



**NOTICE TO MEMBERS**  
**OCEANAA BIOTEK INDUSTRIES LIMITED**  
**(CIN: L15549TN2005PLC057919)**

**Registered Office:** No.15, Zackaria Colony, 4<sup>th</sup> Street, Choolaimedu,  
Chennai – 600 094. Tamil Nadu Phone : 044-3024 1900, Fax : 044-3024 1990,  
Email : [obil@oceanaabiotek.com](mailto:obil@oceanaabiotek.com)

**NOTICE OF ANNUAL GENERAL MEETING & E-VOTING**

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Monday, 28<sup>th</sup> September, 2015 at 3.00 p.m. at No.6, 1<sup>st</sup> Floor, Wellington Estate(near Ethiraj College), No.53, Ethiraj Salai, Egmore, Chennai - 600 008, Tamil Nadu to transact the business as set out in this the Notice of the Annual General Meeting.

Notice of the AGM together with Annual Report for the F.Y.2014-2015 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 registered 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. 2014-2015 are available on the company's website [www.oceanaabiotek.com](http://www.oceanaabiotek.com). The notice of AGM inter alia indicating the process and manner of E-Voting process can be also downloaded from the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014, revised Clause 35B of Listing Agreement, the Company is pleased to provide all the electronic voting (e-voting) services by Central Depository Services (India) Limited (CDSL), Members holding shares on cutoff date i.e. 21<sup>st</sup> September, 2015 may cast their vote electronically on Ordinary Business and Special Business as set out in the notice of AGM.

Voting through electronic mode shall commence on Thursday, 24<sup>th</sup> September, 2015 at 09.00 A.M. and end on Sunday, 27<sup>th</sup> September, 2015 at 5.00 P.M. Voting through electronic mode shall not be allowed beyond 5.00 P.M. on 27<sup>th</sup> September, 2015 and the facility shall be blocked.

Members may go through instructions explained in the notice of AGM or in the case of any query, may refer [www.evotingindia.com](http://www.evotingindia.com) or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact [obil@oceanaabiotek.com](mailto:obil@oceanaabiotek.com) who will address the Shareholder's grievances connected.

The Board of Directors of the Company has appointed Mr.R.Balasubramanian, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting procedure in a fair and transparent manner.

The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 25, 2015 to Monday, September 28, 2015 (both days inclusive) for the purpose of Annual General Meeting of the Company.

**FOR OCEANAA BIOTEK INDUSTRIES LIMITED**

**Place: Chennai**  
**Date: 4<sup>th</sup> September, 2015**

**Vimalla Joseb**  
**Managing Director**  
**DIN: 00849207**

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the audited Balance sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the reports of Directors and Auditors thereon**

To consider passing the following resolution as an Ordinary Resolution

**"RESOLVED THAT** the audited balance sheet as at 31<sup>st</sup> March 2015, the statement of profit and loss and cash flow statement for the year ended on that date, the directors' report and the auditors' report thereon as presented to the meeting, be and are hereby, approved and adopted".

2. **Re-appointment of M/s V.Krishnamoorthy & Co, Chartered Accountants, 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 M/s. V. Krishnamoorthy & Co, Chartered Accountants, 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 second year in the term of five years, on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors, be and is hereby ratified".

3. **Re-appointment of Mr.Joseb Raj A as Director**

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:**

4. **Increase in remuneration of Mrs.Vimalla Joseb, Managing Director**

To consider passing the following resolution as an Ordinary Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, the Articles of Association of the company and in modification of the earlier resolution passed at the Extra Ordinary General meeting held on 19<sup>th</sup> August, 2013, consent of the members be and is hereby accorded for increase in remuneration to Rs.6,00,000/- per annum payable to Mrs.Vimalla Joseb, Managing Director of the Company on the salary, allowance and perquisites as set out in the explanatory statement annexed to the notice, with effect from 4<sup>th</sup> September 2015 for the remainder of duration of appointment upto August 16, 2018.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said remuneration or agreement so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, minimum remuneration, computed accordingly, by way of salary and allowances and subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matters and things as may be necessary or desirable to give effect to the above resolution.

#### **5. Increase in the authorized share capital of the Company**

To consider passing the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the authorized share capital of the Company be and is hereby increased to Rs.11,00,00,000 (Rupees eleven crores only) divided into 1,10,00,000 (One crore ten lakhs only) equity shares of Rs.10 (Rupees ten only) each, from Rs.6,00,00,000 (Rupees six crore only) divided into 60,00,000 (Sixty lakh only) equity shares of Rs.10 (Rupees ten only)”.

#### **6. Alteration of the Capital Clause of the Memorandum of Association**

To consider passing the following resolution as a Special Resolution

**“RESOLVED THAT**, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

The Authorised Share Capital of the Company is Rs.11,00,00,000 (Rupees eleven crores only) divided into 1,10,00,000 (One crore ten lakhs only) equity shares of Rs.10 (Rupees ten only) each with the rights, privileges and conditions attaching thereto with power to vary, modify or abrogate such rights, privileges and conditions as may be provided by the Articles of Association of the Company for the time being. The Company has power to increase and to reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to vary, modify rights and privileges attached thereto.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matters and things as may be necessary or desirable to give effect to the above resolution.

## 7. Alteration of the Capital Clause of the Articles of Association

To consider passing the following resolution as a Special Resolution

**“RESOLVED THAT**, pursuant to the provisions of Sections 14 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following :

The Authorised Share Capital of the Company is as per Clause V of the Memorandum of Association with a power to increase and reduce the capital of the company and to divide the shares into the capital for the time being into several classes and to attach thereto respectively such preference, qualified, or special rights, privileges, or conditions, as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Articles of Association for the time being be provided by the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matters and things as may be necessary or desirable to give effect to the above resolution.

