



OCEAN AGRO (INDIA) LIMITED

AGRO DIVISION

76-77, GIDC Industrial Estate, NANDESARI - 391 340., INDIA

Phone : 0265 – 23 51 223 *FAX : 091 - 0265 - 2840 407 *E-mail : oaibrd@yahoo.co.in

CIN NO: L15174GJ1990PLC013922

Date: 24.01.2020

To,
Corporate Relationship Department
BSE Limited
P.J.Towers,
Dalal Street,
Mumbai – 400001

Dear Sir,

Ref: Scrip Code No: 519491

Subject: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with corresponding circulars and notifications issue there under, we hereby attach the Postal Ballot Notice of the Company which is being sent to all the members of the Company whose name appears in the Register of Members as on 24th January, 2020, being the cut off date for Postal Ballot for the purpose of seeking approval through Postal Ballot for the Item mentioned in the Postal Ballot Notice dated January, 21, 2020.

The above documents are also available on the Company website www.oceanagro.com and the copy of the same is annexed.

Please take note of the same.

Thanking You

Yours Faithfully
For Ocean Agro (India) Limited

(Snehal Chokshi)
Company Secretary

OCEAN AGRO (INDIA) LIMITED

Regd. Office: A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014, Gujarat

Corporate office: 5- Alkapuri, OPP. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007

CIN: L15174GJ1990PLC013922

Website: www.oceanagro.com; E-Mail: kaushik_parikh@yahoo.com

Phone: (0265)2351223; Fax: (0265)2313690

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

Dear Members,

Notice is hereby given to the Members of Ocean Agro (India) Limited ("**the Company**") pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ("**the Act**") read with Rules 20, 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification or re-enactment thereof for the time being in force and as may be enacted hereinafter, to consider and if thought fit, to pass the resolution appended below for the voluntary delisting of equity shares ("**Equity Shares**") of the Company from BSE Limited ("**BSE**") / "**Stock Exchange**") to be passed as a Special Resolution by way of Postal Ballot including electronic voting ("**e-voting**") in compliance with Regulation 8(1)(b) of the Delisting Regulations. The proposed delisting resolution along with the explanatory statement containing all material facts and reasons thereto are appended below and a postal ballot form ("**Postal Ballot Form**") is enclosed for your consideration.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited (BSE)

To consider and if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the earlier special resolution passed by the members by way of postal ballot on July 12, 2019 and pursuant to the approval of the Board of Directors of the Company granted in their meeting held on January 21, 2020 and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Securities Contract (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with and BSE Limited ("**BSE**"), where the equity shares of the Company are listed, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and subject to other applicable regulations and guidelines issued by Securities and Exchange Board of India ("**SEBI**") and / Reserve Bank of India if any, and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for Mr. Kaushik B. Parikh ("**Promoter**"), under applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company ("**Board**", which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution), to voluntarily delist the Equity Shares of the Company from BSE pursuant to the proposed acquisition by the Promoter, as detailed in his letter dated January 15, 2020, of 20,33,200 fully paid-up Equity Shares of the Company, representing approximately 30.14% of the paid-up equity share capital of the Company, that are held by the public shareholders of the Company, in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable law ("**Delisting Proposal**") and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of Equity Shares of the Company in accordance with applicable law;

RESOLVED FURTHER THAT for the purposes of giving effect to the Delisting Proposal, any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchange to seek its in-principle and final approval for the Delisting Proposal in accordance with the provisions of Delisting Regulations and the applicable provisions of the Companies Act, 2013 and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

By Order of the Board of Directors
For Ocean Agro (India) Limited

Snehal Chokshi
Company Secretary
M. No. A 55216

Place: Ahmedabad

Date: January 21, 2020

NOTES AND INSTRUCTIONS:

1. The explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out material facts and reasons in relation to the proposed special business is annexed hereto. The said resolution and explanatory statement are being sent to you along with a Postal Ballot Form for your consideration.
2. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors of the Company has appointed CS Ashwin Shah, Practicing Company Secretary (Membership No. FCS: 1640; CP No. 1640) as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner ("**Scrutinizer**"). The Scrutinizer has given his consent to act as the Scrutinizer to conduct the voting process by e-voting and Postal Ballot.

