

**OCEAN AGRO (INDIA) LIMITED**

**CIN:** U15174GJ1990PLC013922

**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

**Website:** www.oceanagro.com; **Email:** [nkparikh@oceanagro.com](mailto:nkparikh@oceanagro.com) Phone: (0265)2351223 | Fax: (0265)2313690

---

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended)**

Dear Member(s),

NOTICE is hereby given to the Members of Ocean Agro (India) Limited (“**the Company**”) pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for seeking approval of the Members of the Company to the proposed Special Resolutions appended below by means of Postal Ballot (including Electronic Voting (**e-voting**) for Postal Ballot (“**Postal Ballot**”).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act pertaining to the proposed Special Resolutions setting out all material facts and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Hemant Nandaniya -(Membership No. F8704; CP No. 10091), Partner Nandaniya Joshi & Associates (Company Secretaries); (Firm Unique Code: P2020GJ084200) as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner (“**Scrutinizer**”) and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelop so, as to reach the Scrutinizer not later than the close of working hours, that is, **5:00 p.m. on Tuesday, January 11, 2022**. Postal Ballot Forms received after 5:00 p.m. on **Tuesday, January 11, 2022** will be treated as ‘invalid.’ Pursuant to provisions of Section 108 and Section 110 of the Act read with Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit the report to the Chairperson of the Company upon completion of the scrutiny of postal ballot (remote e-voting) in a fair and transparent manner and the result of Postal Ballot will be announced on or before **Thursday, January 13, 2022**, at the Corporate Office of the Company and also by placing the same on the Company’s website: [www.oceanagro.com](http://www.oceanagro.com).

The last date of the e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**ITEM NO. 1 Approval for change of name of the Company from “Ocean Agro (India) Limited to Ocean Agro Industries Limited and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:**

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 5, 13, 14, 15, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rules, regulation(s), guidelines and subject to the approval of the Central Government, Registrar of Companies-Gujarat, Ahmedabad (ROC) and regulatory authorities as may be necessary consent of the members of the Company be and is hereby accorded to change the existing name of the Company from ‘**Ocean Agro (India) Limited**’ to ‘**Ocean Agro Industries Limited**’

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name ‘**Ocean Agro (India) Limited**’ as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents including the licenses, certificates, agreements and

contracts etc. entered into by the Company and at all other places wherever appearing be substituted with the new name 'Ocean Agro Industries Limited'.

**RESOLVED FURTHER THAT** Mr. Nakul Kaushik Parikh (DIN-09203877), Managing Director and/or Mrs. Usha Kaushik Parikh, (DIN:00489799) Whole Time Director of the Company, be and are hereby severally authorized on behalf of the Board for making application for change of name, filing of necessary Forms with the Ministry of Corporate Affairs, Registrar of Companies -Gujarat, Ahmedabad, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.”

**RESOLVED FURTHER THAT** any one of the above Directors be and are hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

**ITEM NO. 2 Alteration of Articles of Association of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the other rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) consent of the members of the Company be and is by accorded to alter the Articles of Association of the Company by inserting the following new Article 4A after Article 4 to the existing Articles of Association of the Company:

**4A Buy-back of Shares**

*Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provisions of the Companies Act, 2013t and Rules made thereunder, provisions of any re-enactment thereof and any rules and regulations that may be prescribed by the Central Government, or any other appropriate authority in this regard, the Company may with the authority of the Board or the members in General Meeting, as may be required / and contemplated by Section 68 of the Act, at any time and from time to time, authorize Buy-back of any part of the share capital of the Company fully paid-up on that date.*

**RESOLVED FURTHER THAT** Mr. Nakul Kaushik Parikh (DIN-09203877), Managing Director and/or Mrs. Usha Kaushik Parikh, (DIN:00489799) Whole Time Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Gujarat, Ahmedabad) in connection with the insertion of the new Article in the Articles of Association of the Company and/ or generally to give effect to the foregoing resolution without being required to seek any further consent or approval of the members of the Company.”

