



# OCEANAA BIOTEK INDUSTRIES LIMITED

Our Company was originally incorporated with the Registrar of Companies, Chennai, Tamil Nadu, on October 28, 2005 as Oceanic Shelters Private Limited. The Company was converted into Public Limited Company and also the name was changed to Oceanaa Biotech Industries Limited pursuant to shareholders resolution dated May 17, 2013. For details of the changes in our name, refer "History and Corporate Structure" on page 81 of this Prospectus.

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

**Tel:** +91 - 44 - 30241900; **Fax:** +91 - 44 - 30241990; **Email:** info@oceanaabiotech.com; **Website:** www.oceanaabiotech.com

**Contact Person:** Mrs. S. Harinee, Company Secretary & Compliance Officer

**Our Promoter:** Mr. A. Joseb Raj and Mrs. Vimalla Joseb

## THE ISSUE

**PUBLIC ISSUE OF 21,00,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF OCEANAA BIOTEK INDUSTRIES LIMITED ("OBIL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT PAR (THE "ISSUE PRICE"), AGGREGATING TO RS. 210 LACS ("THE ISSUE"), OF WHICH, 1,10,000 EQUITY SHARES OF RS. 10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (AS DEFINED IN THIS PROSPECTUS) (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 19,90,000 EQUITY SHARES OF RS. 10/- EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 40.24% AND 38.14% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF EQUITY SHARES IS RS. 10/- THE ISSUE PRICE IS RS. 10/-  
THE ISSUE PRICE IS ONE TIME OF THE FACE VALUE.**

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (as amended from time to time)  
For further details see "Terms of the Issue" on page 145 of this Prospectus.

All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 152 of this Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

## RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the company, there has been no formal market for the securities of the company. The face value of the shares is Rs. 10/- per Equity Share and the issue price is One time the face value. The Issue Price (as determined by Company in consultation with the Lead Manager) as stated under the paragraph on "Basis for Issue Price" on page 53 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

## GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision investors must rely on their own examination of the issuer and the issue including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this document. Specific attention of the Investors is invited to the statement of Risk Factors beginning on page 14 of this Prospectus.

## ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Document contains all information with regard to the Issuer and the issue, which is material in the context of the issue, that the information contained in this Offer Document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

## LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this issue. However, our company has received an approval letter dated February 17, 2014 from BSE for using its name in this offer document for listing our shares the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

### LEAD MANAGER TO THE ISSUE

#### V B Desai Financial Services Limited

Cama Building, 1st floor, 24/26 Dalal Street,  
Fort, Mumbai 400 001  
**Tel:** +91 -22 -4077 0777; **Fax:** +91 22 4077 0700  
**Website:** http://www.vbdesai.com  
**E-mail:** info@vbdesai.com  
**Contact Person:** Mr. K.K. Antoo  
**SEBI Registration No.:** INM000002731

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PVT. LTD.**

E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka,  
Andheri (East), Mumbai - 400 072  
**Tel:** +91- 22 -4043 0200; **Fax:** +91- 22- 2847 5207  
**Website:** www.bigshareonline.com  
**Email:** ipo@bigshareonline.com  
**Contact Person:** Mr. Ashok Shetty  
**SEBI Registration No.:** INR000001385

## ISSUE SCHEDULE

**ISSUE OPENS ON: MARCH 18, 2014**

**ISSUE CLOSES ON: MARCH 20, 2014**

Section	TABLE OF CONTENTS	Page No.
I	<b>DEFINITIONS AND ABBREVIATIONS</b>	<b>3</b>
	PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA	<b>12</b>
	FORWARD-LOOKING STATEMENTS	<b>13</b>
II	<b>RISK FACTORS</b>	<b>14</b>
	PROMINENT NOTES	<b>23</b>
III	<b>INTRODUCTION</b>	
	(A) SUMMARY OF INDUSTRY	<b>25</b>
	<b>1. SUMMARY OF OUR BUSINESS</b>	<b>27</b>
	<b>2. SUMMARY OF OUR FINANCIAL</b>	<b>29</b>
	(B) GENERAL INFORMATION	<b>33</b>
	(C) CAPITAL STRUCTURE OF THE COMPANY	<b>39</b>
IV	<b>PARITCULARS OF THE ISSUE</b>	
	OBJECTS OF THE ISSUE	<b>48</b>
	BASIC TERMS OF ISSUE	<b>52</b>
	BASIS FOR THE ISSUE PRICE	<b>53</b>
	STATEMENT OF TAX BENEFITS	<b>55</b>
V	<b>ABOUT US</b>	
	(A) INDUSTRY OVERVIEW	<b>62</b>
	(B) BUSINESS OVERVIEW	<b>68</b>
	(C) KEY INDUSTRY REGULATIONS	<b>73</b>
	(D) HISTORY AND CORPORATE STRUCTURE	<b>81</b>
	(E) OUR MANAGEMENT	<b>85</b>
	(F) OUR PROMOTERS AND PROMOTER GROUP	<b>97</b>
	(G) DIVIDEND POLICY	<b>105</b>
VI	<b>FINANCIAL INFORMATION</b>	
	(A) FINANCIAL INFORMATION	<b>106</b>
	(B) MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF THE OPERATIONS	<b>124</b>
VII	<b>LEGAL AND OTHER INFORMATION</b>	
	(A) OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	<b>127</b>
	(B) GOVERNMENT APPROVALS AND LICENSING ARRANGEMENTS	<b>131</b>
VIII	<b>OTHER REGULATORY AND STATUTORY DISCLOSURES</b>	<b>132</b>

Section	TABLE OF CONTENTS	Page No.
IX	<b>OFFERING INFORMATION</b>	
	(A) TERMS OF THE ISSUE	<b>145</b>
	(B) ISSUE PROCEDURE	<b>152</b>
X	<b>MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION</b>	<b>175</b>
XI	<b>OTHER INFORMATION</b>	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	<b>206</b>
	DECLARATION	<b>208</b>

## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### Definitions

Unless the context otherwise requires, the following terms have the following meanings in this Prospectus.

Term	Description
“Group Companies”	Companies, firms, ventures etc. promoted by the Promoter of the Issuer, as enumerated in the section titled “Group Companies” beginning on page 100 of the Prospectus.
“We”, “us”, “our”, “our Company” “the Issuer”, “OBIL” or “the Company”	Unless the context requires, refers to Oceanaa Biotek Industries Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at 15, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094, Tamil Nadu, India.

#### Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The articles of our company, as amended from time.
Banker to the Company	Axis Bank Ltd., No.2, 2 <sup>nd</sup> Main Road, United India Colony, Kodambakkam, Chennai – 600 024,, Tamil Nadu, India
Bankers to the Issue / Escrow Collection Banks	The banks, which are registered with SEBI as Banker(s) to the Issue at which the Escrow Account for the Issue will be opened, in this case being Axis Bank Ltd.
Board, Board of Directors or Our Board	The board of directors of our Company duly constituted from time to time.
Director(s)	The director(s) of our Company.
Equity Shares / Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Memorandum, MoA or Memorandum of Association	The memorandum of association of our Company, as amended from time to time.
Our Promoters	Mr. A. Joseb Raj and Mrs. Vimalla Joseb
Our Group / Group Entities	The companies / firms and ventures disclosed in “ <i>Our Promoter Group and Group Entities</i> ” on page 100 as promoted by the Promoters.
Peer Reviewed Auditor	The peer review certified auditor of our Company, being M/s. A.N. Damania & Co., Chartered Accountants.
Registered Office	The Registered office of our Company situated at, 15, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094, Tamil Nadu, India
RoC / Registrar of Companies, Tamil Nadu	The Registrar of Companies located at Block No.6, ‘B’ Wing, 2 <sup>nd</sup> Floor, Shastri Bhawan, 26, Haddows Road, Chennai – 600 034, Tamil Nadu, India.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992

Term	Description
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time depending on the context of the matter being referred to.
Statutory Auditor	The statutory auditor of our Company, being M/s. S. Devaraj & Co., Chartered Accountants.
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited.

#### Issue Related Terms

Term	Description
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of Equity Shares, pursuant to this Issue to the successful Applicants
Allocation / Allocation of Equity Shares	Unless the context otherwise requires, the allocation of Equity Shares pursuant to this Issue
Allottees	Successful Applicants to whom Equity Shares are / have been allotted.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company.
Applications Supported by Blocked Amount / ASBA	Applications Supported by Blocked Amount (ASBA) means an application for subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked to the extent of the Application Amount.
ASBA Investor	Any prospective investor(s) in this Issue who apply through the ASBA process.
Bank(s) which is clearing members and registered with the SEBI as bankers to the Issue with whom the Escrow Account will be opened.	Axis Bank Ltd., 35, Court Chambers, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400020, Maharashtra, India
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the Chapter titled “Issue Procedure” beginning on page 152 of this Prospectus.
Controlling Branches	Such branches of the SCSBs which co-ordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant / DP	A Depository Participant as defined in the Depositories Act.

Term	Description
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time, in this case being CDSL and NSDL.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, or the amount blocked by the SCSBs is transferred from the ASBA Account specified by the ASB Applicants to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to successful Applicants.
Designated Market Maker	Kunverji Finstock Private Limited
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares issued herein.
Escrow Account	Account opened with Escrow Collection Bank(s) and in whose favour the Applicant will issue cheque(s) or draft(s) in respect of the Application Amount when submitting an Application(s).
Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the LMs and the Escrow Collection Bank(s) for collection of the Application Amounts and where applicable, refunds of the amounts collected from the Applicants (excluding ASBA Applicants) on the terms and conditions thereof.
Escrow Collection Bank(s)	The banks, which are registered with SEBI as Banker(s) to the Issue at which the Escrow Account for the Issue will be opened, in this case being Axis Bank.
Indian GAAP	Generally Accepted Accounting Principles in India.
Issue	Public Issue of 21,00,000 Equity Shares of Rs.10/- each of Oceanaa Biotek Industries Limited ("OBIL" or the "Company" or the "Issuer") for cash at par aggregating to Rs. 210.00 lac. The Issue will constitute 40.24% of the post issue paid up capital of the Company.
Issue Opening Date	March 18, 2014
Issue Closing Date	March 20, 2014
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs.10/-.
Issue Proceeds	Proceeds to be raised by our Company through this Issue.
LM / Lead Manager	Lead Manager to this Issue being V.B. Desai Financial Services Limited.

Term	Description
Market Maker	A market maker is a company, or an individual, that quotes both a buy and a sell price in a financial instrument or commodity held in inventory, hoping to make a profit on the bid-offer spread, or turn. Market makers are net sellers of an option to be adversely selected at a premium proportional to the trading range at which they are willing to provide liquidity.
Market Maker Reservation Portion	The Reserved portion of 1,10,000 Equity Shares of Rs.10/- each for cash at par aggregating to Rs.11,00,000/- (Rupees Eleven lac Only) for Designated Market maker in the Initial Public Issue of Oceanaa Biotek Industries Limited
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 19,90,000 Equity Shares of Rs. 10/- each for cash at par aggregating to Rs. 1,99,00,000/- (Rupees One Crore Ninety Nine Lac Only) by Oceanaa Biotek Industries Limited.
Mutual Funds	Means mutual funds registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs.2,00,000.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information
QIBs/ Qualified Institutional Buyers	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India

Term	Description
Refund Account(s)	Account(s) to which subscription monies to be refunded to the investors (excluding the ASBA Applicants) shall be transferred from the Public Issue Account.
Refunds through electronic transfer of funds	Refunds made through NECS, Direct Credit, NEFT or the ASBA process, as Applicable
Refund Banker(s)	The bank(s) which is/ are clearing members and registered with the SEBI as Bankers to the Issue, at which the Refund Accounts will be opened, in this case being Axis Bank Limited.
Registrar/ Registrar to this Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who have Applied for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)
Self-Certified Syndicate Banks (SCSBs)	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994 and which offers the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the LMs, the Registrar to the Issue and our Company, in relation to the collection of Applicants from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account.
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited.
Underwriters	V.B.Desai Financial Services Limited
Underwriting Agreement	The agreement dated October 21, 2013 entered into between V.B.Desai Financial Services Limited and our Company.
Working Days	<p>Unless the context otherwise requires:</p> <p>(i) Till the Application/Issue closing date: All days other than Saturday, Sunday or a public holiday.</p> <p>(ii) Post the Application / Issue closing date: All days other than a Sunday, or a public holiday</p> <p>And on which commercial banks in Mumbai are open for business in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010.</p>



### Industry Related Terms

Term	Description
Acrylamide	Acrylamide is a naturally occurring chemical compound found in many plant-based, high-carbohydrate foods after they are heated.
Aflatoxin	A toxin produced by certain moulds which grow on stored grains and nuts in tropical areas.
Allergen	Substance that causes allergic reactions in individuals who are hypersensitive to it.
Genetically modified content	Edible plants and meat modified through genetic engineering.
Microbiology	Microbiology defined as the biology of microscopic organisms, or life too small to be seen with the naked eye.
Molecular biology	The branch of biology that deals with the formation, structure, and function of macromolecules essential to life, such as nucleic acids and proteins, and especially with their role in cell replication and the transmission of genetic information.
Mycotoxin	A toxic substance produced by a fungus growing on crops in the field or in storage.
Pesticide residue	Any substance or mixture of substances in food for man or animals resulting from the use of a pesticide and includes any specified derivatives, such as degradation and conversion products, metabolites, reaction products, and impurities that are considered to be of toxicological significance.

### Conventional/General Terms/Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year; the period of twelve months commencing from the first day of April every year
Bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CIN	Corporate Identity Number
Companies Act	The Companies Act, 1956 and amendments thereto. The Companies Act, 2013, to the extent of such of the provisions as have come into force vide Ministry of Corporate Affairs Notification dated September 12, 2013.

Term	Description
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director's Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and
DP	Depository Participant
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortisation and extraordinary items
ECB	External Commercial Borrowings
EGM	Extraordinary General Meeting
EPS	Earnings per Share
ESIC	Employee's State Insurance Corporation
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, together with rules and regulations framed thereunder, as amended
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIPB	Foreign Investment Promotion Board
FY	Financial Year
FVCI	Foreign venture capital investor as defined in and registered under the FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/ Government	Government of India
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
I. T. Act	The Income Tax Act, 1961, as amended from time to time
I. T. Rules	The Income Tax Rules, 1962, as amended from time to time
Ltd.	Limited

Term	Description
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MICR	Magnetic Ink Character Recognition
MoA	Memorandum of Association
MOU	Memorandum of Understanding
Mn	Million
MNC	Multi National Company
N.A.	Not Applicable
NAV	Net Asset Value being paid-up equity share capital plus free reserves (excluding reserves created out of revaluation, preference share capital and share application money) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of 'profit and loss account', divided by number of issued equity shares outstanding at the end of Fiscal.
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NBFC	Non-Banking Finance Company
NIFTY	National Stock Exchange Sensitive Index
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price/Earnings Ratio
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
Rs. / Rupees / INR /	Indian Rupees, the legal currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time

Term	Description
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1995, as amended from time to time
Sub-Account	Sub-accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, as amended.

Notwithstanding the above: -

- (i) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 175 of the Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled '*Financial Information*' beginning on page 106 of the Prospectus, defined terms shall have the meaning given to such terms in that section; and
- (ii) In the chapter titled "*Statement of Tax Benefits*" beginning on page 55 of the Prospectus, defined terms shall have the meaning given to such terms in that chapter

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

### **Financial data**

Unless stated otherwise, the financial data which are included in the Prospectus are derived from the restated financial statements of the Company, prepared in accordance with Indian GAAP and the SEBI (ICDR) Regulations.

The fiscal year of the Company commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the next year. All references to a particular fiscal year are to the 12 month period ended March 31<sup>st</sup> of that year. In the Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off.

Our Company prepares its financial statements in accordance with Indian GAAP and in accordance with the Companies Act, 1956. Neither the information set forth in our financial statements nor the format in which it is presented should be viewed as comparable to information prepared in accordance with US GAAP, IFRS or any accounting principles other than principles specified in the Indian Accounting Standards. We prepare our financial statements in accordance with Indian GAAP. Indian GAAP differs significantly in certain respects from IFRS and US GAAP. We urge you to consult your own advisors regarding such differences and their impact on the financial data. The degree to which the financial statements included in this Prospectus will provide meaningful financial information is entirely dependent on the reader’s familiarity with these accounting practices. Any reliance by persons not familiar with these accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “Risk Factors”, “Business Overview”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with Indian GAAP.

### **Currency of presentation**

In the Prospectus, references to “Rupees” or “Rs.” Or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten millions’ and ‘billion / bn. / Billions’ means ‘one hundred crores’.

### **Market and industry data**

Unless stated otherwise, industry data used throughout the Prospectus has been obtained from industry publications including *inter alia* RBI and Ministry of Finance. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry data used in the Prospectus is reliable, it has not been verified by any independent source.

Further, the extent to which the market data is presented in the Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENTS

We have included statements in this Prospectus which contain words or phrases such as “will”, “shall” “may”, “aim”, “is likely to result”, “believe”, “expect”, “continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “pursue” and similar expressions or variations of such expressions, that are “forward looking statements”.

