

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 of the Companies Act, 2013, ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below for the voluntary delisting of equity shares ("**Shares**") of the Company from BSE Limited ("**BSE**") is proposed to be passed as a Special Resolution by way of Postal Ballot/Electronic voting in compliance with Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**").

The Board of Directors of the Company at its meeting held on May 20, 2019 ("**Board Meeting**") had, subsequent to the receipt of letter dated March 28, 2019 received from Mr. Kaushik B. Parikh on behalf of the Promoter and Promoter Group of the Company (hereinafter referred to as "Acquirer/ Promoter") proposing the delisting of the equity shares of the Company from BSE Limited, subject to the approval of the Members of the Company by way of special resolution and approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the voluntary delisting of equity shares of the Company from BSE Limited ("**BSE**") pursuant to the provisions of Chapter VII of the Delisting Regulations.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, of the Act pertaining to the said resolution setting out the material facts and the reasons thereof, is annexed to the Notice. The said resolution and explanatory statement are being sent to you along with a postal ballot form ("**Postal Ballot Form**") for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors of your Company has appointed CS Ashwin Shah, Practicing Company Secretary (Membership No. FCS: 1640; CP No. 1640) as the Scrutinizer. The Scrutinizer has given his consent to act as the Scrutinizer to conduct the voting process by e-voting and Postal Ballot.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer at the Registered Office of the Company at, A-207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380014, Gujarat, not later than close of working hours (5.00 pm IST) on July 12, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on July 12, 2019 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("**e-voting**") to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. E-Voting facility is also provided to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. 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 both the options of voting i.e. by e-voting and 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 will submit his report to the Chairman of the Company or in his absence to any person authorized by him after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on July 18, 2019 and will be displayed on the website of the Company i.e., www.oceanagro.com and on the website of the Depository and Adroit Corporate Services Pvt. Ltd., the Registrar and communicated to BSE Limited being 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.

The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

Item No. 1 voluntary Delisting of Equity Shares of the Company from BSE Limited (BSE)

To consider and if thought fit, to pass the following Resolution as a Special Resolution;

"**RESOLVED THAT** pursuant to letter dated March 28, 2019 received from Mr. Kaushik B. Parikh on behalf of the Promoter Group (hereinafter referred to as Acquirer/ Promoter) of the Company conveying the intention of the Acquirer/ Promoters to voluntarily delist the equity shares of the Company from BSE Limited ("**BSE**"), the only stock exchange where the equity shares of the Company are listed (hereinafter referred to as "**Delisting Proposal**") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended ("**Delisting Regulations**") and pursuant to the approval of the Board of Directors of the Company granted in their meeting held on May 20, 2019 to voluntarily delist the equity shares from BSE and further pursuant to Regulation 8(1)(b) of the Delisting Regulations and subject to the applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and receipt of the necessary approval from BSE, the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to other applicable regulations and guidelines issued by Securities and Exchange Board of India and / Reserve Bank of India and subject to such permissions, sanctions and approvals as may be required from such other authorities in this regard and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board to seek the 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 (representing 30.14% of the paid up equity shares of the Company) ("**Delisting Offer**") after providing an exit opportunity to the existing public shareholders as provided in Delisting Regulations ("**Proposed Delisting**");

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to appoint intermediaries as may be

required for the purpose of the Proposed Delisting and to take all steps as may be necessary to give effect to the aforesaid resolution including but not limited to making application to the Stock Exchanges seeking their In-principle and Final approval for the proposed voluntary delisting of equity shares of the Company, file necessary returns, documents, applications with respective regulatory authorities, if any, to appear, represent discuss and respond to queries of any such regulatory authority and to give such directions as may be necessary to settle any question or difficulty which may arise in relation to voluntary delisting without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of the above resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors, Director(s) or any other officers/authorized representatives of the Company to give effect to this resolution;

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."