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

**Date: December 4, 2021**

**Place: Vadodara**

**Nakul Kaushik Parikh  
Managing Director  
DIN: 09203877**

Registered Office  
A – 207, Oxford Avenue,  
Opp. C. U. Shah College  
Ashram Road, Ahmedabad 380 014  
Phone: (0265) 2351223, 2313690  
Fax: (0265) 2313690  
Email Id: nkparikh@oceanagro.com  
Website: www.oceanagro.com  
CIN: U15174GJ1990PLC013922

## **NOTES AND INSTRUCTIONS:**

1. The explanatory Statement pursuant to Section 102 (1) read with Section 110 of the Companies Act, 2013 (“**the Act**”), setting out material facts and reasons for the proposed Resolution set above is annexed herewith.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self - addressed postage pre-paid Business Reply Envelope.
3. 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 Monday, December 6, 2021 (“**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.
4. Members, who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, may download Postal Ballot Form attached to the e-mail or from the Company's website ([www.oceanagro.com](http://www.oceanagro.com)) or seek duplicate Postal Ballot Form from the Company.
5. All the material documents referred to in the explanatory statement will be available for inspection at the Corporate 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. Tuesday, January 11, 2022.
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 photocopy 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 Tuesday, January 11, 2022. 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), Tuesday, January 11, 2022, will be treated as if the same has not been received from the Member.
8. 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.
9. 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.
10. Voting period commences on Monday, December 13, 2021 at 09.00 hours IST (start date) and ends on Tuesday, January 11, 2022, at 17.00 hours IST (end date).
11. 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 Director of the Company duly authorized, on or before Thursday, January 13, 2022, and will be displayed on the website of the Company ([www.oceanagro.com](http://www.oceanagro.com)) and on the website of the CDSL at ([www.evotingindia.com](http://www.evotingindia.com)). 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.
12. 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.
13. For any queries, members/beneficial owners may contact the Company

### **14. Voting in Electronic Form (E-Voting)**

Process and manner for members opting for voting through Electronic means:

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the

business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Central Depository Services (India) Limited (“**remote e-voting**”).

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. Monday, December 6, 2021, shall be entitled to avail the facility of remote e-voting as well as voting through postal ballot. Any recipient of the Postal Ballot Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Postal Ballot Notice and prior to the Cut-off date i.e. Monday, December 6, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Postal Ballot by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, December 13, 2021 at 9.00 a.m. and will end on Tuesday, January 11, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Monday, December 6, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The Company has appointed Mr. Hemant Nandaniya -(Membership No. F8704; CP No. 10091), Partner Nandaniya Joshi & Associates, Company Secretaries to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Postal Ballot in a fair and transparent manner.
- vii. The procedure and instructions for remote e-voting are, as follows:
  - I. The voting period begins on Monday, December 13, 2021 at 9.00 a.m. and will end on Tuesday, January 11, 2022 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, December 6, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - II. Voting process and instruction regarding remote e-voting:  
Members should follow the following steps to cast their votes electronically:
  - III. The instructions for members voting electronically are as under:

**A. For Individual shareholders holding securities in Demat mode:**

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company for casting the vote during the remote e-voting period. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration">https://web.cdslindia.com/myeasi/Registration</a> / <a href="#">Easi Registration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the closure date of Voting.</li> </ol>

<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For any technical issues related to login through Depository i.e. CDSL and NSDL, Individual Shareholders holding securities in demat mode may access the helpdesk as under:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## B. Other than individual shareholders holding shares in Demat mode & Physical shareholders.

- i. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on “Shareholders” module.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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 / Attendance Slip indicated in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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).</li> </ul>

- C. After entering these details appropriately, click on “SUBMIT” tab.
- D. 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.
- E. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- F. Click on the EVSN for Ocean Agro (India) Limited on which you choose to vote.
- G. 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.
- H. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- I. 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.
- J. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- K. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- L. 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.
- M. 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).
- N. 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](http://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](mailto: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](mailto: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.

- I. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.oceanagro.com](http://www.oceanagro.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within three days of the closure of Evoting period

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

Date: December 4, 2021  
Place: Vadodara

**Nakul Kaushik Parikh  
Managing Director  
DIN: 09203877**

Registered Office  
A – 207, Oxford Avenue,  
Opp. C. U. Shah College  
Ashram Road, Ahmedabad 380 014  
Phone: (0265) 2351223, 2313690  
Fax: (0265) 2313690  
Email Id: [nkparikh@oceanagro.com](mailto:nkparikh@oceanagro.com)  
Website: [www.oceanagro.com](http://www.oceanagro.com)  
CIN: U15174GJ1990PLC013922

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

**ITEM NO. 1 CHANGE OF NAME OF THE COMPANY FROM “OCEAN AGRO (INDIA) LIMITED TO OCEAN AGRO INDUSTRIES LIMITED AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AND OTHER DOCUMENTS OF THE COMPANY:**

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The Board of Directors in their meeting held on December 4, 2021 had approved the change in name of the Company subject to availability of the name from Registrar of Companies, CRC, MCA. It was also informed that the availability of name, if approved, is for a period of 60 days from the date of communication and hence it is necessary to take immediate steps on receipt of availability of name. In view of the same the Board of Directors had authorized Mr. Nakul Kaushik Parikh (DIN-09203877), Managing Director and/or Mrs. Usha Kaushik Parikh, (DIN:00489799) Whole Time Director of the Company to take all steps to implement the decision of change of name of the Company, on receipt of availability of the name, including finalising the notice of Postal Ballot to be sent to the shareholders for obtaining their approval and to do all other acts & deeds to comply with the requirements prescribed. The Directors considered the proposed Special Resolution in the interest of the Company and recommended the Special Resolution as set out in the notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for your approval by way of Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be.

