



## OCEANAA BIOTEK INDUSTRIES LIMITED

**Registered Office:** 15, Zackaria Colony, 4th Street, Choolaimedu, Chennai – 600 094, Tamil Nadu.

**Corporate Office:** No.6, 1<sup>st</sup> Floor, Wellington Estate (near Ethiraj College), No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu.

**CIN:** L15549TN2005PLC057919; **Tel:** 044-3024 1900; **Website:** [www.oceanaabiotek.com](http://www.oceanaabiotek.com); **Email:** [info@oceanaabiotek.com](mailto:info@oceanaabiotek.com).

### NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF OCEANAA BIOTEK INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, THE 16<sup>TH</sup> DAY OF MARCH 2017 AT 10.00 A.M AT THE CORPORATE OFFICE OF THE COMPANY AT NO.6, 1<sup>ST</sup> FLOOR, WELLINGTON ESTATE (NEAR ETHIRAJ COLLEGE), 53, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

#### **SPECIAL BUSINESS:**

##### **Item No. 1**

##### **Increase in Authorised Share Capital of the Company and consequent alteration of Memorandum of Association:**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 14 and 61 and all other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force (collectively, the “Act”), and subject to such approvals, consents, permissions and sanctions, if any, required from any authorities, the existing Authorised Share Capital of the Company of ₹11,00,00,000 (Rupees Eleven crores) divided into 1,10,00,000 (One Crore Ten lac) Equity Shares of ₹10/- (Rupees Ten) each be and is hereby increased to ₹15,00,00,000 (Rupees Fifteen crore) divided into 1,50,00,000 (One crore Fifty lac) equity shares of 10/- each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V relating to share capital by the following new clause V to reflect the increase in Authorized Share Capital of the Company as under:

V: Authorised Share Capital of the Company of ₹11,00,00,000 (Rupees Eleven crores) divided into 1,10,00,000 (One Crore Ten lac) Equity Shares of ₹10/- (Rupees Ten) each be and is hereby increased to ₹15,00,00,000 (Rupees Fifteen crore) divided into 1,50,00,000 (One crore Fifty lac) equity shares of ₹10/- each.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”



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**Item No. 2**

**Issue of Equity Shares on Preferential basis – consideration other than cash (share swap)**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements), Regulations 2015 and in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (“SEBI ICDR Regulations”) and other applicable regulations/ guidelines of SEBI, if any enabling provisions of the Memorandum and Articles of Association of the Company and subject to such modifications and considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Registrar of Companies or such other bodies or authorities as may be required by law and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot 33,65,275 equity shares of ₹10/- each at an issue price of ₹60/- per share (including premium of ₹50/- per equity share) as determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, for consideration other than cash in lieu of proposed assets to be acquired through an Agreement for discharging the consideration payable to the Seller for a value of ₹20,19,16,500/- (Rupees Twenty crore Nineteen lac Sixteen thousand Five hundred only ) under Non Promoters category by way of Preferential Allotment to the Seller / proposed allottees designated by the Seller and as mentioned in the Explanatory Statement annexed hereunto to this Notice, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Sr.No.	Name of Shareholder	Proposed No of Equity Shares in the Company to be allotted	Post issue percentage of shareholding
1	Mr. L.Rajkumar jointly with Mr. Sivakumaran Kalyanasundaram	16,70,000	12.31
3	Mr. Sivakumaran Kalyanasundaram jointly with Mr. L.Rajkumar	16,95,275	12.50
	<b>TOTAL</b>	<b>33,65,275</b>	<b>24.81</b>

**RESOLVED FURTHER THAT** in accordance with the SEBI (ICDR) Regulations, 2009 the “Relevant Date” for arriving the issue price of the Equity Shares proposed to be allotted is February 14, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on March 16, 2017.”