These forward looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward – looking statements contained in this Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual result, performance or achievements expressed or implied by such forward looking statements or other projections.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- General economic and business conditions;
- Company’s ability to successfully implement its strategy and Business plans;
- Increasing competition or other factors affecting the industry segments in which our Company operates
- Loss of our management team and other key personnel who are critical to our continued success.
- Our ability to meet our capital expenditure requirements and/or increase in capital expenditure;
- Our ability to keep pace with changing technology, evolving industry standards and new product introductions.
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Changes in government regulations and impact of fiscal, economic or political conditions in India;
- Conflicts of interest with affiliated companies, the promoter group and other related parties
- Social or civil unrest or hostilities with neighboring countries or acts of international terrorism;

For a further discussion of factors that could cause our actual results to differ, please refer to the sections titled “Risk Factors”, “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 14, 68 and 124 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither us, our directors, officers nor the Lead Manager nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI and Stock Exchanges’ requirements, we and Lead Manager shall ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. If any of the following risks or any of the other risks and uncertainties discussed in this Prospectus actually occurs, our business, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. These risks and uncertainties are not the only issues that we face, additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. The numbering of risk factors is provided solely for convenience.*

The risk factors shall be determined on the basis of their materiality. The following factors have been considered for determining the materiality

- (1) Some events may not be material individually but may be found material collectively.
- (2) Some risks may have an impact which is qualitative though not quantitative.
- (3) Some risks may not be material at present but may have material impact in the future.

### Internal Risk Factors

#### RISK RELATED TO OUR BUSINESS, COMPANY AND THE PROJECT

1. **The Company is new to the proposed business of food analysis laboratory therefore investors may not be able to assess our company's prospects based on past results.**

Our Company has no prior experience in the proposed business of food analysis laboratory. However, our Promoter is having experience through group company in the business of food analysis laboratory. We have actively involved in the business activities only, from the takeover of partnership firm from the Promoters in the year 2013 even though we have been incorporated in the year 2005. Since we have limited operating history, consequently there will be only limited information with which to evaluate our track record and our current or future prospects on which to base the investment decision.

2. **Our Company was not doing business from the Financial Year 2007-08 to 2010-11 and has incurred losses in the past.**

We have been incorporated in the year 2005 and till the FY 2006-07, we were doing the business of trading in building materials. There were no business activities in the Company from FY 2007-08 to FY 2010-11 and were incurred losses till FY 2011-12. Our current financial performance does not warrant our future profits. There can be no assurance that we will be able to make profits.

3. **We have reported negative cash flows.**

Our Company has reported negative cash flow in the past, which could affect our business and growth. The detailed break up of cash flows is summarized in the table given below:

(Rs. In lac)

Particulars	30.9.2013	31.3.2013	31.3.2012	31.3.2011	31.3.2010	31.3.2009
Net Cash flow from Operative activities	27.21	4.01	0.90	(0.05)	(0.05)	(0.05)
Net Cash Flow from Financing activities	119.58	10.42	(0.46)	0.05	0.05	0.05
Net Cash Flow from Investing activities	(152.14)	(3.59)	0	0	0	0
Net Cash Flow for the Year	(5.35)	10.84	0.44	0	0	0

- 4. One of our Group Entity is engaged in similar line of our proposed business, which may create a conflict of interest. Further, we do not enjoy contractual protection by way of a non-compete or other agreement or arrangement with our Group Entity.**

One of our Group Entity Oceanic Research Achievements Institute, a unit of one of our Group Company, is involved in similar line of our proposed business as that of our Company. As on date, our Company has not signed any non-compete or such other agreement / document with the said Group Entity. Our Group Entity may expand their business in the future that may compete with us. The interests of the said Group Entity may conflict with our Company's interests and / or with each other. For further details, please refer to the chapter titled, "Our Promoter Group and Group Entities", beginning on page 100 of the Prospectus.

- 5. We may not be successful in implementing our business strategies**

The success of our business depends substantially on our ability to implement our business strategies effectively. There is no guarantee that we can implement our business strategies successfully on time and within the estimated budget. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operation.

- 6. Our funding requirements and the deployment of the Net Proceeds of the Issue are based on management estimates and have not been independently appraised.**

The objects of the issue requirements have not been appraised by any of the external agency. Our management has prepared an investment plan based on estimates and there is no guarantee that our estimates will prove to be accurate. However, we confirm that issue proceeds shall be utilized within the objects specified under the section titled "Objects of the Issue" on page 48 of this Prospectus.

- 7. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.**

As on date, we have not made any alternate arrangements for meeting our capital requirements



for the Objects of the Issue. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. We meet our capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. For further details please refer to the chapter titled “*Objects of the Issue*” beginning on page 48 of this Prospectus.

**8. In the event of any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.**

The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may face time and cost overruns and this may affect our revenues and results of operations.

**9. Our Company has been engaged in trading activities and may continue to do so in future.**

The partnership firm taken over from the Promoters was engaged in trading activities. Presently our Company derives major income from trading in Aquaculture products. After implementation of the proposed project of food testing laboratory, our company will continue to engage in trading activities.

**10. Our Company does not have any long-term contracts with our customers which may adversely affect our results of operations.**

Our Company has not entered into long-term contracts in trading activities and in food analysis, nor do we have any marketing tie-up for the same. Our inability to market our services, may adversely affect our business and profitability in future.

**11. We have entered into certain related party transactions and may continue to do so**

We have entered into related party transactions with our Promoters, Directors and Associates. We believe that all such transactions have been conducted on the arm’s length basis on normal course our business. Further it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled “Related Party Transactions” on page 117.

**12. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.**

Modernisation and technology up gradation is essential to reduce costs and increase the output. Although we strive to keep our technology, equipment and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipments employed by us. Further, the costs in upgrading our technology and modernizing the equipment and machineries are significant which could substantially affect our finances and operations.

**13. We have not entered into any technical support service for the maintenance and smooth functioning of our equipments and machineries, which may affect our performance.**

Our food analysis processes involve daily use of technical equipments and machineries. They require periodic maintenance checks and technical support. Our company has not entered into any technical support service agreements with any competent third party. Our failure to reduce the downtime in case such events occur may adversely affect our productivity, business and results of operations.

**14. The loss of or shutdown of operations at our food testing facilities may have a material adverse effect on our business, financial condition and results of operations.**

The breakdown or failure of our equipment and/ or civil structure can disrupt our analysis schedules, resulting in performance being below expected levels. In addition, the development or operation of our facilities may be disrupted for reasons that are beyond our control, including explosions, fires, earthquakes and other natural disasters, breakdown, failure or sub-standard performance of equipment, improper installation or operation of equipment, accidents, operational problems, transportation interruptions, other environmental risks, and labour disputes. Our food analysis facilities are also subject to mechanical failure and equipment shutdowns. Our machineries and equipments may be susceptible to malfunction. If such events occur, the ability of our facilities to meet analysis targets may be adversely affected which may affect our business, financial condition and results of operations.

**15. Our registered office and laboratories are located on the premises taken on lease from our promoter for which we have no formal right of occupation.**

The registered office of our company and the food analysis laboratories are located on the premises taken on lease from our promoter. We have entered into agreement for the said office premises and laboratories with the owner. There can be no assurance that renewal of lease agreement with the owner of the premises will be entered. In the event non-renewal of lease, we may be required to shift our premises to a new location and there can be no assurance that the arrangement we enter into in respect of the new premises would be on such terms and conditions as the present one.

**16. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.**

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

**17. Our Company has delayed in complying with certain reporting/ filings requirements as required under the Companies Act to the Registrar of Companies.**

Our Company has delayed in complying with certain reporting/ filing requirements as required under the Companies Act to the Registrar of Companies. Such delay/non-compliance in the future may render us liable statutory penalties.

**18. Our Company may engage in future acquisitions, investments, or joint ventures that may harm its performance or change its business strategy**

We may enter into acquiring or making investment in new business, products or entering into strategic partnerships with parties who can provide access to new markets and products. It is possible

that our Company may not succeed in the new business and in such case; our Company's growth prospects may be adversely affected.

**19. All the Key Management Personnel are associated with the Company less than one year**

All the present Key Management Personnel are associated with the Company less than one year. For details of Key Management Personnel and their appointment, please refer to section titled "Key Management Personnel" on page no. 95.

**20. Our promoter will continue to retain significant control over our Company after the IPO**

Upon completion of the IPO, our promoter will continue to own majority of our Equity Shares. As a result, our promoter will be in a position to influence any shareholder action or approval requiring a majority vote, except where it is required otherwise by applicable laws or where they abstain from voting. Our promoter will also have the ability to control our business including matters relating any sale of all or substantially all its assets, the timing and distribution of dividends and the election or termination or appointment of its officers and directors. Further, the extent of the promoters' shareholding in the Company may result in the delay or prevention of a change of management or control of the Company, even if such a transaction may be beneficial to the other shareholders of the Company.

**21. We do not own the trademarks, including their respective names and logos, and the value of such intellectual property may be impaired by the actions of others.**

The name and logo, is an important asset of our Company and our business. However, we do not own the trademark for the name and logo. Maintaining and enhancing the reputation associated with the trademark name and logo is integral to our success. Infringement of the name and logo trademark, for which we may not have recourse, may adversely and materially affect our reputation, and, thereby, our business.

**22. The Company currently does not intend to pay dividends, and it may not pay dividends in the future.**

The Company has not declared dividends in the past. The Company currently intends to retain all of its earnings to finance the development and expansion of its business and, therefore, does not intend to declare dividends on the Equity Shares in the foreseeable future. The Company's ability to pay dividends will depend upon a number of factors, including its results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board.

**23. Your holdings may be diluted by additional issuances of Equity Shares. Furthermore, sales of Equity Shares by the Promoters may adversely affect the market price of the Equity Shares.**

Any future issuance of the Equity Shares, including any issuing of Warrants, employee stock option scheme or any other similar scheme in the future, may dilute the positions of investors in the Equity Shares, which could adversely affect the market price of the Equity. Any such future issuance of Equity Shares could negatively impact the market price of the Equity Shares. Such Equity Shares also may be issued at prices below the then-current market price.

Sales of a large number of the Equity Shares by the Promoters, or the possibility of such sales, may adversely affect the market price of the Equity Shares.

**24. We may issue fresh shares, which may result in dilution of investor shareholding in our Company**

Any future issue of Equity Shares or the disposal of Equity Shares by any of our major Equity Shareholders or by way of induction of strategic investors, may lead to dilution of investor's shareholding in our Company and/or affect the market price of our Equity Shares.

**25. We are also highly dependent on members of our senior management team in particular, the services of our Managing Director.**

We are highly dependent on our senior management team, to manage our current operations and meet future business challenges. In particular, the services of Mrs. Vimalla Joseb, the Managing Director of the Company has been integral to our development and business. The loss of the services of our senior management or key personnel could seriously impair our ability to continue to manage and expand our business.

**26. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.**

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**27. We may decide not to proceed with the Issue at any time before Allotment. If we decide not to proceed with the Issue after the Bid/Issue Opening Date but before Allotment, the refund of Bid Amounts deposited will be subject to us complying with our obligations under applicable laws.**

We, in consultation with the Lead Manager, reserve the right not to proceed with the Issue at any time before the Allotment. If we withdraw the Issue after the Bid/Issue Opening Date, we will be required to refund all Bid Amounts deposited within 8 days of the Bid/Issue Closing Date. We shall be required to pay interest at the rate of 15% per annum on the Bid Amounts received if refund orders are not dispatched within 8 days from the Bid/Issue Closing Date. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which the Company shall apply for after Allotment and (ii) the final RoC approval.

**28. Losses by Promoter Companies / Group Company.**

The following Promoter Companies / Group Companies have reported a loss for the financial year ended on March 31, 2013.

(Rs. in Lac)

Name of the Group Company	Amount of Loss
Oceanic Edibles International Ltd.	18320.82
Oceanic Bio-Harvests Ltd.	4191.53
Oceanic Tropical Fruits Pvt. Ltd.	15358.08

Besides the above, Oceanic Bio-Harvests Limited has negative net worth.

**29. The new Companies Act, 2013 is in the process of being implemented by section wise and and such implementation may be material with regard to the disclosures to be made in this Prospectus as well as other rules and formalities for completing the Issue.**

The Companies Act, 2013 is expected to replace the existing Companies Act, 1956. The new Companies Act, 2013 has been published on August 29, 2013 and Section 1 of the said Act was notified on August 30, 2013 and 98 more sections were notified as on September 12, 2013. In this Prospectus, we have incorporated the applicable details to the extent of notified sections of the new Companies Act, 2013. Any further notifications by the Ministry of Corporate Affairs after our filing of this Prospectus may be material with respect to the disclosures to be made in this Prospectus as well as other rules and formalities for completing the Issue

**External Risk Factors**

**30. Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.**

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

**31. Political, economic and social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

**32. Any changes in regulations or applicable government incentives would materially affect our operations and growth prospects.**

We are subject to various regulations and policies. For details see section titled "Key Industry Regulation and Policies" beginning on page 73 of the Prospectus. Our business could be materially affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that we will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in

respect of our operations, either of which would have a material adverse effect on our business, financial condition and results of operations.

**33. All of our business functions are operated from India and a decrease in economic growth in India could cause our business to suffer.**

We operate all our business functions from India and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. The Indian economy had a sustained growth over the last decade. However, the economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

**34. Instability of economic policies and the political situation in India could adversely affect the fortunes of the industry**

Unstable internal and international political environment could impact the economic performance in both the short term and the long term. The Government of India has pursued the economic liberalization policies including relaxing restrictions on the private sector over the past several years. The present Government has also announced policies and taken initiatives that support continued economic liberalization. The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our Company's business, and the market price and liquidity of the Equity Shares, may be affected by changes in interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

**35. Terrorist attack, war, natural disaster or other catastrophic events may disrupt or otherwise adversely affect the markets in which we operate our business and our profitability.**

Terrorist attacks may cause damage or disruption to our company, our employees, our facilities and our customers, which could impact our sales and results from operations. Any future terrorist attacks, the national and international responses to terrorist attacks, or other acts of war or hostility may cause greater uncertainty and cause our business to suffer in ways that we currently cannot predict.

**36. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.**

We may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap or the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, GoI in January 2010. The convergence of certain Indian Accounting Standards with IFRS was notified by the Ministry of Corporate Affairs on February 25, 2011. The date of implementing such converged Indian accounting standards has not yet been determined, and will be notified by the Ministry of Corporate Affairs in due course after various tax-related and other issues are resolved.

Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP. This may have a material effect on the amount of income recognized during that period and in the corresponding period in the comparative period. In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems.

## RISK RELATING TO EQUITY SHARES

- 37. If there is any future issue of Equity Shares it may dilute your shareholding and sale of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.**

Any future equity issues by us, including a primary offering, may lead to the dilution of investors' shareholdings in the Company. Any future equity issuances by us or sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

- 38. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 39. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Earlier to this Issue, there has been no public market for our Equity Shares. V.B.Desai Financial Services Limited is the Lead Manager whereas Kunverji Finstock Private Limited is the Market Makers for the Issue. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments.

In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the section titled "General Information – Details of the Market Making Arrangement for this Issue" on page no. 30 of this Prospectus.

- 40. There are certain restrictions on daily movements in the price of the Equity Shares, which may adversely affect shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.**

Subsequent to the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges.



The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of imposing circuit limit, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**41. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**Prominent Notes to Risk Factors**

- A. Investors may contact the Lead Manager for complaints, information, clarifications or complaints pertaining to the Issue.
- B. Public issue of 21,00,000 Equity Shares of Rs. 10/- each of the Company for cash at par per Equity Share aggregating to Rs. 210.00 lakhs. The Issue will constitute 40.24 % of the fully diluted post-Issue Equity Share capital of the Company.
- C. The net worth of the Company was Rs.306.54 Lac as of March 31, 2013 and Rs. 310.21 Lac as on September 30, 2013 as per the restated financial statements of the Company prepared in accordance with Indian GAAP and restated in accordance with SEBI (ICDR) Regulations. For more information, see the chapter titled “Financial Statements” beginning on page 106 of the Prospectus.

D. The average cost of acquisition per Equity Share by our Promoter is:

Name of the Promoter	No. of Shares held	Average cost of acquisition
Mr. A. Joseb Raj	15,58,825	Rs. 10/-
Mrs. Vimalla Joseb	15,58,825	Rs. 10/-

The average cost of acquisition of Equity Shares held by our Promoters, which has been calculated by taking average amount paid by them to acquire our Equity Shares issued by the Company

- E. The book value per Equity Share of Rs. 10/- each was Rs.9.83 as of March 31, 2013 and Rs.9.95 as on September 30, 2013 as per the restated financial statements of the Company prepared in accordance with Indian GAAP and restated in accordance with SEBI (ICDR) Regulations. For more information, see the chapter titled “Financial Statements” beginning on page 106 of the Prospectus.



- F. Except as disclosed in the section *“Objects of the Issue”*, *“Our Promoter Group and Group Entities”* and *“Our Management”* beginning on pages 48, 100 and 85 of the Prospectus, respectively, none of the Promoters, Directors or Key management personnel have any interest in the Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner or trustee and to the extent of the benefits arising out of such shareholding.
- G. For details of the related party transactions, including details of transactions between the Company with its Directors, Key Managerial Persons, Promoters, Group companies and the cumulative value of such transactions, see *“Annexure H”* of the section *“Financial Statements”* on page 117 of the Prospectus.
- H. For information on changes in the Company’s name and changes in objects clause of the Memorandum of Association of the Company, see the chapter titled *“History and Corporate Structure”* beginning on page 81 of the Prospectus.
- I. Neither a member of the Promoter Group nor a Director nor any relative of any Director has financed the purchase by any other person of any securities of the Company during the six months immediately preceding the date of the Prospectus.
- J. Other than as stated in the chapter titled *“Capital Structure”* on page 39 of the Prospectus, the Company has not issued any Equity Shares for consideration other than cash.
- K. The Issue is being made in terms of regulation 106M (1) of SEBI (ICDR) Regulations, 2009, as amended. This being a fixed price issue, the allocation in the net offer to the public category shall be made as per sub clause (4) of Regulation 43 of the SEBI (ICDR) Regulations, 2009, as amended. For further details, please refer to the chapter titled *“Issue Structure”* beginning on page 150 of the Prospectus.