3. The Postal Ballot Notice is being sent to all members of the Company, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited on January 24, 2020, which will be considered as the cut-off date for the purposes of voting by postal ballot/ e-voting. The Notice is being sent electronically by e-mail to all the members who have registered their e-mail IDs with their depository participants/the Company, and to all other members it is being sent through permitted mode of dispatch along with Postal Ballot Form and self-addressed envelope. The members, who have received postal ballot notice by e-mail and who wish to vote through physical Postal Ballot Form, can download Postal Ballot Form from the Company's website (www.oceanagro.com) or seek duplicate Postal Ballot Form from the Company's Share and Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd. from their office at Wing "B", Shop No. 04, Monalisa Business Centre, Manjalpur, Vadodara- 390011 or through email at acsbaroda@adroitcorporate.com, fill in the details as per the instructions mentioned there under and send the same to the Scrutinizer.
4. The voting rights of the members of the Company shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, January 24, 2020 ("**Cut-off date**"). Any person who is not a member of the Company as on the Cut-off date should treat this Notice for information purposes only.
5. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 p.m. from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting i.e. Wednesday, February 26, 2020.
6. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form, if sent by courier or by registered post at the expense of the member(s) will also be accepted.
7. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on February 26, 2020. No other request / details furnished in the Self-Addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), February 26, 2020, will be treated as if the same has not been received from the Member.
8. Pursuant to provisions of Regulation 44 of the Listing Regulations, and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot Forms. The instructions for electronic voting are annexed to this Notice.
9. Members holding Equity Shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding Equity Shares of the Company have option of voting either by e-voting or through Postal Ballot Form. Kindly note that while exercising their vote, Members holding Equity Shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. Voting by postal ballot, in the physical form or e-voting, can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, by the duly authorised person. Voting rights in a postal ballot cannot be exercised by a proxy.
11. Voting period commences on Tuesday, January 28, 2020 at 0900 hours IST (start date) and ends on Wednesday , February 26, 2020 at 1700 hours IST(end date).
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Friday , February 28, 2020, and will be displayed on the website of the Company (www.oceanagro.com) and on the website of the Depository and Adroit Corporate Services Pvt. Ltd., the Registrar and by way of intimation to the Stock Exchange where the equity shares of the Company are listed. The resolution will be taken as passed effectively on the last date of receipt of the Form, if the requisite majority of the Members had approved the aforesaid resolution.
13. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
14. For any queries, members/beneficial owners may contact the Company's Registrar & Transfer Agent M/s. Adroit Corporate Services Pvt. Ltd. at their branch office at Wing "B" Shop No. 04, Monalisa Business Centre, Manjalpur, Vadodara- 390011, Contact No. No. 0265-2983748 or to the Company Secretary at A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014, Gujarat, **Phone No.:** (0265) 2351223.

For Ocean Agro (India) Limited

Snehal Chokshi
Company Secretary
M. No. A 55216

Place: Ahmedabad

Date: January 21, 2020

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE:

1. In compliance with Regulation 44 of the Listing Regulations, and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching postal ballot form. For the purpose of offering E-Voting facility, the Company has entered into an agreement with CDSL. Please note that remote e-voting is optional for members. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from www.oceanagro.com;
2. The instructions for shareholders for e-voting is as under:
 - (i) The voting period begins at 9.00 am on Tuesday, January 28, 2020 and ends at 5.00 p.m. on Wednesday, February 26, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, January 24, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Ocean Agro (India) Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgotten Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for the company resolution(s).
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

Approval for Voluntary Delisting of Equity Shares of the Company from BSE Limited ("BSE")

- 67,44,900 equity shares of the Company having a face value of Rs. 10/- each ("**Equity Shares**") are presently listed on BSE Limited ("**BSE**") (Scrip code: OCEAGRO|519491).
- The Promoter & Promoter Group of the Company collectively hold 47,11,700 Equity Shares representing 69.86% of the total paid up equity shares of the Company and the balance 20,33,200 Equity Shares representing 30.14% of the total paid up equity shares of the Company are held by the public shareholders.
- The Board of Directors has received a letter dated January 15, 2020 from Mr. Kaushik B. Parikh ("**the Promoter**") in supersession to his earlier letter of intention dated March 28, 2019, proposing to voluntarily delist the Equity Shares of the Company from BSE in accordance with the reverse book building process as set out under the Delisting Regulations. In his letter, the Promoter has expressed his intention to: (a) acquire 20,33,200 Equity Shares (representing 30.14% of the issued and paid up equity share capital of the Company) held by the public shareholders of the Company and provide an exit opportunity (b) consequently voluntarily delist the equity shares from BSE by making a delisting offer in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Offer**").

