



CIN: U15549TN2005PLC057919

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.  
E-mail: obil@oceanaabiotek.com 1990

**MINUTES OF THE 9<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF OCEANAA BIOTEK INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 24<sup>th</sup> DAY OF SEPTEMBER, 2014 AT THE CORPORATE OFFICE OF THE COMPANY AT NO.6, 1<sup>ST</sup> FLOOR, WELLINGTON ESTATE, 53, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 094, TAMIL NADU AT 11:00 A.M.**

**PRESENT**

**Mrs. VIMALLA JOSEB:** Managing Director and as a member of the Company. Also, a member of the Audit Committee.

**Mr. JOSEB RAJ AROKIASAMY:** Director and as a member of the Company. Also, a member of the Remuneration Committee.

**Mr. Jesu Raj:** Independent Director and as a member of the Company. Also, Chairman of the Remuneration Committee and member of the Audit Committee.

**Mrs. Irudayaraj Beaula Raj:** Independent Director and as a member of the Company. Also, Chairman of the Audit Committee and member of the Remuneration Committee.

**Ms. Neeraja Rajendran:** Company Secretary & Compliance Officer

Apart from the Board of Directors cum members, 2 shareholders were present at the meeting. None of the members had attended the meeting through proxy. 18 members had cast their votes through e - voting

The following documents were placed on the table:

- 1) Directors' report for the Financial year ended 31<sup>st</sup> March, 2014
- 2) The audited Accounts and Auditors' Report for the Financial year ended 31<sup>st</sup> March, 2014

Also, the Register of Members, Register of Directors, Register of Directors' shareholding and Proxy register were available for inspection by the members, during the meeting.

Mrs. Vimalla Joseb, Chairman of the Board of Directors, occupied the Chair and conducted the proceedings.

After ascertaining that the requisite quorum for the meeting is present, the meeting was called to order. The Chairman commenced the meeting at 11:30 a.m by welcoming the members to the 9<sup>th</sup> Annual General Meeting. She highlighted the performance of the Company in the past year and stated that the Company has utilized the funds raised through Initial Public Offering in setting up a food testing analysis lab within the factory premises of the Promoter Group's Marakkanam facility, near Villupuram in Tamil Nadu.



*[Handwritten signature]*

1



Laboratory: Pidukuppam Village,  
Mandavai Post, Marakkanam,  
Tindivanam Taluk, Villupuram District,  
Tamil Nadu 604 303.  
Tel: +91 4147 302 300  
www.oceanaabiotek.com

**CERTIFIED TRUE COPY**



CIN: U15549TN2005PLC057919

**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

The Chairman also expressed her gratitude to the Board Members, Auditors and Stakeholders for their cooperation and continued support.

The Chairman also confirmed the compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting;

Thereafter, the Chairman commenced the agenda of the Annual General Meeting and with consent of the members present, the Chairman read the Notice convening the meeting. All the members present were also informed of the changes made in the notice, post dispatch, particularly with respect to the resolution and the Explanatory Statement pertaining to the preferential issue of shares. The Directors Report and the Annual accounts for the Financial year ended 31<sup>st</sup> March, 2014 were taken as read.

The Chairman requested Ms. Neeraja Rajendran, Company Secretary to read the Auditors' Report on the audited Accounts for the year ended 31<sup>st</sup> March 2014. Thereafter, the Company Secretary read the Auditors' Report.

The Chairman stated that the Company had provided the facility of voting through electronic means on the resolutions as set out in the notice of the Annual General Meeting to the members. She stated that the Scrutinizer, Mr. Mahesh, Practicing Company Secretary, M/s. V. Mahesh & Associates has submitted his report on the e-voting before the commencement of the Annual General Meeting.

The Chairman stated that as all the members present had voted electronically, there was no requirement to conduct poll at the Annual General Meeting.

Thereafter, it was decided to take up the business as stated in the notice.

The following resolutions were placed before the meeting:

**ORDINARY BUSINESS:**

**Item No.1:**

To receive, consider and adopt the audited Balance sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 and the reports of Directors and Auditors thereon:  
**Ordinary Resolution**

"RESOLVED THAT the audited balance sheet as at 31<sup>st</sup> March 2014, 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".



*[Handwritten signature]*

2



Laboratory : Pudukuppam Village,  
Mandavai Post, Marakkanam,  
Tindivanam Taluk, Villupuram District,  
Tamil Nadu 604 303.  
Tel : +91 4147 302300  
www.oceanaabiotek.com

**CERTIFIED TRUE COPY**



CIN: U15549TN2005PLC057919

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

**Item No.2:**

**To appoint Mr.V.Krishnamoorthy, Chartered Accountant, Chennai in place of Retiring Auditors M/s S.Devaraj & Co Chartered Accountants, Chennai to hold office until the next Annual General Meeting and to fix their remuneration thereon: 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, M/s. V. Krishnamoorthy & Co, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of 6<sup>th</sup> Annual General Meeting (calculated as such from this Annual General Meeting), subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting, and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Statutory Auditors".