No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, associate companies, or Group Companies.

There are no contingent liabilities as on September 30, 2013.

## SECTION III - INTRODUCTION

### SUMMARY OF INDUSTRY

*This is only a summary and does not contain all the information that you should consider before investing in our Equity Shares. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 14 and 106 respectively of the Prospectus before deciding to invest in our Equity Shares.*

#### **Food analysis laboratories**

Food analysis laboratories perform consumer food testing for food producers worldwide, particularly; the need for their expertise has been brought to the forefront. Food safety concerns dominate the news, so food testing labs are called on to evaluate the safety of the food supply with greater frequency. There is mounting pressure on companies to deliver food that is not only healthy but safe for the consumption of millions of consumers.

Food analysis is the science of determining quantitatively the composition of food products, food ingredients, and food product intermediates in processing operations. Food analysis is a direct application of quantitative chemistry. The results of food analysis are used in quality assurance and quality control applications that influence decision making, food database comparisons, food product development, marketing decisions, monitoring chemical changes during processing, and to satisfy government rules and regulations, and/or international standards. Currently, a main area of research in food science is the connection between food and health. Today, food is considered not only a source of energy but also an affordable way to prevent future diseases.

It has become clear in recent years that food safety is a worldwide challenge. There has been an alarming increase in food safety incidents over the past few years in industrialised countries including a number of high profile food safety scares. For example, over the past few years there have been a number of incidents involving the detection of banned substances or unauthorised veterinary medicines in food. In order to ensure the safety and quality of food, contamination risks are best identified and tackled at the source. One of the best ways to do this is by (a) detection of contaminated food and (b) exporters' understanding of regulatory standards in target markets and how to meet them. Governments around the world recognise the potential benefits of this analysis and they are enacting new laws and taking steps to build food safety mechanism

#### **Methods used for food analysis**

The following methods are used for food analysis

1. Food Quality Analysis
2. Food Safety Analysis

These are detailed below and discussed to stress on the importance of food testing.

#### **1. Food Quality Analysis**

- Nutritional Analysis-Testing of food and beverages for nutritional information, labeling, surveillance including analysis of vitamins
- Minerals- Major minerals and trace element analysis, Micronutrients by Bioassay
- Volatile & Semi Volatile compounds-in processed products
- Additives- food colors, antioxidants, stabilizers, anti-caking agents, artificial sweeteners etc.

## 2. Food Safety Analysis

Food safety is a growing concern globally, with innovations in processing & packaging technologies, Agriculture advances & changing food habits, manufacturers and food regulators are facing newer challenges every day.

The criterion by which food is defined as safe has become more detailed and comprehensive as new steps are taken to improve safety. As capabilities rise, so are the expectations to detect even the single bacterium or the smallest of chemical contaminant.

Food safety analysis will essentially involve the following

- Microbiology
- Allergen testing
- Pesticide residue
- Heavy metals
- Enzymes and hormones
- Mycotoxin including aflatoxins
- Genetically modified content
- Drug residues
- Residues of persistent organic compounds
- Foreign body identification
- Acryl amide

## SUMMARY OF BUSINESS

Our Company was formed in 2005 promoted by Mr. A. Joseb Raj and Mrs. Vimalla Joseb of Oceanic Group. Initially our company was engaged in trading of building materials and related activities. In the year 2013, the company took over a partnership firm from promoter group having business interest of trading pre-printed press materials. The promoters of our company are associated with primary business focus of producing Tiger Shrimp seeds, Aqua Shrimp hatchery, Aqua Shrimp farming, Marine and vegetable processing, Aseptic canning & bottling, information technology etc.

Our trading business activities are located at our Registered Office premises and the proposed food analysis facility is located at the group company factory premises at Marakkanam, Pudhukuppam Village, Villupuram District, Tamil Nadu. Both the facilities are fully backed by strong team of analysts, technicians, controllers and operators. The proposed food analysis facility will contribute the major part of our income once it is start operational.

### Our Strength

We believe that the following are our primary competitive strength

#### 1. Experience of our Promoters

Our Promoter is well qualified and experienced in the Company's business. Further we have employed key professionals having analytical, research, technical and commercial backgrounds. Our company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike. It has been only due to the highly empathetic management style that our Promoters have developed over the years.

#### 2. Well-equipped R & D Lab

Our Company has a well-equipped R & D lab infrastructure. Core focus is on ensuring complete safety by sampling and testing of each day's production and to make sure that the food process adheres to the highest industry standards and meticulous product specification.

#### 3. Highlights of the Food Testing Lab

- Nested PCR with a capacity to run 121 samples in one run.
- Rapid testing methodologies - LCMSMS/GCMSMS/3M Petri film.
- Highest level of automation - a walk-away Robotic ELISA Station as well as robotic sample preparation and extraction for chemistry.
- Separate Lab for Microbiology/Analytical Chemistry and Molecular Biology
- Latest software with online tracking ability at any stage during processing
- Online test results with individualized client/customer login.

#### 4. Training Programme

In addition to operating a fully accredited and certified Food Testing Laboratory with state-of-the-art equipment and processes, our Company also offers a wide range of courses aimed at training employees, students and professionals in food processing and various allied fields.

The courses offered include:

- A training programme for college and school-leaving students focused on the latest technology and equipment used in our Food Laboratory, with on-the-job training in different aspects of food processing.
- A Skills Update Programme for Food and Pharmaceutical Industry professionals centered on the latest technology and its adaptation towards food safety and health safety norms.

### **Marketing & Selling arrangements**

The marketing activities are towards initiating commercial services by the Food Testing Laboratory (FTL) and encouraging entrepreneurs, food processors, exporters and importers to avail services of the FTL focus is on the marketing of the lab to be able to run the lab on a self-sustainable mode.

The company intends to target customers for the FTL include:

a. Food & Feed Industry

The food and feed industry is the major customer for the FTL. Import and export food products and raw materials would be a major revenue earner for the FTL. Consumer awareness is high with respect to the quality and the hygiene of the products being consumed. It has a direct bearing on expenditure by the manufacturing & importing companies on testing of food materials.

b. Government regulatory bodies (Health, Agriculture, Food Processing)

Different Government regulatory bodies are an important customer for the FTL as the existing testing equipment and facilities are not world standard. Establishment of a modern FTL equipped with the latest state-of-the-art equipment and highly trained technical personnel would be a big resource for the Government bodies for their regulatory compliance and inspection activities both for local manufacturing, restaurant & food industry and also for food importing agencies.

c. Hotels & Restaurants

Hotels & Restaurants would require the services of FTL for the different raw material being procured by them to maintain their hygiene level. They would also take regular precautionary testing for regulatory compliance of the local Government

d. Other local FTLs

The latest state-of-the-art equipment at FTL would be utilized by other smaller FTLs, if any, to conduct tests which are not available in-house and also outsource the excess samples which they are unable to take with their in-house facilities.

e. Overseas clients

Companies from the nearby countries would require FTL services.

## SUMMARY OF OUR FINANCIALS

The following summary of financial data has been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2009 and restated as described in the Auditor's Report in the chapter titled "Financial Statements". You should read this financial data in conjunction with our financial statements for the Six months ended September 30, 2013 and years ended 2013, 2012, 2011, 2010 and 2009 including the notes thereto and the reports thereon, which appears under the chapter titled "Financial Statements" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 106 and 124 of the Prospectus.

### STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In lac)

	Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>(1)</b>	<b>Equity &amp; Liabilities</b>						
	Shareholders' Funds						
	(a) Share capital	311.82	311.77	1.00	1.00	1.00	1.00
	(b) Reserves & surplus	12.73	(5.83)	(8.67)	(7.23)	(5.12)	(3.00)
	(c) Share application money	0.55	0.60	2.00	0	0	0
<b>(2)</b>	<b>Non Current Liabilities</b>						
	(a) Long term borrowings	0	0	0	0	0	0
	(b) Deferred tax liabilities (net)	0	0	0	0	0	0
	(c) Long term provisions	0	0	0	0	0	0
<b>(3)</b>	<b>Current Liabilities</b>						
	(a) Short term borrowings	0	0	0	0	0	0
	(b) Trade payables	10.13	2.64	6.08	8.54	8.49	8.44
	(c) Other current liabilities	8.44	21.50	0	0	0	0
	(d) Short term provisions	9.70	1.41	0.27	0	0	0
	<b>Total</b>	<b>353.37</b>	<b>332.09</b>	<b>0.68</b>	<b>2.31</b>	<b>4.37</b>	<b>6.44</b>
	<b>Assets</b>						
<b>(4)</b>	<b>Non Current Assets</b>						
	(a) Fixed Assets	3.22	3.59	0	0	0	0
	(b) Capital work in progress	152.14	0	0	0	0	0
	(c) Non current investments	0	0	0	0	0	0
	(d) Long term loans and advances	0	0	0	0	0	0
	(e) Other non current assets	0.03	0.06	0.09	0.12	2.19	2.09
<b>(5)</b>	<b>Current Assets</b>						
	(a) Current Investments	0	0	0	0	0	0
	(b) Inventories	15.12	17.15	0	0	0	0
	(c) Trade receivables	14.66	0.57	0	0	0	0
	(d) Cash and Cash Equivalents	6.04	11.39	0.55	0.11	0.11	0.11
	(e) Short term loans and advances	147.30	299.29	0	0	0	0
	(f) Other Current assets	14.86	0.04	0.04	2.08	2.07	4.24
	<b>Total</b>	<b>353.37</b>	<b>332.09</b>	<b>0.68</b>	<b>2.31</b>	<b>4.37</b>	<b>6.44</b>

**STATEMENT OF PROFIT & LOSSES AS RESTATED**
**(Rs. In lac)**

<b>Particulars</b>	<b>30.09.2013</b>	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2011</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
<b>Income</b>						
Income from Operations	63.58	34.00	1.00	0	0	0
Other Income	0	0	0	0	0	0
<b>Total</b>	<b>63.58</b>	<b>34.00</b>	<b>1.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Expenditure</b>						
Purchase of Stock in Trade	20.58	24.77	0	0	0	0
Change in inventories of work in progress	2.03	(17.00)	0	0	0	0
Employee benefits expense	12.03	17.78	0	0	0	0
Depreciation	0.36	0	0	0	0	0
Interest and Finance charges	0	0	0	0	0	0
Other expenses	1.73	4.31	2.17	2.12	2.12	2.12
<b>Total</b>	<b>36.73</b>	<b>29.86</b>	<b>2.17</b>	<b>2.12</b>	<b>2.12</b>	<b>2.12</b>
Net Profit/ (Loss) before Tax	26.85	4.14	(1.17)	(2.12)	(2.12)	(2.12)
Tax expenses – Current Tax Provision	8.30	1.30	0.27	0	0	0
Deferred Tax	0	0	0	0	0	0
Profit/ (Loss) after Tax	18.55	2.84	(1.44)	(2.12)	(2.12)	(2.12)

**STATEMENT OF CASH FLOWS FROM RESTATED FINANCIAL STATEMENTS**
**(Rs. In lac)**

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
Net Profit/(Loss) before tax	26.85	4.14	(1.17)	(2.12)	(2.12)	(2.12)
<b>Adjustment for:</b>						
Add: Depreciation	0.36	0	0	0	0	0
Add: Provision for taxation	0	0	0	0	0	0
Add: Preliminary Expenses	0	0.03	2.07	2.07	2.07	2.07
Less: Income Tax Paid		0.16	0	0	0	0
<b>Operating Profit/(Loss) before Working capital changes</b>	<b>27.21</b>	<b>4.01</b>	<b>0.90</b>	<b>(0.05)</b>	<b>(0.05)</b>	<b>(0.05)</b>
<b>Adjustments for:</b>						
Decrease/ (Increase) in Trade & Other Receivables	(14.09)	(0.57)	0	0	0	0
Decrease (Increase) in Inventories	2.04	(17.15)	0	0	0	0
Decrease (Increase) in Loans & Advances	152.00	(299.29)	0	0	0	0
Decrease (Increase) in Other Assets	(14.85)	0	0	0	0	0
Increase (Decrease) in Current Liabilities/ provisions	(5.57)	18.06	(2.46)	0.05	0.05	2.80
Increase in Share Capital/ application money received	0.05	309.37	2.00	0	0	(2.75)
<b>Net Cash flow from financing activities</b>	<b>119.58</b>	<b>10.42</b>	<b>(0.46)</b>	<b>0.05</b>	<b>0.05</b>	<b>0.05</b>
<b>Cash flow from Investing activities</b>						
Purchase of Fixed Assets	0	(3.59)	0	0	0	0
Capital Work in Progress	(152.14)	0	0	0	0	0
<b>Net Cash flow from Investing activities</b>	<b>(152.14)</b>	<b>(3.59)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Cash and cash equivalents at the beginning of the year / Period	11.39	0.55	0.11	0.11	0.11	0.11
Cash and cash equivalents at the end of the year/ Period	6.04	11.39	0.55	0.11	0.11	0.11
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(5.35)</b>	<b>10.84</b>	<b>0.44</b>	<b>0</b>	<b>0</b>	<b>0</b>



## BRIEF DETAILS OF THE ISSUE

### PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

Equity Shares Offered: Present Issue of Equity Shares by our Company	21,00,000 Equity Shares of Rs. 10/- each for cash at par aggregating Rs. 210 Lakhs
Issue Reserved for Market Makers	1,10,000 Equity Shares of Rs. 10/- each for cash par aggregating Rs. 11.00 Lakhs
Net Issue to Public	19,90,000 Equity Shares of Rs. 10/- each for cash at par aggregating Rs. 199.00 Lakhs
	Of Which
	10,00,000 Equity Shares of Rs.10/- each for cash at par will be available for allocation for Investors of upto Rs. 2.00 Lakhs
	9,90,000 Equity Shares of Rs. 10/- each for cash at par will be available for allocation for Investors of above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	31,18,150 Equity Shares
Equity Shares outstanding after the Issue	52,18,150 Equity Shares
Object of the Issue	Please refer to the chapter titled " <i>Objects of the Issue</i> " beginning on page 48 of the Prospectus.

*This issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to "Terms of the Issue" on page 145 of this Prospectus.*

## GENERAL INFORMATION

Our Company was incorporated as Oceanic Shelters Private Limited under the provisions of the Companies Act, 1956 on October 28, 2005 in Chennai, Tamil Nadu. Our Company got converted from private limited company to public limited company vide fresh Certificate of Incorporation dated June 13, 2013. The name of the Company was changed to Oceanaa Biotek Industries Limited. For further details see chapter titled “History and Certain Corporate Matters” beginning on page 81 of the Prospectus.

### **Registered Office of Our Company:**

Oceanaa Biotek Industries Limited  
 15, Zackaria Colony, 4<sup>th</sup> Street  
 Choolaimedu, Chennai  
 Tamil Nadu – 600 094  
 Tel: +91 44-30241900 Fax: +91 44-30241990  
 Website: [www.oceanaabiotek.com](http://www.oceanaabiotek.com)  
 Email address: [info@oceanaabiotek.com](mailto:info@oceanaabiotek.com)  
 Registration Number: 057919  
 Corporate Identification Number: U15549TN2005PLC057919

### **Corporate Office of Our Company:**

Oceanaa Biotek Industries Limited  
 No.6, 1<sup>st</sup> Floor, Wellington Estate Complex  
 No.53, Ethiraj Salai, Egmore  
 Chennai – 600 008, Tamil Nadu – 600 008  
 Tel: +91 44-30241900 Fax: +91 44-30241990

### **Registrar of Companies:**

Registrar of Companies, Chennai  
 Block No.6, ‘B’ Wing, 2<sup>nd</sup> Floor,  
 Shastri Bhawan, 26, Haddows Road  
 Chennai – 600 034  
 Tamil Nadu, India.

### **Board of Directors of our Company**

Our Board comprises the following:

Name	Age	Designation	Director Identification Number
Mr. A. Joseb Raj	50	Chairman	00848819
Mrs. Vimalla Joseb	43	Managing Director, Executive, non-independent	00849207
Mr. J. Jesu Raj	49	Independent Director	06583789
Mrs. Irudayaraj Beaula Raj	49	Independent Director	06583790

For further details of our Directors, see Chapter titled “Our Management” beginning on Page 85 of the Prospectus.

***Company Secretary and Compliance Officer***

Mrs. S. Harinee  
15, Zackaria Colony, 4<sup>th</sup> Street  
Choolaimedu, Chennai  
Tamil Nadu – 600 094  
Tel: +91 44-30241900 Fax: +91 44-30241990  
Email address: [obil@oceanaabiotek.com](mailto:obil@oceanaabiotek.com)

Investors may contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager to the Issue in case of any pre-Issue or post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, refund orders, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSBs to whom the Application Form was submitted, giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA account number and the Designated Branch of the relevant SCSBs where the ASBA Form was submitted by the ASBA Applicant. For all Issue related queries and for redressal of complaints, Applicant may also write to the Lead Manager. All complaints, queries or comments received by SEBI shall be forwarded to Lead Manager, who shall respond to the same.