A copy of the Articles of Association and Memorandum of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the business hours on all working days upto the date of closure of e-Voting.

Hence, the board recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

**ITEM NO. 2 ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

The present Articles of Association of the Company does not provide for Buy-back of Shares, therefore, it is considered necessary to suitably insert a new Article 4A after Article 4 to provide for Buy-back of Shares in pursuance to the provisions of the Companies Act, 2013 and rules made thereunder, hence the proposed alteration.

A copy of the Articles of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the business hours on all working days upto the date of closure of E- Voting.

In terms of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 any alteration to the Articles of Association requires prior approval of the Members by way of Special Resolution.

Hence, the board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

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

Date: December 4, 2021  
Place: Vadodara

**Nakul Kaushik Parikh  
Managing Director  
DIN: 09203877**

Registered Office  
A – 207, Oxford Avenue,  
Opp. C. U. Shah College  
Ashram Road, Ahmedabad 380 014  
Phone: (0265) 2351223, 2313690  
Fax: (0265) 2313690  
Email Id: nkparikh@oceanagro.com  
Website: www.oceanagro.com  
CIN: U15174GJ1990PLC013922



**OCEAN AGRO (INDIA) LIMITED**

CIN: U15174GJ1990PLC013922

**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 007Website: www.oceanagro.com | E-mail: [nkparikh@oceanagro.com](mailto:nkparikh@oceanagro.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 following resolutions to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated December 4, 2021, issued by the Company, by conveying my / our assent or dissent to the said resolution(s) by placing a tick mark (√) in the appropriate box below:

No.	Description of Resolution	No. of Equity Shares for which Votes Cast	I/ We assent ( <b>favor</b> ) to the resolution	I / We dissent ( <b>against</b> ) to the resolution
1.	<b><u>Special Resolution</u></b> To change the name of Company from Ocean Agro (India) Limited to Ocean Agro Industries Limited.			
2	<b><u>Special Resolution</u></b> Alteration of Articles of Association of the Company.			

**Date:****Place:**

---

**Signature of the Member**

## INSTRUCTIONS

1. A member entitled to vote and desirous of exercising vote by physical Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
2. If a member exercise voting rights through voting by electronic means (“e-voting”), the Postal Ballot Form need not be sent to the Company.
3. A member may vote through e-voting as per “Information and Instructions relating to e-voting” provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per specimen signature registered with the Company. In case of joint holding the same 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. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form
6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate box.
7. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
  - a. Postal Ballot Form other than one issued by the Company is used;
  - b. if the member's signature does not tally;
  - c. if the member has put a tick mark (√) in both the columns, that is, for “**Assent**” and also for “**Dissent**” to the resolution in such manner that the aggregate shares voted for “**Assent**” and “**Dissent**” exceed the total number of shares held;
  - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
  - f. if the Postal Ballot Form is received torn or defaced or mutilated;
  - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 pm on Tuesday, January 11, 2022, to Mr. Hemant Nandaniya, Partner, Nandaniya Joshi & Associates (Company Secretaries); Scrutinizer C/o Ocean Agro (India) Limited, 5- Alkapuri, Opp. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007.
9. 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.
10. A member may request for a duplicate Postal Ballot Form, if so required from the Company. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) Tuesday, January 11, 2022.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium(s) like pencil).
12. 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 Business Reply envelope. If any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
13. 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.
14. A member need not put all his vote(s) nor does he need to vote all of them in the same way.
15. Voting period commences on and from Monday, December 13, 2021, and ends on Tuesday, January 11, 2022.
16. The result of the voting on the Resolutions will be declared at the Corporate Office of the Company at: 5- Alkapuri, Opp. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007 on Thursday, January 13, 2022, at 5:00 PM onwards.
17. 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., Tuesday, January 11, 2022.
18. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the scrutinizer at Ocean Agro (India) Limited, 5- Alkapuri, Opp. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007 Phone: (0265) 2351223 | Fax: (0265) 2313690; Email id: [nkparikh@oceanagro.com](mailto:nkparikh@oceanagro.com)