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

**Place: Ahmedabad
Date: May 20, 2019**

**Kaushik B. Parikh
Managing Director
DIN: 00489853**

NOTES:

1. 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.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Resolution annexed hereto and forms part of this Notice.
3. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company's Registered Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST up to July 12, 2019.

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

Item No. 1

Voluntary delisting of Equity Shares of the Company from BSE Limited ("BSE")

The equity shares ("Shares") of the Company 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 of face value of Rs. 10 each representing 69.86% of the total paid up equity shares of the Company and the balance 20,33,200 equity shares of face value of Rs. 10 each representing 30.14% of the total paid up equity shares of the Company is held by the public shareholders.

The Company has received a letter dated March 28, 2019 from the Acquire/ Promoter expressing their intention to provide an exit opportunity to the public shareholders of the Company in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 and voluntarily delist the Shares from the stock exchange ("**Delisting Proposal**").

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:

- a) obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company's business;
- b) 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
- c) provide an exit opportunity to the public shareholders of the Company.

As per the Delisting Regulations, a Company is permitted to delist its securities from all the stock exchanges where its securities are listed, provided an exit opportunity has been given to the investors and subject to their prior approval. The Company is entitled to delist its equity shares from BSE in terms of Regulation 27 of Chapter VII of the Delisting Regulation.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a Special Resolution passed through the Postal Ballot/ E-voting. Further as per Regulation 8(1)(b) of the Delisting Regulations, the Special Resolution passed by the shareholders shall be acted upon only if the votes cast by the public shareholders in favor of the proposal amounts to at least 2 (two) times of the number of votes cast by public shareholders against it.

M/s. Ambalal M. Shah & Co., Chartered Accountants (FRN: 129208W) having their office at 1st Floor, Bell-E- Vista, Race Course Chakli Circle, Vadodara-390 007, Gujarat, India has been appointed by the Acquirer/ Promoters for the purpose of determining the exit price of the Shares to be acquired by the Acquirer/ Promoters. They have submitted the valuation report dated May 20, 2019 and determined the fair value of Rs. 18.35 per Share.

The Acquirer/ Promoters in consultation with Vivro Financial Services Private Limited, appointed as the Merchant Banker have considered the exit price of the Shares as Rs. 18.50 (Rupees Eighteen and Fifty Paise only) per equity share of face value of Rs. 10/- each as per the provisions of the Delisting Regulations. Accordingly the Acquirer/ Promoters have communicated to the Company that the exit price for Delisting Proposal is Rs. 18.50 (Rupees Eighteen and Fifty Paise only) per Share ("**Exit Price**").

The Exit Price so fixed is not less than the price arrived in consultation with the Merchant Banker. The equity shares of the Company are infrequently traded and hence as required the parameters such as Book Value

Method, Profit Earning Capacity Value (PECV) Method and other parameters such as Average Market price method have been considered while arriving at the "Exit Price" by the Acquirer/ Promoters Thus the "Exit Price" has been decided in accordance with the provisions of the Regulation 27(3) of the Delisting Regulations.

In terms of Delisting Regulation, the delisting of equity shares of the Company from stock exchange is subject to the following:

- i. The Company /Promoter having obtained all the necessary regulatory and statutory approvals as may be required under applicable laws including the Delisting Regulations.

- ii. At least ninety percent of the public shareholders give their positive consent in writing to the proposal for delisting and have consented either to sell their equity shares at the price offered by the promoter or to remain holders of the equity shares at the price offered by the Acquirer/ Promoter or to remain holders of the equity shares even if they are delisted.
- iii. There being no amendments to the delisting Regulations or any other law or regulations relevant in connection with the Delisting Proposal which, in the opinion of the Acquirer/ Promoters have an adverse effect on the Delisting Proposal or affects the rights of the Acquirer / Promoters; and
- iv. Such other terms and conditions as may be set out in the exit offer letter sent to the public shareholders

The Board of Directors while approving the proposal for delisting at their meeting held on May 20, 2019 took on record the due diligence report dated May 17, 2019 submitted by the Merchant Banker, Vivro Financial Services Private Limited and has further certified that:

1. the Company is in compliance with the applicable provisions of the securities laws;
2. the Promoter and Promoter Group and their related entities are in compliance with the sub-regulation (5) of Regulation 4 of the Delisting Regulations; and
3. the proposed delisting is in the interest of the shareholders.