***Lead Manager to the Issue*****V.B.Desai Financial Services Limited**

Cama Building, 1<sup>st</sup> Floor  
24/26, Dalal Street, Fort, Mumbai – 400 001  
Tel: 022-40770777; Fax: 022-40770700  
Email: [info@vbdesai.com](mailto:info@vbdesai.com) Website: [www.vbdesai.com](http://www.vbdesai.com)  
Contact Person: Mr. K. K. Antoo  
SEBI Registration No.: INM000002731

***Registrar to the Issue*****Bigshare Services Private Limited**

E-2/3, Ansa Industrial Estate, Sakivihar Road  
Sakinaka, Andheri (East), Mumbai – 400 072  
Tel: +91 – 22 – 4043 0200; Fax: +91 – 22 – 2847 5207  
Website: [www.bigshareonline.com](http://www.bigshareonline.com); Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Contact Person: Mr. Ashok Shetty  
SEBI Registration No.: INR000001385

***Legal Advisor to the Issue***

Mahesh Shah & Co.  
Advocates, Solicitors & Notary  
Cama Building, 2nd Floor  
24/26, Dalal Street, Fort  
Mumbai- 400 001  
Maharashtra, India.  
Tele/ Fax: +91 22 22653628  
E-Mail:[advmaheshshah@gmail.com](mailto:advmaheshshah@gmail.com)  
Contact Person: Mr. Mahesh Shah

***Statutory Auditor to the Company***

M/s. S. Devaraj & Co.  
Chartered Accountants,  
Old No.51, New No.149, Habibullah Road, T. Nagar  
Chennai – 600 017  
Tamil Nadu, India  
Tel: +91 44 28340505  
E-Mail: sdevarajandco@gmail.com  
Membership No: 29003  
Contact Person: S.Devraj

***Independent Auditor having a valid Peer Review certificate***

A.N. Damania & Co.  
Chartered Accountants  
206, Brigadier Usman Marg,  
Ishwar Bhuvan No.3, 2nd Floor, Room No.19  
Mumbai- 400 003, Maharashtra, India  
Tel: +91 22 23464011  
E-Mail: ashwin\_n\_damania@rediffmail.com  
Firm Registration No:102077W  
Contact Person: Mr. Ashvin N. Damania

***Bankers to our Company***

Axis Bank Limited  
No.2, 2<sup>nd</sup> Main Road,  
United India Colony, Kodambakkam,  
Chennai – 600 024, **Tamil Nadu, India**  
Tel: +91 44 28340505  
Website: [www.axisbank.com](http://www.axisbank.com)  
Contact Person: Mr. Narayan Kaushik

***Bankers to the Issue, Escrow Collection and Refund Bank***

Axis Bank Limited  
35, Court Chambers,  
Sir Vithaldas Thackersey Marg,  
New Marine Lines, Mumbai - 400 020,  
Maharashtra, India.  
Tel.: +91 22 22065534; Fax: +91 22 22007703  
E-mail: VikasN.Singh@axisbank.com, Newmarinelines.operationshead @axisbank.com  
Website:[www.axisbank.com](http://www.axisbank.com)  
Contact Person: Mr. Vikas Kumar, Ms. Vandana Kale  
SEBI Registration Number: INBI00000017

***Statement of Inter se Allocation of Responsibilities for the Issue***

V.B.Desai Financial Services Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.

### **Self-Certified Syndicate Banks**

A list of banks that have been notified by SEBI to act as SCSBs for the ASBA Process is provided on <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>. For details on Designated Branches of SCSBs collecting the ASBA Bid cum Application Form, please refer to the above mentioned SEBI website.

### **Credit Rating**

This being an issue of Equity shares, credit rating is not required.

### **IPO Grading**

Since the issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

### **Monitoring Agency**

As this being an Issue of Equity Shares for less than Rs. 500 Crores appointment of monitoring agency is not mandatory as per SEBI (ICDR) Regulations 2009. Our Board will monitor the use of proceeds of this Issue as per clause 52 of the Listing Agreement of BSE SME.

### **Expert**

Except the report of the Statutory Auditor of our Company on the financial statements and statement of tax benefits included in the Prospectus, our Company has not obtained any other expert opinion.

### **Debenture Trustees**

Since this is not a debenture issue, appointment of debenture trustee is not required.

### **Appraising Entity**

The present issue is not being appraised by any appraising agency.

### **Underwriting**

The company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten, with more that 15% of the Issue being underwritten by the Lead Manager – V.B.Desai Financial Services Limited.

Pursuant to the terms of the Underwriting Agreement dated October 21, 2013, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The details of the Underwriting commitments are as under:

Detail of the Underwriter	No. of Shares underwritten	Amount Underwritten (Rs. In Lakhs)	% of total Issue Size Underwritten
<b>V.B.Desai Financial Services Limited</b> Cama Building, 1 <sup>st</sup> Floor 24/26, Dalal Street, Fort, Mumbai – 400 001 Tel: 022-40770777; Fax: 022-40770700 Email: <a href="mailto:info@vbdesai.com">info@vbdesai.com</a> Website: <a href="http://www.vbdesai.com">www.vbdesai.com</a> Contact Person: Mr. K. K. Antoo	21,00,000	210.00	100.00

In the opinion of our company's Board of Directors, the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective obligations in full.

*Details of the Market Making Arrangement for this Issue*

Our Company and the Lead Manager V.B.Desai Financial Services Limited have entered into an agreement dated October 21, 2013 and an supplement agreement dated January 24, 2014 with the Market Makers registered with the SME Platform of BSE in order to fulfill the obligations of Market Making.

**Market Makers:**

Kunvarji FinstockPvt Ltd.  
409 Shyamak Complex, B/h Kamdhenu Complex,  
Ambawadi, Ahmedabad 380015  
Tel No:079-66669000; Fax No: 079-26306456  
Email: himanjal.brahmbhatt@kunvarji.com  
Contact Person : Himanjal Brahmbhatt  
SEBI Registration No: INB011019537  
Market Maker Registration No. from BSE SME:SMEMM0308723082013

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The minimum depth of the quote shall be Rs.1,00,000/- . However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 5) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 6) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 7) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market - for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

- 8) The Market Maker shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.
- 9) SEBI has issued a circular no. CIR/MRD/DSA/31/2012 dated November 27, 2012 providing guidelines for Market Makers for the inventory management on the SME Exchange / Platform. The Market Makers agree to abide by such guidelines/circulars and any further guidelines/circulars issued by SEBI or Stock Exchange from time to time.
- 10) Risk containment measures and monitoring for Market Makers: BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 11) Punitive Action in case of default by Market Makers: BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 12) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the BSE SME Exchange/ Platform.

Sr.No	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Upto 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

## CAPITAL STRUCTURE

The share capital of our Company, as on the date of the Prospectus and after giving effect to the Issue is set forth below:

*(Rs. In lakhs, except share data)*

Sr. No.	Particulars	Aggregate value at Nominal Value	Aggregate value at Issue Price
1.	Authorised Share Capital		
	60,00,000 Equity Shares of Rs.10/- each	600.00	-
2.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	31,18,150 Equity Shares of Rs.10/- each <sup>(1)</sup>	311.81	-
3.	Present Issue in terms of the Prospectus <sup>(2)</sup>		
	21,00,000 Equity Shares of Rs.10/- each for cash at par	210.00	210.00
	Which Comprises		
(i)	1,10,000 Equity Shares of Rs.10/- each for cash at par reserved as Market Maker Portion	11.00	11.00
(ii)	Net Issue to Public of 19,90,000 Equity Shares of Rs.10/- each for cash at par	199.00	199.00
	Of which		
	10,00,000 Equity Shares of Rs.10/- each for cash at par will be available for allocation for Investors of upto Rs.2 Lakhs	100.00	100.00
	9,90,000 Equity Shares of Rs.10/- each for cash at par will be available for allocation for Investors of above Rs.2 Lakhs	99.00	99.00
4.	Issued, Subscribed & Paid up Capital after the Issue		
	52,18,150 Equity Shares of Rs.10/- each fully paid up	521.81	
5.	Share Premium Account		
	Before the Issue		0
	After the Issue		0

<sup>(1)</sup> All Equity shares issued are fully paid-up

<sup>(2)</sup> The Issue has been authorised pursuant to resolution of the Board of Directors dated July 27, 2013 approved by our shareholders vide resolution passed at the Extraordinary General Meeting held on August 19, 2013, under Section 81(1A) of the Companies Act, 1956.

The Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each only.

Details of increase in the Authorised Capital of Our Company:

Date of Meeting	Nature of Meeting	No. of Equity Shares	Face Value (Rs.)	Cumulative No. of Equity Shares	Cumulative Authorised Share Capital (Rs.)
On Incorporation		1,00,000	10	1,00,000	10,00,000
March 28, 2013	EGM	49,00,000	10	50,00,000	5,00,00,000
August 19, 2013	EGM	10,00,000	10	60,00,000	6,00,00,000

### **Notes to Capital Structure:**

1. Share Capital History of our Company

Our present Equity Capital has been built up as follows:



Date of Allotment	No. of Equity Shares	Face Value – Rs.	Issue Price – Rs.	Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Share Capital – Rs.	Cumulative Share Premium – Rs.
October 28, 2005 (upon Incorporation)	10,000	10	10	Cash	Initial Subscription <sup>(a)</sup>	10,000	1,00,000	Nil
March 30, 2013	30,70,000	10	10	Cash	Allotment <sup>(b)</sup>	30,80,000	3,08,00,000	Nil
March 31, 2013	37650	10	10	Business Takeover	Allotment <sup>(c)</sup>	31,17,650	3,11,76,500	Nil
April 22, 2013	500	10	10	Preferential Allotment	Allotment <sup>(d)</sup>	31,18,150	3,11,81,500	Nil

a) Initial Subscriber's to Memorandum of Association, the Company allotted 10,000 Equity Shares of Rs.10/- each comprising of 5,000 shares to Mr. A. Joseb Raj, and 5,000 shares to Mrs. Vimalla Joseb.

b) The Company allotted 30,70,000 fully paid up Equity Shares of Rs.10/- each to the promoter viz. Mr. A. Joseb Raj (15,35,000 Equity Shares) and Mrs. Vimalla Joseb (15,35,000 Equity Shares) on preferential allotment basis.

c) The Company allotted 37,650 fully paid up Equity Shares of Rs.10/- each to the promoter viz. Mr. A. Joseb Raj (18,825 Equity Shares) and Mrs. Vimalla Joseb (18,825 Equity Shares) on business takeover of partnership firm Raj Brothers Associates.

d) The Company allotted 500 fully paid up equity shares of Rs. 10/- each to 5 allottees on preferential allotment basis

## 2. Equity Shares allotted for consideration other than cash

Date of Allotment	No. of Equity Shares Issued	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Person to whom equity shares	Benefits to the Company
March 31, 2013	18,825	10	10	Share Swap Agreement	Mr. A. Joseb Raj	Takeover of Business
	18,825				Mrs. Vimalla Joseb	
Total	<b>37,650</b>					

## 3. Promoter Capital Build-Up & Lock-in details

The Equity Shares held by the Promoters were acquired/ allotted in the following manner:

### a. Details of build-up of shareholding of Promoters Group:

Date of Allotment/ Transfer / Acquisition	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue / Acquisition Price	Consideration (Cash/ bonus/ kind etc.)	Nature of Transaction	Lock- in Period (Years)
Mr. A. Joseb Raj							
October 28, 2005 (On incorporation)	5,000	5,000	10	10	Cash	Subscriber to MoA	1 Year

March 30, 2013	15,35,000	15,40,000	10	10	Cash	Fresh Issue	10,45,000 shares for 3 Years and 4,95,000 shares for 1 year
March 31, 2013	18,825	15,58,825	10	10	Business takeover	Fresh Issue	1 year
Total		15,58,825					
Mrs. Vimalla Joseb							
October 28, 2005 (On incorporation)	5,000	5,000	10	10	Cash	Subscriber to MoA	1 year
March 30, 2013	15,35,000	15,40,000	10	10	Cash	Fresh Issue	1 year
March 31, 2013	18,825	15,58,825	10	10	Business takeover	Fresh Issue	1 year
Total		15,58,825					
Mr. James Walter							
April 22, 2013	100	100	10	10	Cash	Fresh Issue	1 year
Mrs. Maria Salome							
April 22, 2013	100	100	10	10	Cash	Fresh Issue	1 year
Mrs. Sophia Walter							
August 17, 2013	100	100	10	10	Cash	Transfer	1 year

*b. Details of Promoters Contribution locked-in for three (3) years*

Pursuant to the Regulation 32(1) and 36(a) of SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue equity share capital of the company shall be locked-in by the promoters for a period of three (3) years from the date of allotment.

The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before the listing of the Equity Shares.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue equity share capital of our Company as promoter's contribution and have agreed not to sell or transfer or pledge or otherwise dispose off in any manner, the promoter's contribution from the date of filing of the Prospectus until the commencement of the lock-in period specified above. Details of promoter's contribution are as provided below:

Sr. No.	Name of Promoter	No. of Shares	As a % of Pre Issue Share Capital	As a % of Post Issue Share Capital
1	Mr. A. Joseb Raj	10,45,000	33.51	20.03

The promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from persons who are classified and defined as promoters of our Company as per the SEBI (ICDR) Regulations, 2009.

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for three years does not consist of:

- (i) equity shares acquired in past three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction; or

- (ii) equity shares resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum promoter's contribution during the period of last three years;
- (iii) equity shares acquired by promoter during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue;
- (iv) equity Shares forming part of promoter's contribution have not been issued to our Promoters on conversion of a partnership firm into a limited company.
- (v) equity Shares held by the Promoters and offered for minimum 20% Promoter's contribution are not subject to any pledge.
- (vi) private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- (vii) equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum promoter's contribution subject to lock-in.

*c. Details of share capital locked-in for one (1) year*

- Pursuant to Regulation 37 of the SEBI Regulations, in addition to the lock-in of the promoter's contribution, the entire pre-Issue equity share capital of our Company (including those Equity Shares held by our Promoters), shall be locked in for a period of one (1) year from the date of Allotment.
- Pursuant to Regulation 39 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. As on date of this Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.
- Pursuant to Regulation 40 of the SEBI Regulations, Equity Shares held by the Promoters, which are locked in as per Regulation 36 of the SEBI Regulations, may be transferred to and amongst the Promoters/ Promoter Group or to a new promoter or persons in control of the Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- Pursuant to Regulation 40 of the SEBI Regulations, Equity Shares held by shareholders other than the Promoters, which are locked-in as per Regulation 37 of the SEBI Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- Except as otherwise stated in this section, none of the members of our Promoter Group hold or have held any Equity Shares.
- Further except as otherwise stated in this section none of our Promoters and our Group Entities, the Directors of our Group Entities, the Directors of our Company and their immediate relatives have not purchased any Equity Shares, during a period of six months preceding the date of filing this Prospectus. Further Ms. Lithya Joseb, immediate relative of our Promoters had sold 100 on August 17, 2013, which she had acquired on April 22, 2013.

4. In terms of Regulation 40 of the SEBI Regulations, locked in Equity Shares held by the Promoters may be transferred to and amongst the Promoters/ Promoter group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
5. Except as stated below, none of our Directors or key managerial personnel hold Equity Shares in the Company:

Sr. No	Name of the Directors	Number of Equity	% of pre issue equity share capital	% of post issue equity share capital
1.	Mr. A. Joseb Raj	15,58,825	49.99	29.87
2.	Mrs. Vimalla Joseb	15,58,825	49.99	29.87
3.	Mrs. Irudayaraj Beaula Raj	100	0.004	0.002
4.	Mr. J. Jesu Raj	100	0.004	0.002
	Total	31,17,850	99.99	59.74

6. Except as mentioned in the chapter titled “History and Corporate Structure” on page 81 of the Prospectus, our Company, our Directors, our Promoters and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements for purchase of Equity Shares of our Company from any person.
7. An over-subscription to the extent of 10% of this Issue size can be retained for the purpose of rounding off while finalizing the basis of allotment of Equity Shares.
8. As on the date of filing of the Prospectus there are no outstanding warrants, options or rights to convert debentures, loans or other financial instrument into Equity Shares.
9. The entire money of Rs. 10/- per share (Face Value Rs. 10/-) is being called on application, all the successful applicants will be issued fully paid-up Equity Shares.
10. The Equity Shares of our Company are fully paid up and there are no partly paid up Equity Shares as on date.
11. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of regulation 43(4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.
12. Under-subscription, if any, in any portion would be met with spill over from other categories at the sole discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange.

13. Particulars of the top ten shareholders

a. Particulars of the top ten shareholders as on the date of filing of the Prospectus.