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**RESOLVED FURTHER THAT** the issue of equity shares shall be subject to the following terms and conditions:

- a) The equity shares shall be allotted within a period of 15 days from the date of shareholder's approval on the preferential issue of equity shares provided that where the allotment of the said equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.
- b) The equity shares allotted shall be subject to lock-in for a period of 1 year from the date of trading approval.
- c) The equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Committee appointed by the Board of Directors be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

**On behalf of the Board of Directors  
For OCEANAA BIOTEK INDUSTRIES LIMITED**

Place: **Chennai**  
Date : **February 14, 2017**

**Vimalla Joseb**  
**Managing Director**

Notes:

**IMPORTANT NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument of Proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting asset out in the Notice is annexed hereto.



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4. As a measure of austerity, copies of the Notice of EGM will not be distributed at the Extraordinary General Meeting. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.
5. Electronic copy of Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
6. 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 **March 10, 2017**.
7. Members may also note that the Notice of EGM will also be available on the Company's website [www.oceanaabiotek.com](http://www.oceanaabiotek.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [info@oceanaabiotek.com](mailto:info@oceanaabiotek.com)
8. The Company has made arrangements for casting votes by its Equity Shareholders by remote evoting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting process.

**Voting through electronic means**

1. In compliance with 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 facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

- i. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on "Shareholders" tab to cast your votes.
- iv. Select the Electronic Voting Sequence Number ("EVSN") **170216005** along with "Oceanaa Biotek Industries Limited" from the drop down menu and click on Submit.



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v. Now, fill up the following details in the appropriate boxes:

	For members holding shares in demat form	For members holding shares in physical form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
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. # Any one	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <obilegm> in the PAN field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). 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. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii. You can also update your mobile number and e-mail ID in your demat account, which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- ix. For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in the Notice of EGM.
- x. 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.
- xi. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xii. After selecting the resolution you have decided to vote on, 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.



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xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

2. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
3. The voting period begins on **13th March, 2017 (10:00 am)** and ends on **15th March, 2017 (5:00pm)**. 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 **10th March 2017**, 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.
4. 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).
5. 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 **10th March 2017**.
6. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
8. 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.
9. The Chairman shall, at the EGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e- voting facility.
10. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.



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11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.oceanaabiotek.com](http://www.oceanaabiotek.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extraordinary General Meeting of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 1**

The existing Authorised Share Capital of the Company is ₹11,00,00,000 (Rupees Eleven crores) divided into 1,10,00,000 (One Crore Ten lac) Equity Shares of ₹10/- (Rupees Ten) each.

The resolution set out in Item No. 1 seeks to alter the capital clause of Memorandum of Association in order to increase the existing Authorised Share Capital of ₹11,00,00,000 (Rupees Eleven crores) divided into 1,10,00,000 (One Crore Ten lac) Equity Shares of ₹10/- (Rupees Ten) each to be increased to ₹15,00,00,000 (Rupees Fifteen crore) divided into 1,50,00,000 (One crore Fifty lac) equity shares of ₹10/- each.

Resolution set out in Item No. 2 is relating to issue of further equity shares on preferential basis, therefore, it is necessary to amend the capital clause of the Memorandum of Association. Pursuant to the provisions of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out alteration in the Memorandum of Association of the Company.

The Directors accordingly recommend the resolution at set out in Item No. 1 for your approval as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company between 11:00 a.m. and 5:00 p.m. on all working days except Saturdays, up to the date of the Extraordinary General Meeting.





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**Item no. 2**

**Issue of Equity Shares on Preferential basis – consideration other than cash.**

The Board of Directors at their meeting held on February 14, 2017 has considered the proposal of business expansion through acquisition of Assets/business of the Seller Partnership Firm M/s. BR Traders, who are engaged in the business of Maturation and Hatchery for rearing prawn seeds. Presently the Company mainly engaged in the business of Hatchery for rearing prawn seeds and its trading activities.

