



To
The Board of Directors
Oceanaa Biotek Industries Limited
No.15, Zackaria Colony, 4th Street, Choolaimedu,
Chennai - 600 094
Tamil Nadu

Dear Sir(s),

Sub: Auditors' Certificate to Oceanaa Biotek Industries Limited pursuant to Regulation 73(2) contained in Chapter VII (Preferential Issue) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the proposed preferential issue of 7,81,850 equity shares.

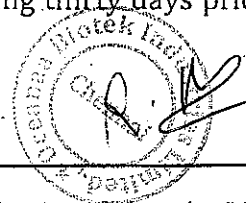
Oceanaa Biotek Industries Limited (the "Company") (CIN-U15549TN2005PLC057919, PAN-AAAC08057E) having its registered Office at No.15, Zackaria Colony, 4th Street, Choolaimedu, Chennai - 600 094, Tamil Nadu, proposes to issue 7,81,850 equity shares of the face value of Rs.10 each, at an issue price of Rs.50 (including premium of Rs.40 per share) per equity share on a preferential basis to the following proposed allottees, subject to the approval of the members of the Company at their Annual General Meeting to be held on 24th September, 2014 and the allotment of securities on such terms and conditions as may be deemed appropriate by the Board.

- (i) Ms.Pushpamadha - 2,61,850 equity shares
- (ii) S.Sagayaraju - 2,60,000 equity shares
- (iii) A.Sathyaraj - 2,60,000 equity shares

In connection with the proposed preferential issue and on examination of the relevant records placed before us and on the basis of the information and explanations provided to us by the Company, we certify the following with regard to the provisions of Chapter VII of the Securities and Exchange Board of India ((Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "Regulations")

- (1) In terms of clause 71(a) of the Regulations, the relevant date for the purpose of proposed preferential issue is 25th August, 2014, being thirty days prior to the date

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- on which the meeting of shareholders is held to consider the proposed preferential issue, i.e. 24th September, 2014.
- (2) The shares of the Company are quoted on the Bombay Stock Exchange ("BSE"). The shares were listed on the BSE SME platform on 3rd April, 2014 through Initial Public Offer (IPO).
- (3) Till the relevant date, the Company has not completed twenty six weeks of listing on the BSE. The average of the Volume Weighted Average Market price of the Company's Equity shares quoted on the Bombay Stock Exchange during the period the shares have been listed preceding the relevant date is Rs.10.13.
- (4) The average of the Volume Weighted Average Market price of the Company's Equity shares quoted on the BSE during the two weeks preceding the relevant date is Rs.11.65.
- (5) As per the certificate of the Registrars and confirmation obtained from the management, the proposed allottees hold the existing shares, i.e., allotted earlier, in dematerialized form and have not sold any equity shares of the company during the six months period preceding the relevant date.
- (6) The pre-preferential shareholding of each of proposed allottees has been locked in accordance with Regulation 78(6) SEBI (ICDR) Regulations, 2009. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID	Qty	Lock-in details	
			From	To
Pushpamadha	1207600000046319	50000	25/08/2014	24/04/2015
S.Sagayaraju	1204920000163745	50000	25/08/2014	24/04/2015
A.Sathyaraj	1204920000162887	20000	25/08/2014	24/04/2015

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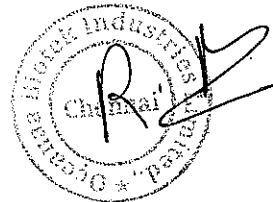
**V. KRISHNAMOORTHY****CHARTERED ACCOUNTANT**

7) Shareholding pattern of the company pre and post proposed preferential issue, as per the certificate of the Registrars:

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		Pre-Issue Shares held	%to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian				
(a)	Individual	31,17,850	59.75	31,17,850	51.96
(b)	Bodies Corporate	0	0	0	0
	Sub Total (A)	31,17,850	59.75	31,17,850	51.96
(B)	Public Shareholding/Non-Promoters Shareholding				
(1)	Institutional Investors	-	-	-	-
(2)	Non-institutional				
(a)	Bodies Corporate	20,000	0.38	20,000	0.17
(b)	Individuals	18,90,300	36.22	26,72,150	44.87
(c)	Foreign Corporate Bodies/ NRIs	0	0	0	0
(d)	Others - Market Maker	1,50,000	2.88	1,50,000	2.17
(e)	Others - Clearing Members	40,000	0.77	40,000	0.83
	Sub-Total (B)	21,00,300	40.25	28,82,150	48.04
	GRAND TOTAL	52,18,150	100.00	60,00,000	100.00
	(A)+(B)(1)+(B)(2)				

This Certificate is addressed to and provided to the Board of Directors of the Company, in accordance with the Regulations, to be kept open for inspection by its members at its Registered office and for submission to the Bombay Stock Exchange where the Equity shares of the Company are currently listed. This Certificate shall not be used for any other purpose without obtaining our prior written consent.

V.Krishnamoorthy
Membership No.009274
Place: Chennai
Date: 01.09.2014

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