4. Rationale for Delisting

Substantial acquisition of equity shares and voting rights accompanied with delisting of the Company will enable the Promoter and Promoter Group to:

- obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's Business; and
- provide an exit opportunity to the public shareholders of the Company.

5. The Company was informed by the Promoter, pursuant to his letter dated January 21, 2020 that: (a) the "reference date" with respect to the proposed delisting was January 16, 2020 i.e., the date on which the Company intimated the Stock Exchange that a meeting of the Board is being convened on January 21, 2020, inter alia, to consider the Delisting Offer; (b) as per certificate dated January 20, 2020 issued by Mr. Ashok A. Jain, partner of M/s. Ambalal M. Shah & Co., Chartered Accountants (FRN: 100304W) having their office at 1st Floor, Bell-E- Vista, Race Course Chakli Circle, Vadodara-390 007, Gujarat, India, Rs. 17.20 (Rupees Seventeen and Twenty Paise Only) is the floor price per Equity Share ("Floor Price"), computed in accordance with Regulation 15 of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at or above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price.

However the Promoter has informed his willingness to accept the Equity Shares of the Company tendered in the Delisting Offer at a price of Rs. 18.50 (Rupees Eighteen and Fifty Paise Only).

6. The exit offer price will be determined through the book building process specified in Schedule II of the Delisting Regulations. The final exit offer price will be determined as the price at which Equity Shares accepted through eligible bids during the book building process takes the shareholding of the Promoter and Promoter Group to at least 90.00% of the paid-up share capital of the Company, excluding the shares which are held by a custodian and against which depository receipts have been issued. The Promoter shall have the sole discretion to accept or reject the price discovered pursuant to the book building process or make a counter Offer in compliance with the Delisting Regulations.
7. In terms of the Delisting Offer, the acquisition of 20,33,200 Equity Shares of the Company by the Promoter from the public shareholders of the Company will be conditional upon the following:
- The shareholders' approval obtained by way of special resolution through postal ballot notice will only be acted upon only if the votes cast by public shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by public shareholders against it.
 - The acceptance by the Promoter of the price payable for the shares as determined by the reverse book building process in accordance with the Delisting Regulations. In case the exit offer price discovered pursuant to the reverse book building process is not acceptable to the Promoter, they may make a counter offer to the public shareholders of the Company within the time period and in the manner specified under the Delisting Regulations.
 - A minimum number of equity shares being tendered for delisting to be successful in accordance with the Delisting Regulations.
 - The Promoter / Promoter Group /Company having obtained all the necessary regulatory and statutory approval as may be required under applicable laws including the Delisting Regulations.
 - such other terms and conditions as may be set out in the 'public announcement' or the 'letter of offer' to be dispatched to the public shareholders of Company.
8. The Board appointed Vivro Financial Services Private Limited as the merchant banker after taking note of the Delisting Proposal, in accordance with Regulation 8(1A)(ii) of the Delisting Regulations, to carry out due diligence in compliance with Regulation 8(1D) and 8(1E) read with Regulation 8(1A)(ii) of the Delisting Regulations. Further, the Board, at its meeting held on January 21, 2020, inter alia, took on record the due diligence report submitted by the merchant banker in accordance with Regulation 8(1E) of the Delisting Regulations and granted approval to the Delisting Proposal and the consequent voluntary delisting of the Equity Shares of the Company in accordance with Delisting Regulations. Based on the information available with the Company and the information taken on record, in accordance with Regulation 8 (1B) of the Delisting Regulations, the Board certified that:
- The Company is in compliance with the applicable provisions of securities laws;
 - The Promoter and their related entities, are in compliance with Regulations 4(4) and 4(5) of the Delisting Regulations; and
 - The Delisting Proposal and consequent voluntary delisting of the Equity Shares of the Company are in the interest of the shareholders.
9. The Board, at its meeting dated January 21, 2020, also granted the approval to the Company to seek the consent of the shareholders for the voluntary delisting of the Equity Shares of the Company by way of special resolution through postal ballot and e-voting in accordance with Regulation 8(1)(b) of the Delisting Regulations and apply to the Stock Exchange for in-principle approval in terms of Regulation 8(1)(c) of the Delisting Regulations. In terms of Regulation 8(1)(b) of the Delisting Regulations, the special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the Delisting Resolution amount to at least two times the number of votes cast by public shareholders against it.
- Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Promoter will proceed, at their discretion, to make an offer to the public shareholders of the Company and purchase the equity shares at the exit price in accordance with the Delisting Regulations.
10. The Board recommends the special resolution and places it for consideration and the approval of the shareholders of the Company.
11. None of the Directors / Key Managerial Personnel or their relatives (other than Mr. Kaushik B. Parikh, Managing Director of the Company, also being the Promoter of the Company) is concerned or interested in the resolution except to the extent of their shareholding, if any in the Company.