Sr. No.	Name of Shareholders	Number of Equity Shares (Rs.10/-)	% of Pre Issue Paid-Up Capital
1.	Mr. A. Joseb Raj	15,58,825	49.99
2.	Mrs. Vimalla Joseb	15,58,825	49.99
3.	Mr. James Walter	100	0.004
4.	Mrs. Maria Salome	100	0.004
5.	Mrs. Sophia Walter	100	0.004
6.	Mrs. Irudayaraj Beaula Raj	100	0.004
7.	Mr. J. Jesu Raj	100	0.004
	TOTAL	<b>31,18,150</b>	<b>100.00</b>

*b. Particulars of top ten shareholders ten days prior to the filing of the Prospectus.*

Sr. No.	Name of Shareholders	Number of Equity Shares (Rs.10/-)	% of Pre Issue Paid-Up Capital
1.	Mr. A. Joseb Raj	15,58,825	49.99
2.	Mrs. Vimalla Joseb	15,58,825	49.99
3.	Mr. James Walter	100	0.004
4.	Mrs. Maria Salome	100	0.004
5.	Mrs. Sophia Walter	100	0.004
6.	Mrs. Irudayaraj Beaula Raj	100	0.004
7.	Mr. J. Jesu Raj	100	0.004
	<b>TOTAL</b>	<b>31,18,150</b>	<b>100.00</b>

*c. Particulars of the top ten shareholders 2 years prior to the date of filing of the Prospectus.*

Sr. No.	Name of Shareholders	Number of Equity Shares (Rs.10/-)	%
1.	Mr. A Joseb Raj	5,000	50.00
2.	Mrs. Vimalla Joseb	5,000	50.00
	<b>TOTAL</b>	<b>10,000</b>	<b>100.00</b>

**14. Shareholding pattern of our Company prior and post this Issue**

The table below presents the current shareholding pattern of Equity Shares as per Clause 37 of the SME Listing Agreement before the proposed Issue and adjusted for the Issue:

Category code	Category of shareholder	Pre-Issue					Post-Issue					Shares Pledged or otherwise encumbered	
		No. of share holders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		No. of share holders	Total number of shares	Total Share holding as a % of total number of shares		Number of equity shares	As a percentage	
					As a % Of (A+B)	As a % of (A+B+C)			As a % of (A+B)	As a % of (A+B+C)			
(A)	<b>Promoter and Promoter Group</b>												
(1)	Indian												
(a)	Individual s/ Hindu Undivided Family	5	31,17,950	0	99.99	99.99	5	31,17,950	59.75	59.75	NIL	NIL	
	Total Share holding of Promoter and Promoter Group	5	31,17,950	0	99.99	99.99	5	31,17,950	59.75	59.75	NIL	NIL	

Category code	Category of shareholder	Pre-Issue					Post-Issue				Shares Pledged or otherwise encumbered	
		No. of share holders	Total number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		No. of share holders	Total number of shares	Total Share holding as a % of total number of shares		Number of equity shares	As a percentage
					As a % Of (A+B)	As a % of (A+B+C)			As a % of (A+B)	As a % of (A+B+C)		
(B)	<b>Public</b>											
a)	Institutions	0	0	0	0	0						
b)	Mutual Funds/UTI	0	0	0	0	0						
c)	Financial Institution	0	0	0	0	0						
d)	Central / State Government(s)	0	0	0	0	0						
e)	Venture Capital Funds	0	0	0	0	0						
f)	Insurance Companies	0	0	0	0	0						
g)	Foreign Institutional Investors	0	0	0	0	0						
h)	Foreign Venture Capital Investors	0	0	0	0	0						
i)	Any Other (specify)	0	0	0	0	0						
	Sub-Total (B)(1)	0	0	0	0	0						
	<b>Non-institutions</b>											
a)	Bodies Corporate	0	0	0	0	0						
b)	<b>Individuals -</b> i. Individual shareholders holding nominal share capital up to Rs. 1 lakh		0	0	0	0						
c)	ii. Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	0	0	0	0						
d)	Any Other	0	0	0	0	0						
	Sub- Total (B)(2)	2	200	0	0.01	0.01			40.25#	40.25#		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	2	200	0	0.01	0.01			40.25#	40.25#		
	TOTAL (A)+(B)	7	31,18,150	0	100.00	100.00		52,18,150	100.00	100.00		
	Shares held by Custodians and Against which Depository Receipts have been issued	0	0	0	0	0						
	GRAND TOTAL	7	31,18,150	0	100.00	100.00		52,18,150	100.00	100.00		

\*Assuming that none of the existing shareholders of our Company participate in this Issue

#Percentage calculation includes 21,00,000 Equity Shares issued pursuant to this Issue

15. The total number of members of our Company as on the date of filing the Prospectus is 7.
16. Our Company has not raised any bridge loan against the proceeds of this Issue.
17. We presently do not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
18. There shall be only one denomination of Equity Shares, unless otherwise permitted by law. We shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
19. There are no financing arrangements whereby persons forming part of the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing Prospectus with the Board.
20. An investor cannot make a Bid for more than the number of Equity Shares offered through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
21. Our Company has not issued any Equity Shares out of revaluation reserves. The Company has not issued any shares for consideration other than cash, except for the shares issued on March 31, 2013 as per the Share Swap Agreement on March 31, 2013.
22. Our Company has not made any public issue since its incorporation.
23. The shares locked in by our Promoters are not pledged to any party. The Equity Shares held by our Promoters which are locked-in for a period of one year can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, provided the pledge of shares is one of the terms of sanction of such loan.
24. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters or Directors to the persons who receive allotments, if any, in this Issue.
25. The Equity Shares which are subject to lock-in shall carry the inscription “non-transferable” and the non-transferability details shall be informed to the depositories. The details of lock-in shall also be provided to the stock exchanges, where the shares are to be listed, before the listing of the securities.
26. Our Company does not have any ESOS/ESOPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESOPS scheme from the proposed issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (ICDR) Regulations.
27. Our Promoter and Promoter Group will not participate in this Issue.

28. As on the date of the Prospectus, none of the shares held by our promoters/promoter group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
29. Except as disclosed under chapter titled "*Issue Structure*" on page 150 of the Prospectus, there will be no further issue of Equity Shares either by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of the Prospectus with BSE until the Equity Shares have been listed.
30. The Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of registering the Prospectus with the RoC and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transactions.
31. This issue is being made through Fixed Price method.
32. The Equity Shares forming part of Promoters' contribution do not consist of any private placement made by solicitation of subscription from unrelated persons, either directly or through any intermediary.
33. Neither the Lead Manager nor its associates hold any Equity Shares in our Company.



## OBJECTS OF THE ISSUE

The Company proposes to utilize the funds which are being raised through this Issue towards funding the following objects:

1. To set up a food testing analysis lab
2. To meet Issue expenses

Further, our object is also to have the Equity Shares of our Company listed on the SME Platform of BSE and create public trading market for our Equity Shares. We believe listing of our Equity Shares on the SME Platform of BSE will enhance our credibility.

The main object clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of funds:

Sr. No.	Particulars	Rs. In Lac
1.	To set up food testing analysis lab	182.00
2.	Issue expenses	28.00
	TOTAL	210.00

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, the requirement under Regulation 4(2)(g) of the SEBI ICDR Regulations of firm arrangements of finance through verifiable means for the 75% of the stated means of finance is not applicable.

In the event of a shortfall in raising the requisite capital from the proceeds of the Issue, towards meeting the Objects of the Issue, the extent of the shortfall will be met by internal accruals and/or from fresh debt.

### Means of Finance

Sr. No.	Particulars	Amount Rs. In Lac
1.	Public Issue Proceeds	210.00

Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations, also include rescheduling the proposed utilization of Issue Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Issue Proceeds. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals. Also, any decreased

fund requirements that lead to additional funds available for deployment as compared to the funding requirements mentioned below, the same shall be utilised as per the discretion of our management for general corporate purposes. In case of any delay in raising the funds proposed through this Issue, the Company shall utilise its internal accrual to pay for the Issue related expenses till then.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Setting up food testing analysis lab

As part of our long term strategy, we need to invest with a focus on capturing more high-value opportunities in key markets. Our Company proposes to set up a new food testing analysis lab within the factory premises of our Promoter Group's Marakkanam facility.

We intend to utilize Rs. 182.00 lacs being the balance required apart from the funds already deployed, from the Net Proceeds of this Issue to acquire the required equipment from the supplier M/s. Food tech International, for the food analysis laboratory in the following manner:

			(Rupees)
Sr. No.	Particulars	No. of Units	
1.	Incucenter	4	24,94,716
2.	Thermocenter	2	17,13,600
3.	Freezers	3	29,37,600
4.	Smasher Lab Blender AES	2	10,71,000
5.	Autoclave Floor Standing	3	20,19,600
6.	Autoclave Table Top	1	3,46,800
7.	Glassware washer	2	22,95,918
8.	Petrefilm Plate Reader	2	25,50,000
9.	BOD Incubator	2	25,81,620
10.	Centrifuge	2	5,10,000
11.	Hot Plate with Stirrer	2	2,65,200
12.	GCMSMS	1	1,16,28,000
13.	Consultancy charges		30,00,000
	<b>TOTAL</b>		<b>3,34,14,054</b>
	Less: Fund already deployed for purchase of equipments		1,52,14,054
			<b>1,82,00,000</b>

The entire requirement of funds is proposed to be funded through the proceeds of the Issue.

Our Company confirms that it is not required to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, as it intends to raise the amount through proposed public issue.

### 2. Issue Expenses

The estimated issue related expenses include, among others, underwriting and selling commissions, printing and distribution expenses, legal fees, advertisement expenses, registrar's fees, depository fees and listing Fees. The total expenses for this Issue are estimated to be approximately Rs. 40.00 Lakhs, which is 19.05% of the Issue size.

All the Issue related expenses shall be met or replenished out of the proceeds of the Issue and the break-up of the same are as follows:

(Rs. In Lakhs)

Activity	Expense (Rs. In Lakhs)	% of Issue Expense	% of Issue Size
Payment to Merchant Banker, market making fees, selling commissions, Underwriting, SCSB commissions, brokerages, payment to other intermediaries such as Legal Advisors,	28.80	72.00	13.71
Printing and Stationery and postage expenses	3.00	7.50	1.43
Advertising and Marketing Expense	3.00	7.50	1.43
Other Expenses	5.20	13.00	2.48
Total Estimated Issue Expenses	40.00	100.00	19.05

### Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Monitoring Utilization of Funds

In terms of Regulation 16(1) of the ICDR Regulations, we are not required to appoint a monitoring agency for the purposes of this Issue. As required under the listing agreement with the Stock Exchange, the Audit Committee appointed by our Board will monitor the utilization of the Issue proceeds. We will disclose the utilization of the proceeds of the Issue, including interim use, under a separate head in our quarterly/half yearly financial disclosures and annual audited financial statements until the Issue Proceeds remain unutilized, to the extent required under the applicable law and regulation. We will indicate investments, if any, of unutilized proceeds of the Issue in our Balance Sheet for the relevant Financial Years subsequent to our listing.

Pursuant to Clause 52 of the SME Listing Agreement, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Proceeds from the Issue will be paid by us as consideration to our Promoters, Promoter Group, our Directors, Group Companies or Key Managerial Personnel's, except in the normal course of our business.

### Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of the Prospectus, which are proposed to be repaid from the Net Proceeds.

### Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 15th October, 2013 pursuant to the object of this Issue on the Project as certified by the Auditors of our Company, viz. M/s. S. Devaraj & Co., Chartered Accountants pursuant to their certificate dated 15th October, 2013 is given below:

		(Rs. In Lakhs)
Sr. No.	Particulars	Amount Deployed
1.	Project related	152.14
2.	Issue Expenses	12.27
	Total	164.41

### Source of funds:

		(Rs. In Lakhs)
Sr. No.	Particulars	Amount Deployed
1.	Proceeds from share issue to the Promoters	160.76
2.	Internal accruals	3.65
	Total	164.41

### Schedule of implementation

The food analysis laboratory will be ready for commercial use within three months from the date of release of funds from the public issue.

### Interim Use of Proceeds

Our management, in accordance with the policies established by the Board, will have flexibility in deploying the proceeds received from the Issue. Pending utilization of the proceeds of the Issue for the purposes described above, we may invest the funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in working capital loan accounts and other investment grade interest bearing securities as may be approved by the Board. Such investments would be in accordance with the investment policies approved by our Board from time to time and at the prevailing commercial rates at the time of investment. No part of the Issue proceeds will be paid to our Promoters, Directors, key management personnel or Promoter Group Company/entity.

## BASIC TERMS OF ISSUE

The Equity Shares, now being offered, are subject to the terms and conditions of this Prospectus, the Application form, the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, BSE, RBI, RoC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

The present issue has been authorized pursuant to a resolution of our Board dated July 27, 2013 and by Special Resolution passed under Section 81(1A) of the Companies Act, 1956 at the Extra Ordinary General Meeting of our shareholders held on August 19, 2013.

Face Value	Each Equity Share shall have the face value of Rs. 10/- each.
Issue Price	Each Equity Share is being offered at a price of Rs. 10/- each.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 (Ten Thousand) and the multiple of 10,000; subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of Rs. 10/- shall be payable on Application. For more details please refer to page 160 of this Prospectus.
Ranking of Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company.

### MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of have been disclosed on page 36 of this Prospectus.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is Rs. 10/- and Issue Price is Rs. 10/- per Equity Share and is 1 time of the face value.

Investors should read the following summary with the “Risk factors” beginning from page no. 14 of this Prospectus, chapter titled “History and Corporate Structure” beginning from page 81 and “Financial Information” beginning from page 106 of this Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

We believe that our business strengths listed below deliver that cutting edge that enables us to remain competitive in the businesses:

- Experience of Promoters
- Business development model
- Emphasis on Innovation
- Qualified and Skilled management team.

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, see the chapters titled “Business Overview” and “Risk Factors” beginning on pages 68 and 14, respectively, of this Prospectus.

### Quantitative Factors

Information presented in this section is derived from our Company’s restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Weighted Adjusted Average Earnings Per Share (Basic EPS)

Period	Basic EPS (Rs.)	Weight
FY 2010-11	(21.20)	1
FY 2011-12	(14.40)	2
FY 2012-13	10.55	3
Weighted Average	(3.06)	
Six months ended September 30, 2013 (Not Annualised)	0.60	

*Note: EPS represents basic earnings per share calculated as per Accounting Standard-20 issued by Institute of Chartered Accountants of India.*

#### 2. Price/Earning (P/E) ratio in relation to Issue Price of Rs. 10/-

Period	P/E Ratio
P/E ratio based on Basic EPS for FY 2012-13	N. A
P/E ratio based on Weighted Average EPS	N. A

#### 3. Average Return on Net Worth\*

Period	RONW (%)	Weight
FY 2010-11	(212.00)	1
FY 2011-12	(116.00)	2
FY 2012-13	0.92	3

Weighted Average	(74.46)	
Six months ended September 30, 2013 (Not Annualised)	4.10	

- \*Networth is defined as share capital + reserves and surplus - miscellaneous expenditure
- Return on Networth has been calculated as per the following formula:  
(Net profit after tax as restated / Networth at the end of the year or period)

**4. Minimum Return on Net Worth after Issue needed to maintain Pre-Issue Basic EPS for the FY 2012-13 (based on restated financials) is 0.99%.**

**5. Net Asset Value (NAV) per Equity Shares**

Particulars	NAV – Rs.
Pre issue as on March 31, 2013	9.95
Post Issue (Assuming 100% subscription)	9.97
Issue Price (Rs.)	10.00

**6. Comparison of key ratios with the companies in the same industry group**

Company	EPS	P/E	RONW(%)	NAV (Rs.)	Face Value
Vimta Labs Limited	1.90	10.90	3.80	50.81	2
Choksi Laboratories Limited	1.53	7.05	5.43	28.25	10

The face value of Equity shares of our company is Rs. 10/- and the Issue price is 1 time of the Face value. The company in consultation with the Lead Manager believes that the Issue price of Rs. 10/- per share for the public issue is justified in view of the above parameters. The Investors may also want to peruse the Risk Factors and Financials of the Company including important profitability and return ratios, as set out in the Auditor's report in this Prospectus to have more informed view about the investment proposition.

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
Oceanaa Biotek Industries Limited  
15, Zackaria Colony, 4th Street  
Choolaimedu, Chennai  
Tamil Nadu – 600 094

Dear Sirs,

Sub: Statement of possible tax benefits available to Oceanaa Biotek Industries Limited and its shareholders

We hereby certify that the enclosed statement states the probable tax benefits that may be available to Oceanaa Biotek Industries Limited (the “Company”) and to the shareholders of the Company under the applicable provisions of the Direct Taxes presently in force in India. Several of these tax benefits are subject to the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive tax benefits is subject to fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill. No assurance is given that the revenue authorities will concur with the views expressed herein.

The benefits discussed in the enclosed statement are neither exhaustive nor are they conclusive. This statement is only intended to provide general information and to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own consultant with respect to the specific tax implications arising out of their participation in the issue.

We do not express any opinion or provide any assurance as to whether:

- The Company or its shareholders will continue to obtain these benefits in future; or
- The conditions prescribed for availing the benefits have been / would be met with.

*No assurance is given that the revenue authorities/ Courts will concur with the views expressed herein. Our views are based on existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We are not liable to any other person in respect of this statement.*

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibilities under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

For S. Devaraj & Co.  
Chartered Accountants  
Firm Registration No.: 007941

S. Devaraj  
Partner  
Membership No.: 029003  
Place: Chennai  
Date: 7<sup>th</sup> November 2013



Tax benefits available under Income Tax Act, 1961 (the Act).

