

NOTICE OF ANNUAL GENERAL MEETING

OCEANAA BIOTEK INDUSTRIES LIMITED

CIN: L15549TN2005PLC057919

REGISTERED OFFICE: No.15, ZACKARIA COLONY, 4TH STREET, CHOOILAIEDU,

CHENNAI – 600 094. TAMIL NADU

PHONE : 044-3024 1900, FAX : 044-3024 1990,

EMAIL : OBIL@OCEANAABIOTEK.COM

NOTICE is hereby given that the **11th** Annual General Meeting of the members of the Company will be held on, **Thursday, June 30, 2016** at **2:00 P.M.** at **No.6, 1st Floor, Wellington Estate (near Ethiraj College), No.53, Ethiraj Salai, Egmore, Chennai - 600 008, Tamil Nadu** to transact the following business.

ORDINARY BUSINESS:

Item No 1. – Adoption of financial Statements

To receive, consider and adopt the audited Balance sheet as at **31st March, 2016** and Profit and Loss Account for the year ended **31st March, 2016** and the reports of Directors and Auditors thereon.

Item No.2. – Declaration of Dividend

To declare a final dividend of **₹0.60** per equity share of face value of **₹10/-** each, for the year ended **March 31, 2016**.

Item No.3. - Re-appointment of Mr.V.Krishnamoorthy, Chartered Accountant, Chennai

To consider passing the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors of the Company, the re-appointment of Mr.V.Krishnamoorthy, Chartered Accountant, M.No:009274, Chennai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, for the third year in the term of five years, on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditor, be and is hereby ratified".

Item No.4. - To appoint a Director in place of Mr.Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider passing the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr.Joseb Raj (holding DIN 00848819), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS:

Item No.5. – Approval for the issue of bonus shares

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a Committee of Directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding ₹4,20,00,000/- (Rupees Four Crore Twenty lakhs only) standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of ₹10/- (Rupees Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board or a Committee thereof, in the proportion of 7 (Seven) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'Record Date' as determined by the Board or a Committee thereof for the purpose of issue of Bonus Shares save and except that they shall not be entitled to any dividend that may be declared before such Record Date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Sd/-

Vimalla Joseb

Managing Director

DIN: 00849207

Date: May 30, 2016

Place: Chennai

Notes:

- a) Notice of the AGM together with Annual Report for the F.Y.2015-2016 has been sent to all members by permitted mode at their address registered with the Company and/ or electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission/physical dispatch of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2015-2016 are available on the Company's website www.oceanaabiotek.com.
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, June 28, 2016 to Thursday, June 30, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and such a proxy need not to be a member of a company.
- d) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.
- e) Members/Proxies are please requested to bring their copies of annual report to the meeting.
- f) Members/Proxies are requested to fill the Attendance slip for attending the meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- h) All documents referred to in this Notice/Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 A.M. to 6.00 P.M.) on all working days including Saturday (from 9.30 A.M. to 1.30 P.M.) and including the date of the Annual General Meeting of the Company.
- i) Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
- j) All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of the Annual General Meeting.

L15549TN2005PLC057919

- k) The electronic copy of the AGM notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all shareholders whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Company, inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.
- l) The information on the Directors' re-appointment is provided as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Director has submitted the required declarations/information for his re-appointment.
- m) Consent letter of the proposed Auditors Mr. V Krishnamoorthy, Chartered Accountant, M.No: 009274, Chennai can be inspected at the Corporate office of the Company.
- n) The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, subject to approval of the shareholders and provisions of the Companies Act, 2013 & SEBI regulations, if any will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on June 30, 2016. The final dividend is ₹0.60 per equity share of face value of ₹10/- each.
- o) Members whose shareholding is in electronic mode are requested to direct any change in their personal particulars to their respective Depository Participant(s).
- p) Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents and/or to the Company.

M/s.BigShare Services Private Limited

E- 2, Ansa Ind Estate,
Saki Vihar Road, Andheri (E),
Sakinaka, Mumbai – 400 072,
Maharashtra
investor@bigshareonline.com

Oceanaa Biotek Industries Limited

No.6, 1st Floor, Wellington Estate,
No.53, Ethiraj Salai, Egmore
Chennai – 600 008
Tamil Nadu
obil@oceanaabiotek.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4. – Approval for the issue of bonus shares

Statement pursuant to Section 102(1) of the Companies Act, 2013

The Board of Directors of the Company in its meeting held on May 30, 2016, subject to the approval of the shareholders has recommended the issue of bonus shares to the holders of equity shares of the Company in the ratio of 7 equity shares for every 10 fully paid up equity shares of ₹10/- each held by capitalizing a sum not exceeding ₹4,20,00,000/- (Rupees Four Crore Twenty Lakhs Only) from the Securities Premium Account/ Free Reserves, as per the Audited Accounts of the Company for the financial year ended March 31, 2016, and the same is proposed to be applied in paying up in full not exceeding ₹4,20,00,000/- Equity Shares of ₹10/-each.

The issue of bonus shares requires approval of the members. It is necessary to authorize the Board to take necessary actions and to complete regulatory requirements.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 7 (Seven) Bonus Share of ₹10/- each for every 10 (Ten) Equity Shares of ₹10/- each held by them on the Record Date. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution. The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Date: May 30, 2016
Place: Chennai

Sd/-
Vimalla Joseb
Managing Director
DIN: 00849207