**Item No.3:**

**To appoint a Director in place of Mr.Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment: 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.4:**

**To Regularise Mr. Jesu Raj, as Director of the company and re-appoint him as an Independent director for a term of five years: Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other provisions, if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, Mr. Jesu Raj who was appointed as an Additional Director in the meeting of the Board of Directors & whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company".

**"FURTHER RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of clause 49 of the listing agreement entered by the Company with Stock Exchange(s), Mr. Jesu Raj, (DIN:06583789) Director of the Company, who has submitted a declaration that he meets the



*Handwritten signature*

3



Laboratory : Pudukkuppam Village,  
Mandavai Post, Marakkanam,  
Tindivanam Taluk, Villupuram District,  
Tamil Nadu 604 303.  
Tel : +91 4147 302300  
www.oceanaabiotek.com

**CERTIFIED TRUE COPY**



CIN: U15549TN2005PLC057919

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

criteria for independence as provided in section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose terms expires at this Annual General Meeting and in respect whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years commencing from 24th September, 2014".

**Item No.5:**

**To Regularise Mrs. Irudayaraj Beaula Raj, as Director of the company and re-appoint her as an Independent director for a term of five years: Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other provisions, if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, Mrs. Beaula Raj who was appointed as an Additional Director in the meeting of the Board of Directors & whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company".

**"FURTHER RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of clause 49 of the listing agreement entered by the Company with Stock Exchange(s), Mrs. Irudayaraj Beaula Raj, (DIN:06583790) Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and whose period of office was liable to determination by retirement of Directors by rotation under the provisions of the Companies Act, 1956 and whose terms expires at this Annual General Meeting and in respect whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years commencing from 24th September, 2014".



4

**CERTIFIED TRUE COPY**

Laboratory : Pudukuppam Village,  
Mandavai Post, Marakkanam,  
Tindivanam Taluk, Villupuram District,  
Tamil Nadu 604 303.  
Tel : +91 4147 302300  
www.oceanaabiotek.com





CIN: U15549TN2005PLC057919

Oceanaa Biotech 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@oceanaabiotech.com

**Item No.6:**

**Further Issue of Equity Shares on Preferential Basis: Special Resolution**

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot up to 7,81,850 (seven lakhs eighty one thousand eight fifty only) Equity Shares of Rs.10/- (Ten only) each at a premium of Rs.40/- (Forty Only) considering the date thirty days prior to the date of this meeting as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issues on such further terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors to the following person/ entity being the person/ entity other than Promoters Group as detailed herein below:

| Sr.No. | Name of the proposed allottee | No. of Shares | PAN        | Category                 |
|--------|-------------------------------|---------------|------------|--------------------------|
| 1.     | Pushpamadha                   | 2,61,850      | CNOPP9002N | Individual, Non Promoter |
| 2.     | S.Sagayaraju                  | 2,60,000      | ABGPS8507F | Individual, Non Promoter |
| 3.     | A.Sathyaraj                   | 2,60,000      | DOPPS5367C | Individual, Non Promoter |

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares and also to seek the listing of such equity shares in the Bombay Stock Exchange".



*[Handwritten signature]*



5

**CERTIFIED TRUE COPY**

Laboratory : Pudukuppam Village,  
Mandavai Post, Marakkanam,  
Tindivanam Taluk, Villupuram District,  
Tamil Nadu 604 303.  
Tel : +91 4147 302300  
www.oceanaabiotech.com



CIN: U15549TN2005PLC057919

**Oceanaa Biotech 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@oceanaabiotech.com

**"FURTHER RESOLVED THAT** the Equity Shares to be issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects".

**"FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/Central Government or such other appropriate authority may impose at the time of their approval as agreed by the Board".

**VOTING RESULTS:**

Based on the Scrutinizers report on E-Voting, the Chairman declared that the resolutions were passed with requisite majority.

**VOTE OF THANKS**

The Chairman proposed a vote of thanks to the members. Thereafter, the Chairman declared the meeting as concluded.

Date: 08/10/2014

Place: Chennai



*Vimalla Joseh* 08/10/2014  
**Vimalla Joseh**  
Chairman & Managing Director

*Neeraja Rajendran*  
**Neeraja Rajendran**  
Company Secretary  
**CERTIFIED TRUE COPY**