#### **A. Benefits available to the Company**

- a) Under section 10(34) of the Act, income by way of dividends referred to in section 115-O received on shares of any domestic company is exempt from tax.
- b) Under section 10(38) of the Act, long term capital gains arising on transfer of equity shares held in another Company or an unit of an equity oriented fund would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax. However, when the company is liable to tax on book profits under section 115JB of the Act, the said income is required to be included in book profits and taken into account in computing the book profit tax payable under section 115 JB.
- c) Under section 32 of the Act, the deduction for depreciation will be available at the prescribed rates on tangible assets such as building, plant and machinery, furniture and fixtures, etc. and intangible assets. Such as patents, trademarks, copy rights, know how, licenses, franchise or any other business or commercial rights of similar nature.
- d) Under section 32(2) of the Act, the unabsorbed depreciation arising due to absence/ insufficiency of profits or gains chargeable to tax can be carried forward. The amount is allowed to be carried forward and set off for the succeeding years until the amount is exhausted without any time limit.
- e) Under section 10(35) of the Act, any income (other than capital gains) received in respect of the units of a Mutual Fund specified under section 10(23D) of the Act is exempt from tax.
- f) Under section 35D of the Act, the deduction, subject to prescribed limits, will be available in respect of the expenditure incurred of the nature specified in the said section, including expenditure in connection with the present issue, such as underwriting commission, brokerage and other expenses, as specified in the said section, by way of amortization over a period of five years.
- g) As per the provisions of section 80G of the Act, the deduction will be available in respect of donations to various charitable institutions and funds covered under that section, subject to fulfillment of the conditions specified therein.
- h) In the computation of long term capital gains (which is not exempt from tax), as per the provisions of section 48, the actual cost of acquisition may be substituted by the indexed cost of acquisition i.e. the actual cost is scaled up by the prescribed index factor, resulting into reduced taxable income.
- i) Under section 115JAA (1A) of the Act, tax credit shall be allowed in respect of Minimum Alternate Tax (MAT) paid under section 115JB of the Act for any assessment year commencing on or after 1st April, 2006. The credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Act. Such MAT credit shall not be available for set off beyond ten years immediately succeeding the year in which the MAT credit initially arose.
- j) Under section 36 (1) (xv) of the Act, the Securities Transaction Tax paid by the Company in respect of the transactions, the income whereof is chargeable as Business Income, will be allowable as deduction against such income.

#### **B. Benefits available to resident shareholders**

- a) Under section 10(34) of the Act, income by way of dividends referred to in section 115-O received on the shares of the Company would be exempt from income tax in the hands of shareholders.

- b) Under section 10(38) of the Act, long term capital gains arising to a shareholder on transfer of equity shares in the Company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax.
- c) In the computation of long term capital gains (which is not exempt from tax), as per the provisions of section 48, the actual cost of acquisition may be substituted by the indexed cost of acquisition i.e. the actual cost is scaled up by the prescribed index factor, resulting into the reduced taxable income.
- d) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (other than those exempt under section 10(38) of the Act) arising on the transfer of shares of the Company would be exempt from tax if such capital gains is invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
  - I. National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;
  - II. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.

If only part of the capital gains is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bear to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income -tax under section 80C of the Act.

- e) Under section 54F of the Act, subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under section 10(38) of the Act) arising to an individual or a Hindu Undivided Family on transfer of shares of the Company will be exempt from capital gains tax, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of one year before or two years after the date on which the transfer took place or for construction of residential house property within a period of three years after the date of such transfer.
- f) Under section 111A of the Act, short -term capital gains (i.e., equity shares held for a period not exceeding 12 months) arising on transfer of equity shares in the Company would be taxable at a rate of 15 percent (plus applicable surcharge, education cess) where the transaction is done through a recognized stock exchange in India and is liable to securities transaction tax.

However in the case of an individual or a Hindu Undivided Family, being resident, where the total income as reduced by such short term capital gains is below the maximum amount which is not chargeable to income tax then, such short term capital gains shall be reduced by the amount by which total income as so reduced falls short of the maximum amount which is not chargeable to income tax and the tax on the balance of such short term capital gains shall be computed at the rate of ten percent. Where the gross total income of an assessee includes any short term capital gains referred herein above then the deduction under chapter VI - A of the Act shall be allowed from the gross total income as reduced by such capital gains.

- g) Under section 112 of the Act and other relevant provisions of the Act, long term capital gains, (other than those exempt under section 10(38) of the Act) arising on transfer of shares of the Company, would be subject to tax at a rate of 20 percent (plus applicable surcharge, education cess) after indexation. The amount of such tax should however be limited to 10% (plus applicable surcharge, education cess) without indexation, at the option of the shareholder, if the transfer is made after listing of the shares.

However in the case of an individual or a Hindu Undivided Family where the total income as reduced by such long term capital gains is below the maximum amount which is not chargeable to income tax, then, such long term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and the balance of such long term capital gains shall be computed at the rate of 20% (plus applicable education cesses).

- h) Under section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid in respect of taxable securities transactions offered to tax as business income shall be allowable as a deduction against such income.

**C. Benefits available to nonresident shareholders (other than Foreign Institutional Investors and Foreign Venture Capital Investors).**

- a) Under section 10(34) of the Act, income by way of dividends referred to in section 115-O received on the shares of the Company would be exempt from income tax in the hands of shareholders.
- b) Under section 10(38) of the Act, long term capital gains arising to a shareholder on transfer of equity shares in the Company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax.
- c) In the computation of long term capital gains (which is not exempt from tax), as per the provisions of section 48, the actual cost of acquisition may be substituted by the indexed cost of acquisition i.e. the actual cost is scaled up by the prescribed index factor, resulting into reduced taxable income.
- d) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (other than those exempt under section 10(38) of the Act) arising on the transfer of shares of the Company would be exempt from tax if such capital gains is invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
- I. National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;
  - II. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.

If only part of the capital gains is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income -tax under section 80C of the Act.

- e) Under section 54F of the Act and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under section 10(38) of the Act) arising to an individual or a Hindu Undivided Family on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of one year before or two years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.
- f) Under section 111A of the Act and other relevant provisions of the Act, short -term capital gains arising on transfer of equity shares in the Company would be taxable at a rate of 15 percent (plus applicable surcharge, education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to securities transaction tax.

- g) Under section 112 of the Act and other relevant provisions of the Act, long term capital gains, (other than those exempt under section 10(38) of the Act) arising on transfer of shares in the Company, would be subject to tax at the rate of 20 percent (plus applicable surcharge, education cess) after indexation. The amount of such tax should however be limited to 10% (plus applicable surcharge, education cess) without indexation, at the option of the shareholder, if the transfer is made after listing of shares.
- h) As per section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the nonresident shareholder would prevail over the provisions of the Act to the extent they are more beneficial to the non resident shareholder.
- i) Taxation of income from investment and long term capital gains (other than those exempt under section 10(38) of the Act).
  - I. A non-resident Indian i.e. an individual being a citizen of India or person of Indian origin has an option to be governed by the specific provisions contained in Chapter XII-A of the Act, i.e. "Special provisions relating to certain income of non-residents".
  - II. As per the provisions of section 115E of the Act, where shares in the company are subscribed for in convertible foreign exchange by a non- resident Indian, capital gains arising on transfer of shares held for the period exceeding 12 months shall be concessionally taxed at a flat rate of 10% (plus applicable education cesses) without indexation benefit but with protection against foreign currency fluctuation under the first proviso to section 48 of the Act.
  - III. Under the provisions of section 115F of the Act, long term capital gains arising to a non- resident Indian from transfer of shares of the Company subscribed to in convertible foreign exchange shall be exempt from tax if the net consideration is reinvested in specified assets within six months of the date of transfer. Conversely, under the provisions of the said section, long term capital gains arising to a non resident Indian from transfer of specified assets subscribed to in convertible foreign exchange shall be exempt from tax if net consideration is reinvested in the shares of the Company within six months of date of transfer. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced.
  - IV. Under section 115-G of the Act, it shall not be necessary for a non resident Indian to furnish his return of income if his only source of income, liable to tax in India, is investment income or long term capital gains or both arising out of assets acquired, purchased with or subscribed to in convertible foreign exchange and tax deductible at source has been deducted there from.
  - V. As per the provisions of section 115-I of the Act, a non resident Indian may elect not to be governed by the provisions of Chapter XII-A of the Act for the any assessment year by furnishing his return of income under section 139 of the Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year, and if he does so, the provisions of this Chapter shall not apply to him. In such a case the tax on investment income and long term capital gains would be computed as per normal provisions of the Act.

#### **D. Benefits available to foreign institutional investors (FIIs')**

- a) Under section 10(34) of the Act, income by way of dividends referred to in section 115-O received on the shares of the Company would be exempt from income tax in the hands of shareholders.
- b) Under section 10(38) of the Act, long term capital gains arising to a shareholder on transfer

of equity shares in the Company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax.

- c) Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (other than those exempt under section 10(38) of the Act) arising on the transfer of shares of the Company would be exempt from tax if such capital gains is invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
- I. National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;
  - II. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.

If only part of the capital gains is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income -tax under section 80C of the Act.

- d) As per section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the FII would prevail over the provisions of the Act to the extent they are more beneficial to the FII.
- e) Under section 115AD of the Act, income by way of long term capital gains arising from the transfer of shares (in cases not covered under section 10(38) of the Act) held in the company will be taxable @ 10% (plus applicable surcharge, education cess). It is to be noted that the benefits of indexation and foreign currency fluctuations are not available to FIIs.

1. Benefits available under the Wealth Tax Act, 1957

Asset as defined under section 2(ea) of the Wealth tax Act, 1957 does not include shares in companies and hence, shares of the Company held by the shareholders would not be liable to wealth tax.

2. Gift of shares not liable to tax, subject to satisfaction of certain conditions

- a) Gift of shares would not attract gift tax as such.

However, pursuant to section 56 (2) (vii) of the Act, if shares of the company, the fair market value whereof is more than Rs. 50,000, are transferred by the shareholder of the Company to a Hindu Undivided Family or any individual who is not a relative as defined in the explanation to section 56(2)(vi)] of the shareholder, without consideration or for an inadequate consideration, then, the fair market value of the shares or the difference between the fair market value of the shares and the actual consideration, as the case may be, shall be included in the taxable income of the transferee and taxed as per the provisions of the Act.

- b) After the shares of the Company are listed, transfer of the shares of the Company by any person to any partnership firm, Limited Liability Partnership or closely held company would not attract tax liability under section 56(viia) in the hands of the transferee in a case where the transfer is effected without any consideration or for an inadequate consideration.

### 3. Special Benefits

There are no special tax benefits to the Company or to the shareholder of the Company.

Notes:

1. The above statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
2. The tax benefits listed above are not exhaustive.
3. The above Statement of possible tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or list of all potential tax consequences.
4. The stated benefits will be available only to the sole/first named holder in case the shares are held by joint holders.
5. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreements, if any, between India and the country in which the non-resident has fiscal domicile.
6. In view of the individual nature of tax consequences, each investor is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its participation in the scheme.
7. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For S. Devaraj & Co.  
Chartered Accountants  
Firm Registration No.: 007941

S. Devaraj  
Partner  
Membership No.: 029003  
Place: Chennai  
Date: 7<sup>th</sup> November, 2013

## **SECTION IV: ABOUT OUR COMPANY**

### **(A) Industry Overview**

The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. The information presented in this section has been obtained from publicly available documents from various sources, including industry websites/publications, Annual Reports and company estimates. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Certain information contained herein pertaining to prior years is presented in the form of estimates as they appear in the respective reports/ source documents. The actual data for those years may vary significantly and materially from the estimates so contained.

#### **Overview**

Food analysis is the science of determining quantitatively the composition of food products, food ingredients, and food product intermediates in processing operations. Food analysis is a direct application of quantitative chemistry. The results of food analysis are used in quality assurance and quality control applications that influence decision making, food database comparisons, food product development, marketing decisions, monitoring chemical changes during processing, and to satisfy government rules and regulations, and/or international standards. Currently, a main area of research in food science is the connection between food and health. Today, food is considered not only a source of energy but also an affordable way to prevent future diseases.

It has become clear in recent years that food safety is a worldwide challenge. There has been an alarming increase in food safety incidents over the past few years in industrialised countries including a number of high profile food safety scares. For example, over the past few years there have been a number of incidents involving the detection of banned substances or unauthorised veterinary medicines in food. In order to ensure the safety and quality of food, contamination risks are best identified and tackled at the source. One of the best ways to do this is by (a) detection of contaminated food and (b) exporters' understanding of regulatory standards in target markets and how to meet them. Governments around the world recognise the potential benefits of this analysis and they are enacting new laws and taking steps to build food safety mechanism.

#### **Food Industry in India**

The Indian food industry has witnessed strong growth over the past few years. India is the world's second largest producer of food next to China, and has the potential of becoming the biggest producer in the years to come. The total food production in India is likely to double in the next ten years.

Indian food service industry is currently worth Rs 2,47,680 crore (US\$ 41.39 billion) and is expected to grow at the rate of 11 per cent to touch Rs 4,08,040 crore (US\$ 68.16 billion) by 2018, according to 'India Food Service Report 2013' by the National Restaurant Association of India (NRAI).

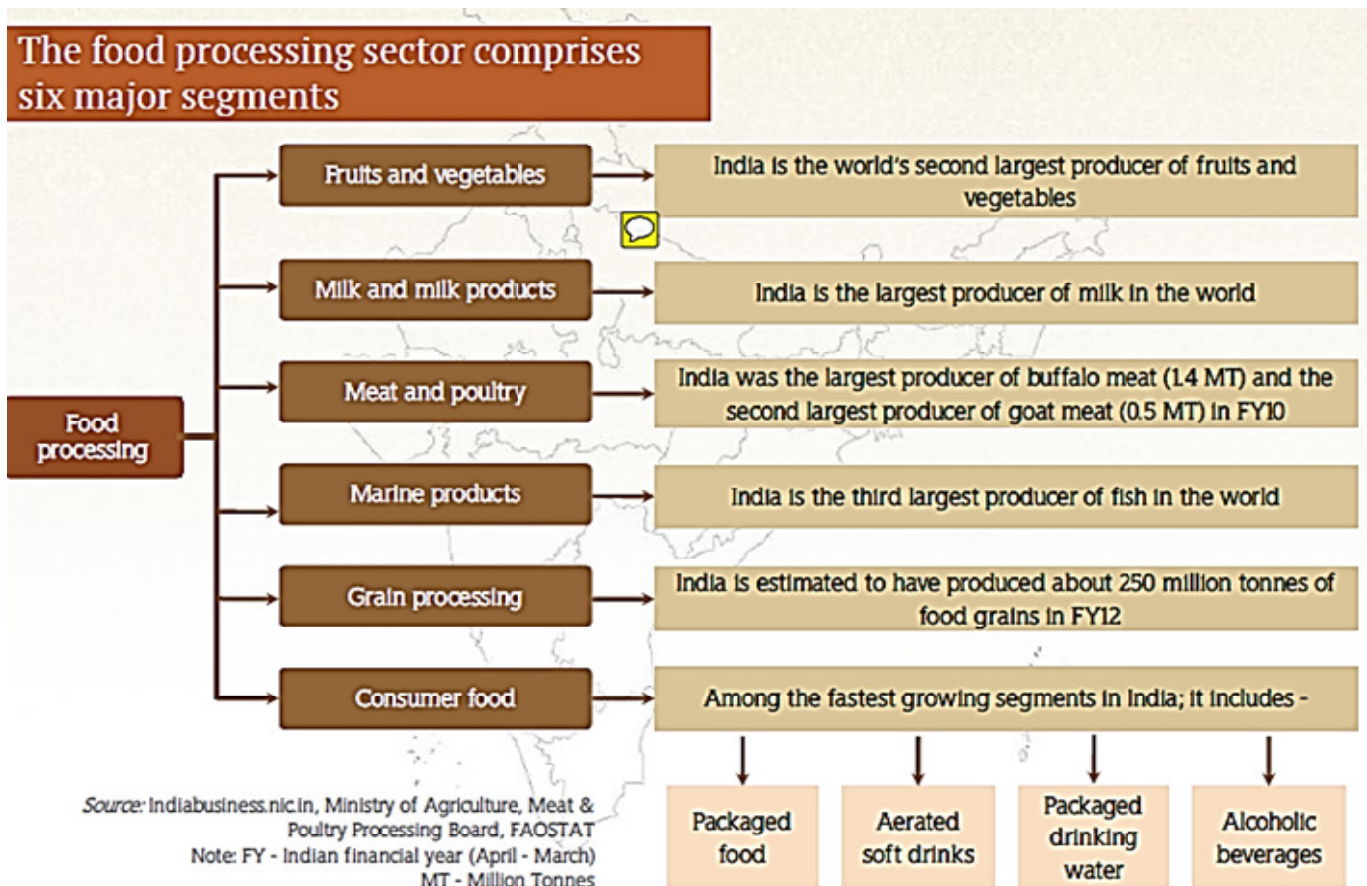


With a huge agriculture sector, abundant livestock, and cost competitiveness, India is fast emerging as a sourcing hub of processed food. Moreover, India's market for organic food consumption has also been recognised as one with the largest potential worldwide, as per RNCOS research report titled, 'Indian Organic Food Market Analysis'.

India's agriculture and processed foods exports shot up 63 per cent to set a record at Rs 101,504 crore (US\$ 16.96 billion) in the first 10 months of 2012-13, as compared to Rs 62,244 crore (US\$ 10.39 billion) in the corresponding period of last year, according to data compiled by the Agricultural and Processed Food Products Export Development Authority (APEDA).

The packaged food segment is expected to grow 9 per cent annually to become a Rs 6 lakh crore (US\$ 100.19 billion) industry by 2030, dominated by milk, sweet and savoury snacks and processed poultry, among other products, according to the report "India as an agriculture and high value food powerhouse by 2030" by CII-McKinsey.