Pursuant to the aforesaid letter received from the Acquirer/ Promoter, the Board of Directors of the Company at their meeting held on May 20, 2019 have resolved to recommend this special resolution for approval of the Delisting Proposal by way of postal ballot to the shareholders in accordance with Companies (Management and Administration) Rules, 2014 read with Postal Ballot Rules.

Accordingly, the approval of the shareholders is sought for the aforesaid Special Resolution, after which the Acquirer/ Promoters will proceed to make an offer to the shareholders of the Company and purchase the shares at an exit price in accordance with the provisions of the SEBI Delisting Regulations

Mr. Kaushik B. Parikh, Managing Director of the Company, also being the Acquirer / Promoter of the Company may be deemed to be concerned or interested in this resolution.

None of the Directors / Key Managerial Personnel or their relatives (other than Mr. Kaushik B. Parikh) is concerned or interested in the resolution except to the extent of their shareholding in the Company.

Your Directors recommend the above resolution.

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

**Place: Ahmedabad
Date: May 20, 2019**

**Kaushik B. Parikh
Managing Director
DIN:00489853**

NOTES AND INSTRUCTIONS

1. For the purpose of offering E-Voting facility, the Company has entered into an agreement with CDSL. 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:

Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

Please see the instructions below for details on e-voting facility.

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9.00 am on Thursday June 13, 2019 and ends at 5.00 p.m. on Friday, July 12, 2019. 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 June 7, 2019, 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:

For Members holding shares in Demat Form and Physical Form

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.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 190607013 of Ocean Agro (India) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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).
- (xix) **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.
- (xx) 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.

B. Casting of Vote through Postal Ballot Form

- a. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.
 - b. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark ("") in the appropriate column.
 - c. The Member need not use all the votes nor needs to cast all the votes in the same way.
 - d. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.
3. The postal ballot notice is being sent to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on June 7, 2019 along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding).
 4. Members whose names appear on the Register of Members / List of Beneficial Owners as on June 7, 2019 will be considered for the purpose of voting.
 5. Members can download the Postal Ballot Form from the link www.evoting.india.com or www.oceanagro.com; or seek a duplicate Postal Ballot Form from the Company's Registrar 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 , fill in the details and send the same to the Scrutinizer.
 6. Kindly note that the Members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a Member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
 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 July 12, 2019. 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), July 12, 2019, will be treated as if the same has not been received from the Member.
 8. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: www.oceanagro.com. The results of the Postal Ballot will be announced on July 18, 2019 and will be communicated to BSE, where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the website of CDSL.

For any queries, members/beneficial owners may contact the Company's Registrar & Transfer Agent M/s. Adroit Corporate Services Pvt. Ltd. at their office at Wing "B" Shop No. 04, Monalisa Business Centre, Manjalpur, Vadodara- 390011, Phone: 0265-2983748

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	

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 May 20, 2019 of the company by recording my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing tick (✓) mark at the appropriate box below:

Sr. No	Description	No. of Equity Shares	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:

#E-mail address _____ Tel./Mobile No. _____

#May be provided by the Members holding shares in physical form. Members holding shares in electronic form who have not registered their email ID with the depository participant (DP) may please update their email IDs/contact number with the DP.

Electronic Voting Event Number (EVEN)	USER ID	Password

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 July 12, 2019 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 June 13, **2019** and ends on July 12, 2019.
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 July 18, 2019 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., Friday July 12, 2019.
17. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Chairman, 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_parikh@yahoo.com