As per the Valuation of the Assets and Agreement mutually entered into by the Company and the Partnership Firm, the consideration is ₹20,19,16,500/- and on the basis of the Resolution provided by the Partnership Firm, the Company shall allot 33,65,275 equity share at ₹60/- per Equity Share including Share Premium of ₹50/- per share to the Partners jointly designated by the said Partnership Firm i.e. Mr.L.Rajkumar jointly with Mr.Sivakumaran Kalyanasundaram and Mr.Sivakumaran Kalyanasundaram jointly with Mr.L.Rajkumar, who would be holding the shares of the Company for and on behalf of the Partnership Firm. None of the Partners of the Partnership Firm are the Relatives as defined under the Companies Act, 2013 and SEBI (ICDR) Regulations. The aforesaid consideration for acquisition being agreed to be discharged by the Company by way of proposed issue of fully paid up Equity Shares on Preferential Issue basis in terms of Chapter VII of the SEBI (ICDR) Regulations. As on date, none of the partners except Mr.L.Rajkumar who hold 17,000 equity shares in his individual capacity in the Company.

The proposed preferential issue for consideration other than cash will be subject to conditions including receipt of shareholder's approval, compliance with the provisions of Chapter VII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations), as amended from time to time, Listing Regulations, Memorandum and Articles of your Company and other applicable rules, Regulations of SEBI and other appropriate authorities.

The Equity shares proposed to be allotted shall rank pari passu with all other equity shares of the company in respect of all rights including dividend.

Pursuant to provisions of Section 62 (1)(c) of Companies Act, 2013 (the "Act") any preferential allotment of Securities needs to be approved by the shareholders by way of Special Resolution. Further, in terms of Chapter VII of SEBI ICDR Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting.

The following details of the proposed preferential issue of are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

The Board of Directors recommends the passing of this Resolution by special resolution.

**a) The objects of the preferential issue:**

The Company is presently engaged in the business of rearing and trading of prawn seeds and food testing analysis. The major income is derived from rearing and trading of prawn seeds. The existing Hatcheries of the Company are located at Keelaiyur Village, Poombuhar, Sirkali Taluka, Nagapattinam District, Tamil Nadu.





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In order to expand the business, the Company propose to acquire existing operative Maturation and Hatchery facilities from M/s. BR Traders, a Partnership firm at a cost of ₹20,19,16,500/-. The Company proposes to issue equity shares for consideration other than cash in joint names of Partners jointly designated by the said Partnership Firm against the assets to be taken over by the Company.

The objects of the preferential issue is to accelerate our growth and earning power by acquisition of an existing operative Maturation and Hatchery as stated above.

**b) Total No. of shares to be issued:**

The Board intends to offer, issue and allot 33,65,275 equity shares of ₹10/- each fully paid-up to the proposed allottees through this preferential issue on non-cash basis and the value/price of equity shares of Issuer Company is calculated in accordance with the criteria given under the SEBI (ICDR) Regulations.

**c) Pricing of Preferential Issue:**

The price of equity shares to be issued shall be ₹60/- per Equity Share (inclusive of ₹50/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, whichever is higher than the minimum price as derived.

**d) Basis on which the price has been arrived at:**

In accordance with Regulation 76, Chapter VII of SEBI (ICDR) Regulations, the Equity Shares to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

- i) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during twenty six weeks preceding the Relevant Date; or
- ii) The average of the weekly high and low of the volume weighted average prices of the related shares quoted on a recognized stock exchange during two weeks preceding the Relevant Date.

The shares of the Company are listed and traded on BSE Ltd (BSE). Shares of the Company are frequently traded on BSE and the issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations. Minimum issue price according to above said regulations comes out ₹40.39, however the issue price has been fixed as ₹60/- i.e. higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations by the Committee appointed by the Board of Directors.

**e) Undertaking to re-compute the price, if required:**

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations in case it is required to do so.



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**f) Relevant Date:**

The Relevant date as per the ICDR Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 14th February, 2017. The Relevant Date is 30 days prior to the date of Extraordinary General Meeting i.e. 16th March 2017.

**g) Proposal of the Promoters/Directors/ Key Managerial Personnel of the Company to subscriber to the offer:**

Promoters/ Directors/Key Managerial Personnel and their relatives do not intend to subscribe to the proposed Issue.

**h) Proposed time within which allotment will be completed:**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of Securities on or before the expiry of 15 days from the date of passing of this resolution by the Shareholders or where allotment of securities require any approval(s) from any regulatory authority or the Central Government, the said allotment will be completed within 15 days from the date of such approval(s) as the case may be.