The food processing industries in India attracted foreign direct investments (FDI) worth US\$ 1,811.06 million during April 2000 to March 2013, according to the latest data published by Department of Industrial Policy and Promotion (DIPP). (source www.ibef.org)

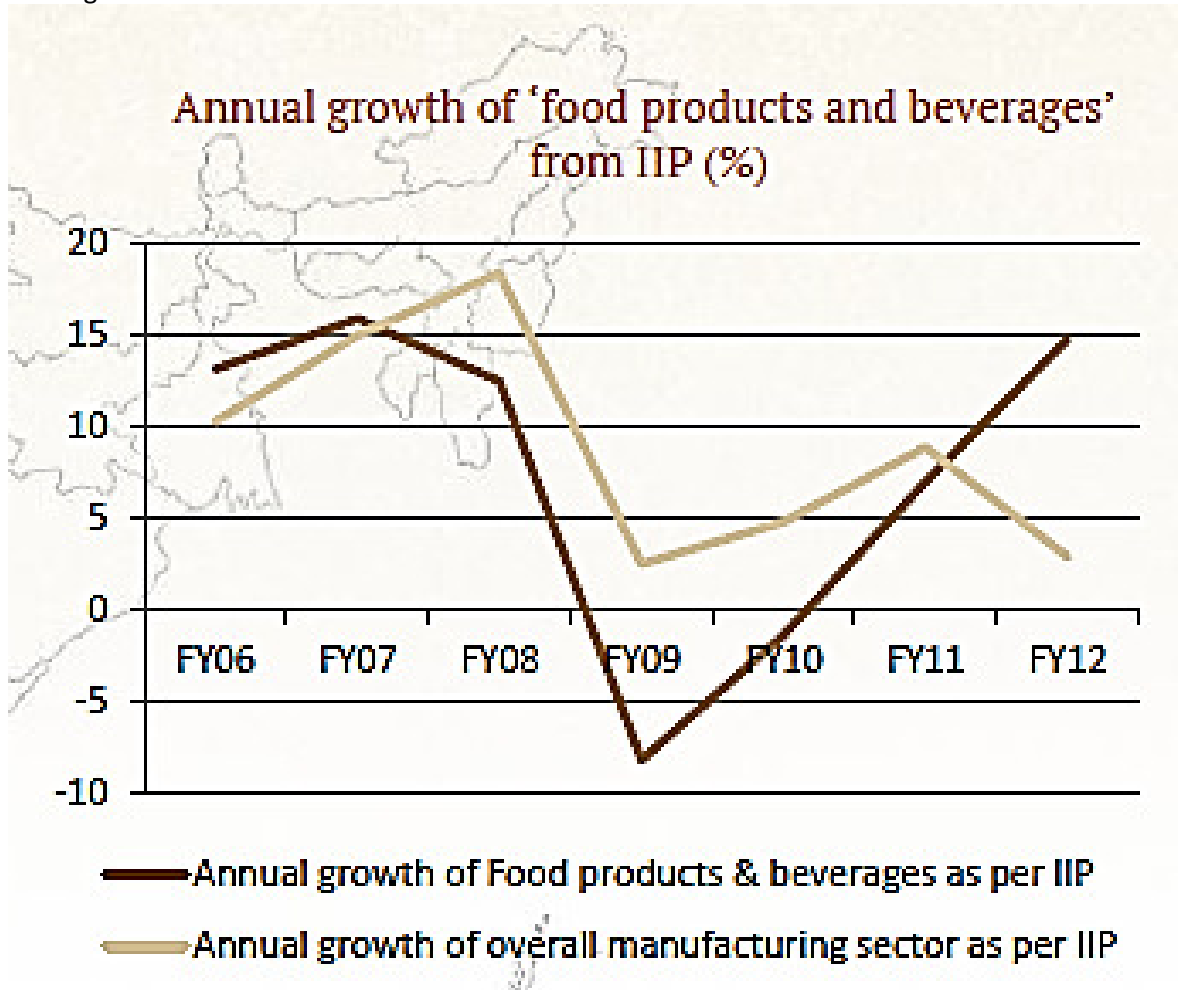


(source www.ibef.org)



## Market growth

Wide array of products, coupled with increasing global connectivity has led to a change in the tastes and preference of domestic consumers. Liberalisation and growth of organised retail have made the Indian market more attractive for global players. Global supermarket majors are looking at India as a major outsourcing hub.



The following are some of the demand drivers unique to certain segments:

### Fruits and Vegetables:

With the expanding middle income group as a proportion of total population and increasing disposable income in all sections, the expenses on food are increasing. More Indians are becoming health conscious, but due to paucity of time, they prefer processed fruit and vegetables which will be fuelling the demand of these products in India in years to come.

Export-led demand growth, demand for fresh F&V at homes, rising preference for organic produce, consumer acceptance of processed food, demand for sauces, concentrates, sauces with changing lifestyles and preference for convenience and readymade produce.

### Dairy products: Domestic and Export-led demand growth for curd and yoghurt, as well as milk proteins

Meat and Poultry: Increasing consumption levels are expected to drive demand for processed meat and poultry. Vegetarianism in India is actually low, as compared to perception (only 20% of population are strictly vegetarian), implying that people will experiment with poultry and move to meat as incomes rise. Further, preference for fresh meat in the domestic market and demand for high-value frozen foods in the export markets will drive growth. Also with the emergence of big players such as Suguna, there will be much more scope of fulfilling the demand supported by their state of art processing infrastructure and increased capacity.

### Beverages:

Changing perception of alcoholic beverages in India from 'taboo' to 'socially acceptable' has led to immense internal demand growth, wide range of product offerings, the opening up and increasing 'organisation' of distribution channels will drive growth of alcohols in the beverages segment, supported by soft drinks, etc. [www.ibef.org](http://www.ibef.org))

### Demand for processed food

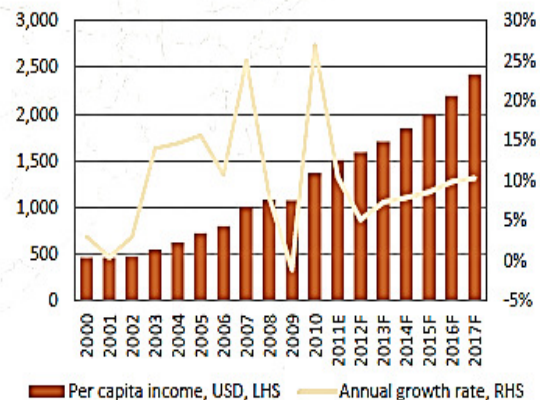
Increasing incomes are always accompanied by a change in the food basket. The consistent rise in the middle class income has resulted in a consuming class with change in basic lifestyle, increasing life aspiration and higher disposable income. The huge population size are also an added advantage that provides a large consumer market. The proportionate expenditure on cereals, pulses, edible oil, sugar, salt and spices declines as households climb the expenditure classes in urban India while the opposite happens in the case of milk and milk products, meat, egg and fish, fruits and beverages.

## Income growth is a key driver of growing domestic demand for processed food

### Rising disposable incomes

- Strong growth in per-capita income has resulted in greater demand for food items
- Per capita income is expected to expand at a CAGR of 8.5 per cent over 2010-2017 to USD2,428
- There has also been a shift in demand -
  - From carbohydrates to meat products (in line with the various phases of economic growth)
  - To convenience foods, organic and diet foods

### Rising per-capita income in India

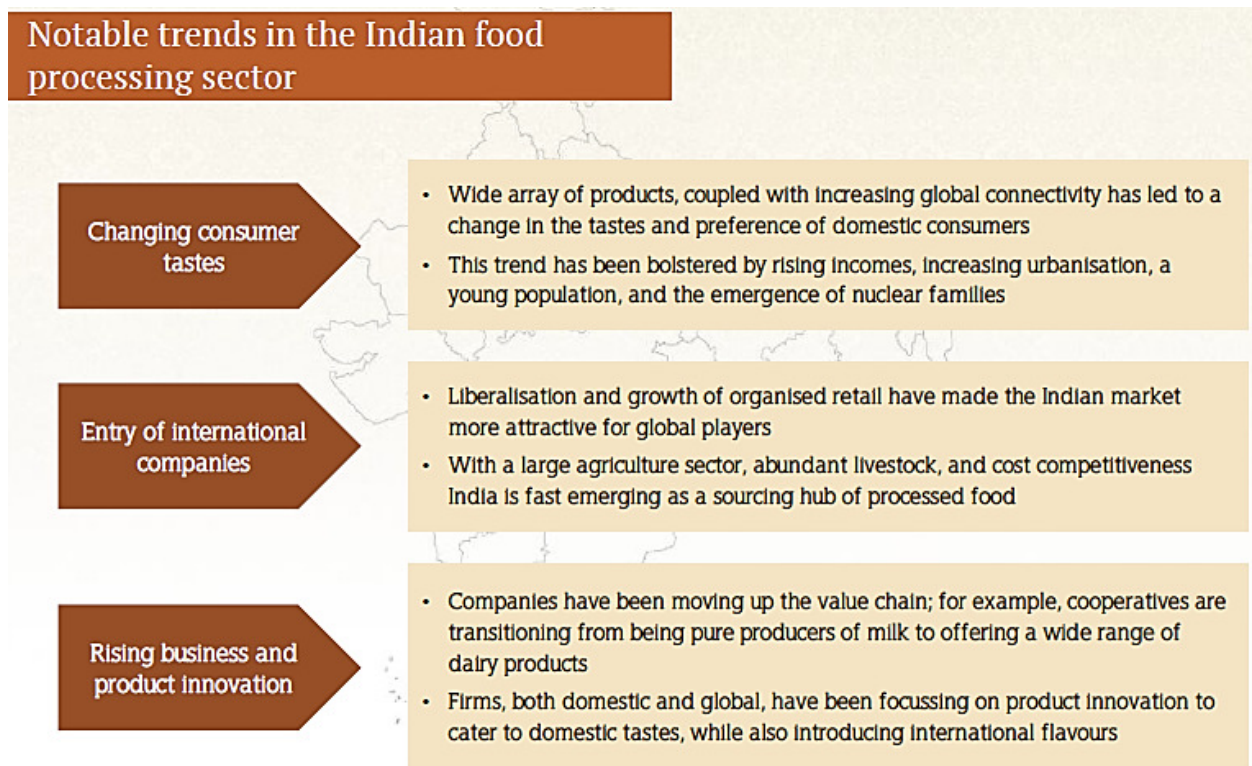


(source [www.ibef.org](http://www.ibef.org))

A large part of this shift in consumption is driven by the processed food market, which accounts for 32 per cent of the total food market. Fuelled by large disposable incomes, the food sector has been witnessing a marked change in consumption patterns, especially in terms of food.

### Trend in the Indian food processing sector

With changing needs and lifestyles of consumers, global as well as Indian food consumption patterns are rapidly evolving. Change in consumer demand, influenced by increased awareness levels about national and international food categories, brands, cuisine and openness to experimenting with processed and convenience food has also led to reorientation of the entire food business. Apart from the demand aspect, the production capacities and government support are the other important drivers behind industry growth.



(source: [www.ibef.org](http://www.ibef.org))

Food safety is a tough challenge and improving it requires more than simple changes. Public-private collaboration, thoughtful changes by governments and a systematic approach to keep tabs on food from farm to table are all essential ingredients to improve food safety. Indian consumers testify to the fact that they have become more sensitive to the health quotient of food consumed as compared to a couple of years ago.

## Challenges in Food Analysis

The development and application of analytical methods and techniques in food science has grown parallel to the consumers concern about what is in their food and the safety of the food they eat. To give an adequate answer to the raising consumers' demands, food analysts have to face increasingly complex challenges that require using the best available science and technology. There are a good number of challenges to be solved in food analysis. The variety of toxic residues in food is continuously increasing as a consequence of industrial development, new agricultural practices, environmental pollution, and climate change. The increasing number of food contaminants is bringing about the development of everyday more powerful, sensitive, and fast analytical methodologies able to detect emerging contaminants in food. In spite of these important developments, still hundreds of foodborne infection cases occur around the world, and up to one third of the population in industrialized nations suffers from foodborne illness each year.

Microbiologists have developed over the last decades reliable culture-based techniques for pathogens detection in foods. These methods are considered to be the "gold-standard"; however, they remain cumbersome and time consuming. The introduction of genetic-based technologies makes feasible developing sensitive and specific screening tests for the detection of microbial pathogens. Microarray-based technologies represent an advance in nucleic acid testing methods whose main features include miniaturization, ability to parallelize sample processing, and ease of automation. Despite the advent of these rapid detection methods based on molecular techniques (or immunoassays), it is suggested that reduction and/or elimination of cultural enrichment will be essential in the quest for truly real-time detection methods. As such, there is an important role for the so-called pre analytical sample processing that in this case would include bacterial concentration and purification from the sample matrix as a step preceding detection. In this regard, one analytical challenge that still remains in food safety is to present reliable results with respect to official guidelines, as fast as possible without impairing method properties such as recovery, accuracy, sensitivity, selectivity, and specificity.

## OUR BUSINESS

In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to Oceanaa Biotek Industries Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated financial information. This section should be read together with "Risk Factors" on page 14 and "Industry Overview" on page 62.

### Overview

#### BUSINESS OVERVIEW

Our Company was originally incorporated with the Registrar of Companies, Chennai, Tamil Nadu, on October 28, 2005 as Oceanic Shelters Private Limited. The Company was converted into Public Limited Company and also the name was changed to Oceanaa Biotek Industries Limited pursuant to shareholders resolution dated May 17, 2013.

Our Company is presently engaged in the business of trading in Aquaculture products. We are setting up a specialized food analysis laboratory to perform consumer food testing for food producers worldwide. Food testing laboratories plays a vital role in Food Safety and Standards. Microbiological analysis is important to determine the safety and quality of food. More recently, advances in biotechnology have led to the development of "rapid methods" that minimize man effort, providing results in less time, thus reducing cost.

Awareness and knowledge has become a crucial factor in changing the attitude and behavior of consumers towards processed foods, which in turn drives the growth in the food analysis laboratories. Food analysis laboratories focus on ensuring complete safety by sampling and testing of each day's production and to make sure that the food process adheres to the highest industry standards and meticulous product specification.

Food analysis laboratories perform consumer food testing for food producers worldwide, particularly, the need for their expertise has been brought to the forefront. Food safety concerns dominate the news, so food testing labs are called on to evaluate the safety of the food supply with greater frequency. There is mounting pressure on companies to deliver food that is not only healthy but safe for the consumption of millions of consumers.

#### Our Services:

Our core business will revolve around offering complete testing solutions to customers on contract basis. Testing includes the following

1. Food Quality Analysis
2. Food Safety Analysis

These are detailed below and discussed to stress on the importance of food testing.

## 1. Food Quality Analysis

- Nutritional Analysis-Testing of food and beverages for nutritional information, labeling, surveillance including analysis of vitamins
- Minerals- Major minerals and trace element analysis, Micronutrients by Bioassay
- Volatile & Semi Volatile compounds-in processed products
- Additives- food colors, antioxidants, stabilizers, anti-caking agents, artificial sweeteners etc.

## 2. Food Safety Analysis

Food safety is a growing concern globally, with innovations in processing & packaging technologies, Agriculture advances & changing food habits, manufacturers and food regulators are facing newer challenges every day.

The criterion by which food is defined as safe has become more detailed and comprehensive as new steps are taken to improve safety. As capabilities rise, so are the expectations to detect even the single bacterium or the smallest of chemical contaminant.

Food safety analysis will essentially involve the following

- Microbiology
- Allergen testing
- Pesticide residue
- Heavy metals
- Enzymes and hormones
- Mycotoxin including aflatoxins
- Genetically modified content
- Drug residues
- Residues of persistent organic compounds
- Foreign body identification
- Acryl amide

### **Highlights of our Project**

- Nested PCR with a capacity to run 121 samples in one run.
- Rapid testing methodologies - LCMSMS/GCMSMS/3M Petri film.

- Highest level of automation - a walk-away Robotic ELISA Station as well as robotic sample preparation and extraction for chemistry.
- Separate Lab for Microbiology/Analytical Chemistry and Molecular Biology
- Latest software with online tracking ability at any stage during processing
- Online test results with individualized client/customer login.

### **Training Program**

In addition to operating a fully accredited and certified Food Testing Laboratory with state-of-the-art equipment and processes, our Company will also offer a wide range of courses aimed at training employees, students and professionals in food processing and various allied fields.

The courses offered include:

- A training programme for college and school-leaving students focused on the latest technology and equipment used in our Food Laboratory, with on-the-job training in different aspects of food processing.
- A Skills Update programme for Food and Pharmaceutical Industry professionals centered around the latest technology and its adaptation towards food safety and health safety norms.
- An in-house training programme for our employees, held at regular intervals and aimed at updating their knowledge about food safety issues.

### **Our Strengths**

#### **Experienced management team:**

Our Company is managed by professionals having knowledge and experience in food processing industry and food analysis laboratory business. Further we have employed key professionals having technical and commercial backgrounds. Our company feels that the strength of any successful organization lies in the experience and guidance of its team leaders and staff alike. Due to our Promoter's efforts, knowledge and experience our company can able to well perform in the food analysis business.

### **Quality Assurance**

All products that leave the factory premise are inspected by the Quality Control Department. Further, quality check is done at every stage of manufacturing to ensure the adherence to desired specifications. Since, our Company is dedicated towards quality of products, processes and inputs; we get repetitive orders from our buyers, as we are capable of meeting their quality standards, which enables them to maintain their brand image in the market.

The laboratory which we are setting up is competent to carry out the complete analysis as per "The Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011" and "Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011" for 18 categories of Food covered in Food

code. The level 2 laboratory will carry out the analysis covered in Level 1 Food Laboratory as well as the following analysis:-

- a) Contaminants (chemical, microbiological)
- b) Toxic substances
- c) Pesticides residues
- d) Antibiotics and pharmacologically active substances
- e) Irradiation of food
- f) Detailed nutrient analysis
- g) Molecular analysis (genetically modified food)

### **Our Infrastructure**

To set up a fully automated state of the art analysis facility, we have entered into an agreement with our Promoters for leasing of 10,000 sq. ft factory premises at the Marakkanam factory, Villupuram District, Tamil Nadu.