**By Order of the Board of Directors
For Ocean Agro (India) Limited**

**Snehal Chokshi
Company Secretary
M. No. A 55216**

**Place: Ahmedabad
Date: January 21, 2020**

OCEAN AGRO (INDIA) LIMITED

Regd. Office: A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014, Gujarat

Corporate office: 5- Alkapuri, OPP. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007

CIN: L15174GJ1990PLC013922

Website: www.oceanagro.com; **E-Mail:** kaushik_parikh@yahoo.com

Phone: (0265)2351223; **Fax:** (0265)2313690

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Please read the instructions printed overleaf carefully before completing this Form

Sr. No.	Particulars	Details
1	Name and Registered Address of the Sole/First named Shareholder : (in block letters)	
2	Name(s) of the Joint Holders, if any : (in block letters)	
3	Registered Folio No./DPID No.* /Client ID No.* (*Applicable to members holding shares in dematerialised form)	
4	No. of Equity Shares held	
5.	Electronic Voting Event Number (EVEN)	
6.	USER ID	
7.	Default PAN / Sequence Number	

I / We hereby exercise my /our vote(s) in respect of the special resolution to be passed through Postal Ballot for the special business stated in the Postal Ballot Notice dated January 21, 2020 of the Company by recording my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing tick (✓) mark in the appropriate box below:

Sr. No	Description	No. of Equity Shares for which Votes Cast	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1.	To approve voluntary delisting of the Equity Shares of the Company from BSE Limited through acquisition of 20,33,200 equity shares of the Company held by public shareholders.			

Place:

Date:

Signature of Member(s)

INSTRUCTIONS

1. A member entitled to vote and desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope.
2. Alternatively, a member may vote through electronic means as per the instructions for the process to be followed by members opting to vote through "electronic means" in the Postal Ballot Notice sent herewith,
3. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered invalid.
4. The Postal Ballot Form should be completed and signed by the member as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, (in respect of shares held in physical form or dematerialized form respectively) . In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
5. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
6. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authority to the person voting on the Postal Ballot Form. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 pm on Wednesday February 26, 2020 to CS Mr. Ashwin Shah, Practicing Company Secretary, Scrutinizer C/o Ocean Agro (India) Limited, A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014. Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
8. The Voting on resolution shall be done through Physical Postal Ballot Form only and Members who have not received Postal Ballot Forms may apply to the RTA / company and obtain a duplicate thereof. The Postal Ballot shall not be exercised by a Proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium(s) like pencil).
10. Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
12. Consent must be accorded by recording assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
13. A member need not put all his vote(s) nor does he need to vote all of them in the same way.
14. Voting period commences on and from January 28, 2020 and ends on February 26, 2020.
15. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at: A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014 on February 28, 2020 at 5:00 PM onwards.
16. The Resolution, if approved, shall be deemed to have been passed on the last date of voting and last date for receipt of Postal Ballot Forms i.e., Wednesday February 26,, 2020.
17. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company Secretary at Ocean Agro (India) Limited, A 207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014. Phone: +(0265) 2351223; Fax: + (0265) 2313690; Email id: kaushik_pariikh@yahoo.com