**i) The identity of the proposed allottees in the preferential issue:**

The equity shares to be allotted to the Partnership Firm M/s. BR Traders against the consideration for acquisition of assets to be discharged by the Company by way of issue of fully paid up Equity Shares on Preferential Issue basis in terms of Chapter VII of the SEBI (ICDR) Regulations, in favour of designated Partners jointly, who would be holding the shares of the Company for and on behalf of the Partnership Firm.

The identity of the Allottees, the percentage of pre and post preferential issue capital on preferential basis:

Sr. No.	Identity of the Allottee	Category	Pre-Issue Holding		Post-Issue Holding	
			No. of shares	% of holding	No. of shares	% of holding
1	Mr. L.Rajkumar jointly with Mr. Sivakumaran Kalyanasundaram	Non-promoter	0	0	16,70,000	12.31
2	Mr. Sivakumaran Kalyanasundaram jointly with Mr.L. Rajkumar	Non-Promoter	0	0	16,95,275	12.50
	<b>TOTAL</b>		<b>0</b>	<b>0</b>	<b>33,65,275</b>	<b>24.81</b>



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**Pre-issue Shares held by the Partners in their individual personal capacity:**

Sr. No.	Identity of the Allottee	Category	Pre-Issue Holding		Post-Issue Holding	
			No. of shares	% of holding	No. of shares	% of holding
1	Mr. L.Rajkumar	Non-promoter	17,000	0.17	17,000	0.13
	<b>TOTAL</b>		<b>17,000</b>	<b>0.17</b>	<b>17,000</b>	<b>0.13</b>

**j) Change in Control:**

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

**k) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the year

**l) Lock in:**

The equity shares to be allotted will be subject to lock-in for a period of one year from the date of trading approval. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

**m) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

The Registered Valuer Er. C.J. Kathiresan vide his Report dated 27th January 2017 has independently valued individual item of assets to be taken over from M/s. BR Traders. Apart from the said valuation report, the price/value of the equity shares of the issuer company determined in terms of Regulation 76(1) of the ICDR Regulations by V.B. Desai Financial Services Limited (SEBI registered Category I Merchant Banker). It is proposed that the consideration for the proposed assets takeover shall be discharged by issuance of 33,65,275 Equity Shares at a price of ₹60/- per Equity Share (including share premium of ₹50/- per equity share) aggregating to ₹20,19,16,500/-. These Certificates will be made available for inspection on any working day between 11:00 a.m. and 5:00 p.m. on all working days except Saturdays, up to the date of the Extraordinary General Meeting.



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**f) Shareholding Pattern Pre and Post Preferential Allotment:**

S. No	Category	Pre-Issue holding		Post-Issue holding	
		No. of shares	% of holding	No. of shares	% of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
	Individuals/Hindu Undivided Family	53,00,345	51.96	53,00,345	39.07
	Sub Total(A)(1)	53,00,345	51.96	53,00,345	39.07
2	Foreign	0	0	0	0
<b>(A)</b>	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>53,00,345</b>	<b>51.96</b>	<b>53,00,345</b>	<b>39.07</b>
(B)	Public shareholding				
1	Institutions				
2	Non-institutions				
(a)	Bodies Corporate	73,198	0.71	73,198	0.53
(b)	Individuals				
I	Individuals shareholders holding nominal share capital upto ₹2 lakh	6,97,974	6.85	6,97,974	5.15
II	Individuals shareholders holding nominal share capital in excess of ₹2 lakh	41,14,156	40.34	74,79,431	55.14
(c)	Any Other-Clearing Member	14,327	0.14	14,327	0.11
	Sub-Total (B)(2)				
<b>(B)</b>	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>48,99,655</b>	<b>48.04</b>	<b>82,64,930</b>	<b>60.93</b>
	<b>TOTAL (A)+(B)</b>	<b>1,02,00,000</b>	<b>100</b>	<b>1,35,65,275</b>	<b>100</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,02,00,000</b>	<b>100</b>	<b>1,35,65,275</b>	<b>100</b>

**Auditor's Certificate:**

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations will be made available for inspection on any working day between 11:00 a.m. and 5:00 p.m. on all working days except Saturdays, up to the date of the Extraordinary General Meeting. The Auditors' Certificate shall also be laid before the Extraordinary General Meeting.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) accompanying Notice for the approval of Members.



