services Limited, Adroit Corporate Services Pvt. Ltd, Registrar Transfer Agent, the records maintained by the Company and the authorizations / proxies lodged with the Company,

The report is as under:

1. The e-voting period remained open from 26th September, 2016 (9.00 AM) to 28th September, 2016 (5.00 PM).



2. The shareholders holding shares as on the "cut-off date" i.e. 23rd September, 2016 were entitled to e-vote on the proposed resolutions.
3. The e-votes were unlocked on 29th September, 2016, in the presence of two witnesses, Mr. Kirtesh Shah, residing at D41, Shilpalay Apt., Godavari Road, Vasna, Ahmedabad – 380009 and Ms. Purvashi Adhvaryu residing at 20, Avantika Park Raw Houses, B/h Sun N Step Club, Memnagar, Ahmedabad - 380061 who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unlocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL (www.evotingindia.com). All the votes cast electronically during the said period have been taken into consideration for the purpose of our report.
5. For physical ballot, a ballot box was kept and was locked in our presence with due identification marks placed by us and was subsequently opened in our presence and ballot papers were scrutinized. The ballot papers were reconciled with the records.
6. The results of e-voting and physical ballot are as under.

Sr. No.	Resolution	Mode	No. of Member Voted	No. Shares held	Valid	Invalid	Favour	Against	Not Voted	% of total number of valid votes cast		
										Favour	Against	Not Voted
1.	Adoption of the audited Financial Statements for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.	E-Voting	13	4574754	4574754	0	4574754	0	0	100.00	0.00	0.00
		Ballot	8	157	157	0	157	0	0	100.00	0.00	0.00
2.	Appointment of a Director in place of Shri Manharbhai D. Patel, who retires by rotation, and being eligible, offers himself for re-appointment.	E-Voting	13	4574754	3526213	1048541	3526213	0	0	77.08	0.00	0.00
		Ballot	8	157	157	0	157	0	0	100.00	0.00	0.00
3.	Ratification of appointment of M/s Ambalal M. Shah & Co., Chartered Accountant as a Statutory Auditor of the Company for the financial year 2016-17 and determination of their remuneration.	E-Voting	13	4574754	4574754	0	4574754	0	0	100.00	0.00	0.00
		Ballot	8	157	157	0	157	0	0	100.00	0.00	0.00

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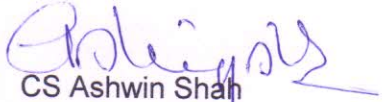
22, Dolly Complex, Stadium Circle, Navrangpura, Ahmedabad-380009. t: 2646 77 47.
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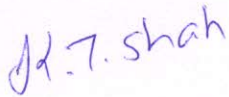
7. The register, all other papers and relevant records relating to electronics voting/ physical ballot shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the compliance officer of the Company for safe keeping.

Date: 29.09.2016
Place: Ahmedabad

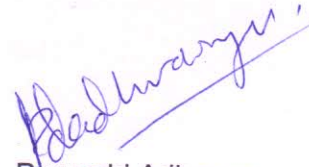



CS Ashwin Shah
Company Secretary
FCS No. 1640

Witnesses:



1. Mr. Kirtesh Shah
D41, Shilpalay Apt.,
Godavari Road, Vasna
Ahmedabad – 380009



2. Ms. Purvashi Adhvaryu
20, Avantika Park Raw Houses,
B/h Sun N Step Club,
Memnagar, Ahmedabad - 38006

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