



Oceanaa Biotek Industries Limited
Regd. off.
15, Zackaria colony, 4th street, Choolaimedu,
Chennai - 600 094.
Corp.off.
No. 6, 1st Floor, Wellington Estate Complex,
No. 53, Ethiraj Salai, Egmore, Chennai - 600 008.
Tel: +91 44 3024 1900 | Fax: +91 44 3024 1990
E-mail: obil@oceanaabiotek.com

L15549TN2005PLC057919

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through postal ballot or electronic voting (e-voting). The explanatory statement pertaining to the appended resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed **R. Balasubramanian, ACS 30556, C.P. 11979** of **R. Balasubramanian & Co., Practising Company Secretary**, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than **5:30 p.m. on September 16, 2016**, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on or before **September 17, 2016** and communicated to the stock exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.oceanaabiotek.com

RESOLUTIONS:

Item No. 1 – Listing Migration from BSE SME Platform to BSE Main Board

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

"RESOLVED THAT pursuant to provisions of Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the applicable provisions of the Companies Act 2013 and the rules framed there under, including any amendment,



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modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Platform of BSE to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations, 2009 and other applicable Regulations notified by SEBI, as amended from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary, be and are hereby authorized jointly and / or severally to do all acts, things and deeds as are necessary to give effect to the said resolution on behalf of the Company."

Item No. 2 – To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and other applicable provisions, if any, of the Act, 2013 as amended from time to time and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, M/s.Elangovan & Co., Firm Registration No:006990S, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of Mr.V.Krishnamoorthy, Chartered Accountant, Chennai and the Auditor shall hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by Board of Directors of the Company in consultation with the Audit Committee and the auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee be and are hereby severally authorised to do all such acts and deeds, as may be necessary to give effect to the above resolution."

By the Order of Board of Directors

For Oceanaa Biotek Industries Limited

Place: **Chennai**
Date: **August 13 2016**

Sd/-
Neeraja Rajendran
Company Secretary



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Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to 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 **August 12, 2016**. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on August 12, 2016 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. 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.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on **August 12, 2016**.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to obil@oceanaabiotek.com. The Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are given in this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. **5:30 p.m.**) on **September 16, 2016**. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members



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will also be accepted. If any postal ballot is received after **5:30 p.m. on September 16, 2016**, it will be considered that no reply from the Member has been received.

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 Managing Director or any Director of the Company duly authorized, on **September 17, 2016** at the Corporate Office at **No.6, 1st Floor, Wellington Estate, 53 Ethiraj Salai, Egmore, Chennai – 600 018** and will also be displayed on the Company website (www.oceanaabiotek.com), besides being communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot i.e. on **September 17, 2016** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

(1) The voting period begins on **August 18, 2016 (9:00 am)** and ends on **September 16, 2016 (5:00 pm)**. During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **August 12, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(2) Log on to the e-voting website www.evotingindia.com

(3) Click on "Shareholders" tab

(4) Now Enter your User ID

i) For CDSL : 16 digits beneficiary ID

ii) For NSDL : 8 Character DP ID followed by 8 Digits Client ID

iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(5) Next enter the Image Verification as displayed and Click on Login.

(6) 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. If you are a first time user follow



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the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer sequence no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Arul Kumar with serial number 1 then enter AR00000001 in the PAN field.
DOB (OR)	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(7) After entering these details appropriately click on "SUBMIT" tab.

(8) Members holding shares in physical form will then reach directly 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.

(9) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.

(10) Click on Electronic Voting Sequence Number (EVSN) relevant for "**OCEANAA BIOTEK INDUSTRIES LIMITED**" on which you choose to vote.



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(11) 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.

(12) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(13) After selecting the resolution you have decided to vote 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.

(14) Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.

(15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(16) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note: *For Non - Individual Shareholders and Custodians Non-Individual shareholders (ie other than Individuals HUF NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

*They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com

*After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

*The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

*They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(17) In case of members receiving the physical copy please follow all steps from Sl no (1) to (15) above to cast vote.

(18) 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.

(19) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **August 12, 2016**.

(20) Mr. R. Balasubramanian, Practicing Company Secretary (Membership No. ACS 30556, CP No. 11979) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



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(21) The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on **September 17, 2016** and communicated to the stock exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.oceanaabiotek.com

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

Item No 1:

As per SEBI circular dated 18th May 2010, Company with post issue face value capital of ₹10 crores or more and upto ₹25 crores and listed SME Platform of Stock Exchange can migrate to their Main Board., provided shareholder's approval is obtained in accordance with Securities and Exchange Board of India (ICDR) Regulations and the Company meets listing requirements of Stock Exchange on which the Company is proposed to list. Further, in compliance of BSE circular dated 26th November 2012, Directors of your Company are of the view that migration to main board of BSE Limited will accelerate in growth and expansion of the Company and will also help the shareholders to benefit better return from their investments.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Item No 2:

Mr.V.Krishnamoorthy, Mem.No:009274, Chartered Accountant, Chennai, has tendered his resignation as Statutory Auditor of the Company due to personal commitments and prior occupation in other assignments. The resignation is effective from August 13, 2016 and has resulted in a casual vacancy in the office of Statutory Auditors of the Company.

The Board of Directors have received consent from M/s.Elangovan & Co., FRN:006990S, Chartered Accountants, Chennai to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they are not disqualified and are eligible for appointment as Statutory Auditors of the Company.

As per the provisions of Section 139(8) and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors. The Audit Committee and the Board of Directors at their meeting held on August 13, 2016 have considered and recommended appointment of M/s.Elangovan & Co., FRN:006990S, Chartered Accountants, Chennai as Statutory Auditors of the Company. If appointed, they shall hold office as Statutory Auditors from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution.



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OCEANAA BIOTEK INDUSTRIES LIMITED

Registered Office: No.15, Zackaria Colony, 4th Street, Choolaimedu, Chennai-600094, Tamil Nadu.

(CIN: L15549TN2005PLC057919) Email: obil@oceanaabiotek.com; Website: www.oceanaabiotek.com;

Postal Ballot Form

Registered Folio/ DP ID & Client ID	
Name and address of the Shareholder(s) Joint Holder 1 Joint Holder 2	
No. of shares held	

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated **August 13, 2016** by sending my / our assent / dissent to the said Resolutions by placing the tick mark (V) at the appropriate boxes below:

S.No.	Special Resolutions	No. of Shares held	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1	Migration of listing of shares from SME Platform of BSE to the Main Board of BSE.			
2	To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy			

Member's Signature

Place:

Date:

Note: Request you to read the instructions carefully before voting on the resolutions.