**OCEANAA BIOTEK INDUSTRIES LIMITED**  
CIN: L15549TN2005PLC057919

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 2 of the Notice, except to the extent of their Shareholding, if any, in the Company.

**On behalf of the Board of Directors  
For OCEANAA BIOTEK INDUSTRIES LIMITED**

Place: **Chennai**  
Date : **February 14, 2017**

**Vimalla Joseb**  
**Managing Director**



**OCEANAA BIOTEK INDUSTRIES LIMITED**

Regd Office: No.15, Zackaria Colony, 4<sup>th</sup> Street, Choolaimedu,  
Chennai – 600 094

Tamil Nadu

CIN: L15549TN2005PLC057919

**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014**

DP Id	
Registered Folio No./ Client Id	
E-mail Id	
No of shares held	

I/We (Name and address of the shareholder in full) \_\_\_\_\_

\_\_\_\_\_ being a shareholder of

Oceanaa Biotek Industries Limited hereby appoint

1. Name: \_\_\_\_\_
2. Address: \_\_\_\_\_
3. E-mail Id: \_\_\_\_\_
4. Signature: \_\_\_\_\_ or failing him/her

1. Name: \_\_\_\_\_
2. Address: \_\_\_\_\_
3. E-mail Id: \_\_\_\_\_
4. Signature: \_\_\_\_\_

as my/our proxy to attend the Extraordinary General Meeting of the Company to be held on **Thursday, the 16<sup>th</sup> Day of March, 2017 at 10.00 A.M** at the Corporate office of the Company at **No.6, 1<sup>st</sup> Floor, Wellington Estate (near Ethiraj College), 53, Ethiraj Salai, Egmore, Chennai - 600 008, Tamil Nadu** and at any adjournment thereof.



I/We direct our proxy to vote (on a poll) on the resolutions as indicated in the manner below

Resolution No.	Business to be transacted	For	Against
	<b>Special business</b>		
1	Increase in Authorised Share Capital of the Company and consequent alteration of Memorandum of Association		
2	Issue of Equity Shares on Preferential basis – consideration other than cash (share swap)		

Date:

Signature of the Shareholder/Proxy

Place:

Affix revenue stamp

**Note:**

- a) A Proxy need not be a member of the Company.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- c) Please refer to the Notice convening the Extraordinary General Meeting dated 14th February, 2017.
- d) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a singly person as proxy and such person shall not act as a proxy for any other person or shareholder
- e) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.





**OCEANAA BIOTEK INDUSTRIES LIMITED**

Regd Office: No.15, Zackaria Colony, 4<sup>th</sup> Street, Choolaimedu,  
Chennai – 600 094

Tamil Nadu

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**ATTENDANCE SLIP**

Members/Proxies are requested to fill the attendance slip, duly completed in all respects and hand it over at the entrance of the meeting hall

**Extraordinary General Meeting on Thursday, 16th March 2017**

Name (in full)	
Address	
DP Id	
Registered Folio No./ Client Id	
Joint Holder 1	
Joint Holder 2	
E-mail Id	
No of shares held	

I/We record my/our presence at the Extraordinary General Meeting of the Company to be held on **Thursday, the 16<sup>th</sup> Day of March, 2017 at 10.00 A.M** at the Corporate office of the Company at **No.6, 1<sup>st</sup> Floor, Wellington Estate (near Ethiraj College), 53, Ethiraj Salai, Egmore, Chennai - 600 008, Tamil Nadu**

**OCEANAA BIOTEK INDUSTRIES LIMITED**  
CIN: L15549TN2005PLC057919

**ROUTE MAP FOR ANNUAL GENERAL MEETING**