### Notes:

- a) 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
- b) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.
- c) Members/Proxies are please requested to bring their copies of annual report to the meeting.
- d) Members/Proxies are requested to fill the Attendance slip for attending the meeting.
- e) The information on the Directors’ re-appointment is provided as per Clause 52 of SME Listing Agreement and is given in the Corporate Governance Section of this Annual Report.
- f) 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.
- g) 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.
- h) 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.

i) Voting through Electronic Means :-

(1) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members the facility to exercise their right to vote at the AGM by electronic means, and the business may be transacted through e-voting services provided by Central Securities Depository Limited (CDSL).

j) Consent letter of the proposed Auditors M/s. V Krishnamoorthy & Co, Chartered Accountants, Chennai can be inspected at the registered office of the Company.

**FOR OCEANAA BIOTEK INDUSTRIES LIMITED**

**Place: Chennai**

**Date: 4<sup>th</sup> September, 2015**

**Vimalla Joseb  
Managing Director  
DIN: 00849207**

## Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with the Rules made thereunder and Clause 35B of the Listing Agreement the Company is providing facility of e-voting to the members to exercise their right to vote electronically in respect of the business to be transacted at the 6th Annual General Meeting (AGM) of the company scheduled to be held on 28<sup>th</sup> September 2015 at 3.00 p.m. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facility.

The instructions for voting through electronic means are as under:

1. The e-voting will be available from 24<sup>th</sup> September, 2015 from 09.00 a.m. to 27<sup>th</sup> September, 2015 till 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 21<sup>st</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter.

(2) Log on to the e-voting website [www.evotingindia.com](http://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](http://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 the steps given below.

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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 Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• 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.</li></ul>

(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.

(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](http://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](mailto: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](mailto: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 SI no (1) to (18) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(19) Mr.R.Balasubramanian, Practicing Company Secretary have been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

(20) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report forthwith and forward to the Chairman of the Company.

(21) The Results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.oceanaabiotek.com](http://www.oceanaabiotek.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two (2) days of passing of the resolutions at the Annual General Meeting of the Company to be held on 28<sup>th</sup> September 2015 and communicated to the Stock Exchange viz Bombay Stock Exchange Limited.

**FOR OCEANAA BIOTEK INDUSTRIES LIMITED**

**Place: Chennai**

**Date: 4<sup>th</sup> September, 2015**

**Vimalla Joseb  
Managing Director  
DIN: 00849207**



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

**Item No 4:** The shareholders of the Company at the Extra Ordinary General Meeting held on 19<sup>th</sup> August, 2013 had approved the appointment and payment of remuneration of Rs.2,40,000 under the Companies Act, 1956 to Mrs.Vimalla Joseb.

The Nomination and Remuneration Committee, in its meeting held on 28<sup>th</sup> May, 2015 recommended and the Board of Directors, at their meeting held on September 4, 2015, approved the payment of remuneration of 6,00,000/- per annum to Mrs. Vimalla Joseb (holding DIN 00849207), Managing Director of the Company, appointed with effect from August 18, 2013 for the remainder of duration of appointment upto August 18, 2018, subject to the approval of the shareholders in the Annual General Meeting.

The appointment as well as payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Mrs.Vimalla Joseb is instrumental in managing the overall affairs of the Company, with her sound knowledge of quality control and has introduced new systems in hatchery in the Company and other group Companies.

Any further increase in remuneration shall be subject to the provisions of Sec.196, 197 and other applicable provisions, if any and Schedule V of the Companies Act, 2013.

Except Mrs.Vimalla Joseb and Mr.Joseb Raj, as a relative of Mrs.Vimalla Joseb, none of the Directors are interested or concerned in the above resolution.

Mrs.Vimalla Joseb holds 15,58,825 shares in the Company.

The Board recommends the resolution for approval of the members.

The remuneration payable to Mrs.Vimalla Joseb, Managing Director, is as given below:

- a. Basic salary: Rs.1,80,000
- b. Other benefits, namely: Rs.4,20,000
  - i) Contribution to Provident Fund and Superannuation Fund to the extent not taxable under the Income Tax Act, 1961.
  - ii) Gratuity not exceeding one month's salary for each completed year of service.
  - iii) Encashment of leave at the end of the tenure as per the Company's rules.
  - iv) Provision of car for use on the Company's business and telecommunication facilities

v) Reimbursement of travelling and entertainment expenses actually incurred for the purpose of business of the Company.

vi) Med claim insurance cover for self and family as per the Company policy.

The value of the perquisites shall be as per the provisions of the Income Tax Act, 1961.

If the Company has no Profits or its Profits are inadequate in any Financial Year, the Company may pay remuneration to the Managing Director by way of Salary, Perquisites and other benefits as provided under the 2013 Companies Act.

**Items No 5 to 7:** The present Authorized Share Capital of the Company is Rs.6,00,00,000 (Rupees six crores) comprising 60,00,000 (Sixty lakh) equity shares of Rs. 10/- each. The Board proposes to raise additional finance of Rs.5,00,00,000 for further issue of capital for meeting the future business requirements.

The Board of Directors at their meeting held on 5<sup>th</sup> September, 2015 have proposed to increase the Authorized capital pursuant to Section 62 and other applicable provisions of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

In order to increase the Authorized Share Capital of the Company, the Memorandum of Association and the Articles of Association of the Company have to be amended pursuant to Sections 13 and 14 of the Companies Act, 2013.

None of the Directors are interested or concerned in the above resolution.

The Board recommends the resolution for approval of the members.

## ROUTE MAP FOR AGM