### **Machineries used for analytic test:**

#### **Food Microbiology**

- Fully automated ELISA system - Tecan Austria
- A walk away ELISA system with robotic features capable of running 10 different parameters at the same time
- 3M Petri film plate reader from 3M Inc USA
- State-of-the-art lab equipment from leaders like Labconco USA, Salvis Switzerland
- Fully automated autoclaves from Tuttnauer

#### **Molecular biology**

- PCR
- Gel documentation system
- Laminar air flow hood - Labconco USA
- RTPCR

#### **Food Analytical Chemistry**

- LCMS MS - Agilent USA
- GCMS MS - Agilent USA
- HPLC MS - Agilent USA
- Automated sample preparation and extraction - Tecan Austria



## **Marketing & Selling arrangements**

The marketing activities are towards initiating commercial services by our Laboratory and encouraging entrepreneurs, food processors, exporters and importers to avail services of the Laboratory. Focus is on the marketing of the lab to be able to run on a self-sustainable mode.

### **Target customers**

The target customers include:

#### **a. Food & Feed Industry**

The food and feed industry is the major customer for our lab. Import and export food products and raw materials would be a major revenue earner for the lab. Consumer awareness is high with respect to the quality and the hygiene of the products being consumed. It has a direct bearing on expenditure by the manufacturing and importing companies on testing of food materials.

#### **b. Government regulatory bodies (Health, Agriculture, Food Processing)**

Different Government regulatory bodies are an important customer for the lab as the existing testing equipment and facilities are not world standard. Establishment of a modern food testing laboratory equipped with the latest state-of-the-art equipment and highly trained technical personnel would be a big resource for the Government bodies for their regulatory compliance and inspection activities both for local manufacturing, restaurant & food industry and also for food importing agencies.

#### **c. Hotels & Restaurants**

Hotels & Restaurants would require the services of food testing laboratory for the different raw material being procured by them to maintain their hygiene level. They would also take regular precautionary testing for regulatory compliance of the local Government.

#### **d. Other local food testing laboratories**

The latest state-of-the-art equipment at food testing laboratory would be utilized by other smaller food testing laboratory, if any, to conduct tests which are not available in-house and also outsource the excess samples which they are unable to take with their in-house facilities.

#### **e. Overseas clients**

Companies from the nearby countries would require food testing laboratory's services. Our company has tied up with M/s Food Tech International, a consulting firm, active in the food sector in India as a consultant for the purpose of setup and operational assistance and product delivery assistance.

## KEY INDUSTRY REGULATION AND POLICIES

The following description is a summary of certain laws and regulations, which are relevant for our business. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice.

We are engaged in the business of food analysis. We may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see “*Government and Other Approvals*” on page 131 of this Prospectus.

### Environmental Laws

#### Environment (Protection) Act, 1986

The Environment (Protection) Act, 1986 was enacted as a general legislation to safeguard the environment from all sources of pollution by enabling coordination of the activities of the various regulatory agencies concerned, to enable creation of an authority with powers for environmental protection, regulation of discharge of environmental pollutants etc. The purpose of the Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws, such as Water Act and Air Act. It includes water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

#### Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Cess Act is a legislation providing for the levy and collection of a cess on local authorities and industries based on the consumption of water by such local authorities and industries so as to enable implementation of the Water Act by the regulatory agencies concerned.

#### Air (Prevention and Control of Pollution) Act 1981 ("Air Act")

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. The statute was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the Limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding Pollution Control Boards in the state.

#### Laws regulating foreign trade and investment

### FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB

and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

#### Foreign Trade (Development and Regulation) Act, 1992

This statute seeks to increase foreign trade by regulating the imports and exports to and from India. This legislation read with the Indian Foreign Trade Policy provides that no export or import can be made by a person or company without an importer exporter code number unless such person or company is specifically exempt. An application for an importer exporter code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

### **Corporate Laws**

#### The Companies Act, 1956

The Act deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The respective provisions of the companies Act, 2013 which has been notified on August 30, 2013, shall replace the existing provisions of the Companies Act, 1956, as and when such provisions contained in the Companies Act, 2013 are notified from time to time.

#### The Competition Act, 2002

The Competition Act, 2002 (the "Competition Act") prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as „Individuals and „Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under

Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

## **Intellectual Property**

### **Trade Marks Act, 1999**

The Indian law on trademarks is enshrined in the Trade Marks Act, 1999. Under the existing legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style and so forth. The trademark once applied for, is advertised in the trademarks journal, oppositions, if any are invited and after satisfactory adjudications of the same, a certificate of registration is issued. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

### **The Patents Act, 1970**

The Patents Act, 1970 ("Patents Act") is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application for the patent. The Patents Act deems that computer programmers per se are not 'inventions' and are therefore not entitled to patent protection.

## **Property related laws**

### **The Transfer of Property Act, 1882**

The Transfer of Property Act, 1882 (the "TP Act") establishes the general principles relating to the transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser in a transaction for the sale of land.

### **Registration Act, 1908**

The Registration Act, 1908 (the "Registration Act") details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration.

Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

#### Indian Stamp Act, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the "Stamp Act") provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

#### **Taxation Law**

##### Income-tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

##### Service Tax

Chapter V of the Finance Act 1994 (as amended), and Chapter V-A of the Finance Act 2003 requires that where provision of certain listed services, whole taxable services exceeds ` 1,000,000, a service tax with respect to the same must be paid. Every person who is liable to pay service tax must register himself for the same

##### Central Sales Tax Act (CST)

The main object of this act is to formulate principles for determining

- (a) when a sale or purchase takes place in the course of trade or commerce
- (b) When a sale or purchase takes place outside a State
- (c) When a sale or purchase takes place in the course of imports into or export from India,

to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

## Value Added Tax (VAT)

VAT is a system of multi-point levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

## Central Excise Act, 1944

Excise duty is levied on production of goods but the Liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production.

## Customs Regulations

All imports into India are subject to duties under the Customs Act, 1962 at the rates specified under the Customs Tariff Act, 1975. However, the Indian Government has the power to exempt certain specified goods from excise duty by notification.

## Labour Laws

India has stringent labour related legislation. We are required to comply with certain labour and industrial laws, which includes the Industries (Development and Regulation) Act, 1951, Industrial Disputes Act 1947, the Employees Provident Funds and Miscellaneous Provisions Act 1952, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, Workmen Compensation Act, 1923, the Payment of Gratuity Act, 1972, the Payment of Wages Act, 1936 and the Factories Act, 1948, amongst others.

## The Factories Act, 1948

The Factories Act, 1948 is a social legislation which has been enacted to regulate the occupational safety, health and welfare of workers at work places. This legislation is being enforced by the Government through officers appointed under the Act i.e. Inspectors of Factories, Deputy Chief Inspectors of Factories who work under the control of the Chief Inspector of Factories and overall control of the Labour Commissioner. The ambit of operation of this Act includes the approval of Factory Building Plans before construction/extension, investigation of complaints with regard to health, safety, welfare and working conditions of the workers employed in a factory, the maintenance of registers and the submission of yearly and half-yearly returns.

## Payment of Wages Act, 1936 ("Wages Act")

Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is less than Rs. 10,000. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

### The Minimum Wages Act, 1948 ("Minimum Wages Act")

Minimum Wages Act was enacted to provide for minimum wages in certain employments. Under this Act, the Central and the State Governments are the authorities to stipulate the scheduled employment and to fix minimum wages. The Act contains List of Agricultural and Non Agricultural employment where the prescribed minimum rate of wages is to be paid to the workers. The minimum wages are calculated and fixed based on the basic requirement of food, clothing, housing required by an average Indian adult.

### Employees Provident Fund and Miscellaneous Provisions Act, 1952

Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPFA") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPFA provides for the institution of provident funds and pension funds for employees in establishments where more than 20 persons are employed and factories specified in Schedule I of the EPFA. Under the EPFA, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities.

### Payment of Gratuity Act, 1972

A terminal Lump sum benefit paid to a worker when he or she Leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

### Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

## **Business Laws**

### Indian Contract Act 1872

Indian Contract Act 1872 is the main source of law regulating contracts in Indian law, as subsequently amended. The Indian Contract Act 1872 sections 1-75 came into force on 1 September 1872. It applies to the whole of India except the state of Jammu and Kashmir. It is not a complete and exhaustive law on all types of contracts.



It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties. As per the provisions of the Indian Contract Act all agreements are contracts if they are made by the free consent of the parties competent to contract, for a lawful consideration and with a lawful object and are not expressly declared to be void. The parties to a contract must either perform or offer to perform their respective promises unless such performance is dispensed with or excused under the provisions of the Act or of any other law. Promises bind the representative of the promisor's in case of death of such promisor's before performance, unless a contrary intention appears from the contract. When a contract has been broken the party who suffers by such breach is entitled to receive from the party who has broken the contract, compensation for any loss or damage caused to him thereby, which naturally arose in the usual course of things from such breach or which the parties knew, when they made the contract, to be likely to result from the breach of it. Under the Act it is also provided that when a contract has been broken, if a sum is named in the contract as the amount to be paid in case of such breach, or if the contract contains any other stipulation by way of penalty, the party complaining of the breach is entitled, whether or not actual damage or loss is proved to have been caused thereby, to receive from the party who has broken the contract reasonable compensation not exceeding the amount so named or, as the case may be, the penalty stipulated for. Even a person who rightfully rescinds a contract is entitled to a compensation for any damage which he has sustained for a non-fulfillment of the contract. The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act.

#### Sale of Goods Act, 1930

Sale of Goods Act is one of very old mercantile law. Sale of Goods is one of the special types of Contract. Initially, this was part of Indian Contract Act itself in chapter VII (sections 76 to 123). Later these sections in Contract Act were deleted, and separate Sale of Goods Act was passed in 1930. The Sale of Goods Act is complimentary to Contract Act. Basic provisions of Contract Act apply to contract of Sale of Goods also. Basic requirements of contract i.e. offer and acceptance, legally enforceable agreement, mutual consent, parties competent to contract; free consent, lawful object, consideration etc. apply to contract of Sale of Goods also.

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to carrier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.



## Industrial Laws Shops and Establishments Legislations

The provisions of various Shops and Establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

### Motor Vehicles Act, 1988 and Central Motor Vehicle Rules, 1989

The purpose of Motor Vehicles Act, 1988 is to regulate the activities associated with the driving licenses, vehicle registration, vehicles safety etc. The Central Motor Vehicle Rules, 1989 framed under the above Act also prescribe various road safety measures. The Motor Vehicles Act, 1988 and the Central Motor Vehicle Rules, 1989 (Chapter II) prescribes stringent procedure for grant of Driving Licenses. Changes in the said Act and related rules have a bearing on the business of the Company.

### Food Safety and Standards Act, 2006

The Food Safety and Standards Authority of India (FSSAI) has been established under Food Safety and Standards Act, 2006 which consolidates various acts & orders that have hitherto handled food related issues in various Ministries and Departments. Ministry of Health & Family Welfare, Government of India is the Administrative Ministry for the implementation of Food Safety and Standards Act (FSSA). FSSAI has been mandated by the Food Safety and Standards Act, 2006 for performing the various functions related to Food Quality and Safety. These functions in addition to others include “Laying down procedure and guidelines for recognition of laboratories and notification of the accredited laboratories”. Keeping this in view these guidelines have been prepared for recognition of laboratories technically competent which are implementing Laboratory Quality Management System as per International Standard ISO 17025.

### National Accreditation Board for Testing and Calibration Laboratories (NABL)

National Accreditation Board for Testing and Calibration Laboratories (NABL) is an autonomous body under the aegis of Department of Science & Technology, Government of India, and is registered under the Societies Act 1860. NABL has been established with the objective to provide Government, Industry Associations and Industry in general with a scheme for third-party assessment of the quality and technical competence of testing and calibration laboratories. Government of India has authorised NABL as the accreditation body for Testing and Calibration Laboratories.

In order to achieve this objective, NABL provides laboratory accreditation services to laboratories that are performing tests / calibrations in accordance with ISO/IEC 17025:2005 and ISO 15189:2007 for medical laboratories. These services are offered in a non-discriminatory manner and are accessible to all testing and calibration laboratories in India and abroad, regardless of their ownership, legal status, size and degree of independence.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Our History and Background

Our Company was incorporated as Oceanic Shelters Private Limited on October 28, 2005 under the Companies Act, 1956 bearing Registration CIN U15549TN2005PLC057919 having its Registered Office at 15, Zackaria Colony, 4th Street, Choolaimedu, Chennai – 600 094, Tamil Nadu. Subsequently, the Company became a Public Limited Company in pursuance to a special resolution passed by the members of our Company at the Extraordinary General Meeting held on May 17, 2013. The fresh Certificate of Incorporation conversion to a public limited company was issued on June 13, 2013 by the Registrar of Companies, Chennai, Tamil Nadu. The name of the Company was changed to Oceanaa Biotek Industries Limited pursuant to shareholders resolution dated May 17, 2013 and consequently a fresh Certificate of Incorporation was issued on June 28, 2013 by the Registrar of Companies, Chennai, Tamil Nadu.

Our Company was promoted by Mr. A. Joseb Raj and Mrs. Vimalla Joseb who were the original subscriber to the Company's Memorandum and Articles of Association in the year 2005.

### Changes in Registered Office of the Company

Registered office of our company is situated at 15, Zackaria Colony, 4th Street, Chooliamedu, Chennai – 600 094, Tamil Nadu. Since incorporation there have not been any changes in our Registered Office till date of this Prospectus.

### Capital raising (Debt / Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled "Capital Structure" on page 39 of this Prospectus.

We have not done any debt issuances or raised any long term debt since incorporation till date. As of the date of this Prospectus, the Company has 7 shareholders.

### Main objects of the Company

The main objects of our company as set out in its Memorandum of Association are:

#### THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. *To carry on the business of manufacturing, producing, harvesting, processing, curing, tanning, hatching, farming, cultivation, culturing, harvesting or any other means, the business of marketing, buying, selling, importing and exporting or otherwise distributing, , storing, stocking, packing, repacking and otherwise handling , trading, dealing of crustacean, mollusca, aves and mamallia, shrimp, prawns, 'snails, mussels, crab, lobster, osysters, Salmon, trout, tuna, hilsa, bhetki, mackerel, squids, octopus, clam, pigs, deer mink, dairy animals, fowl, duck, fish, dry fish, fish products, crabs and other marine products, canned fishes, prawns, frozen shrimp, lobster, tails, fish oils, prawns and buy all products of the sea and the fishing industry, all types of Food Products, Fruit Pulp Jam, Jelly and Confectionery Products and to carry on farming and managing estates at various places in and around India and maintain, cultivate*

*various fruit trees, Agricultural products that are mainly required for the manufacture of Food products, Fruit Pulp, jam, jelly and Confectionery Products, natural or synthetic and biological compounds for local and indigenous consumption and other creature of commercial, industrial or domestic use or consumption and all products and by-products thereof.*

2. *To carry on the business of manufacturers, canning and food preservation, including packing, tinning and bottling of, traders and dealers in processors, wholesalers or retailers, packagers, importers and exporters of all types of feeds, manures, pesticides, meats, furs, feathers, blood, medicines, other chemicals, all other raw materials used in connection with all or any of the business aforesaid and foodstuffs, meal products, potted meals, catch fish, procure sea foods or process fish and sea foods and to manufacture or procure any substances or articles wholly or partially from fish or sea foods for human or animal consumption, fruits, vegetables, jams, pickles, sausages, table delicacies, oats, cornflakes, porridge, juices, extracts, concentrations and preserved provisions of all kinds and to establish, own operate, acquire, run and manage canning, food preservation and other factories for the purpose of packing, preserving and canning such articles and products.*
3. *To carry on business as consultants, manufacturers, processors, keepers, warehousemen, transports, producers of and dealers in dairy, farm and garden produce of all kind including milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milk foods and milk products and milk preparations of all description and vegetables and fruits of all kinds of infants and others and to Export and Import of all types Food products both in Raw and Processed Form, fish, sea foods, processed fish and to purchase, sell, lease, exchange, hire or otherwise acquire, deal, operate, quip, and use trawlers, vessels plants apparatus, equipment and articles for catching, procuring, processing, preserving, packing, bottling, canning and extracting fish, fish products, sea foods of all kinds.*
4. *To carry on activities for producing and exporting shrimp seeds, prawn and fish feeds, buying the fully development healthy shrimps from shrimp culturing units and process it for export market according to their requirements.*
5. *To engage and carry on the business of buy, sell, import, export, trade, deal, cultivate agricultural and dairy products, farming, horticulture, floriculture, sericulture, pisciculture, organic manures, fertilizers, insecticides, sprayers, dusters and other articles of a character similar or analogous to any of the foregoing or connected therewith and to run, operate, maintain, promote retail outlets in respect of the above said products.*
6. *To set up research and development centers including testing & calibration services primarily to the food beverage industry. A Complete and comprehensive laboratories in analytical chemistry and microbiology including molecular biology for rapid screening and identification of various food pathogens. Testing includes Food quality analysis and food safety analysis.*

\* Clause III (A) amended vide special resolution passed at the Extra Ordinary General Meeting of the members held on May 17, 2013.

\*The Main Objects clause and the Objects incidental or ancillary to the Main Objects of our memorandum enable us to undertake activities for which funds are being raised through this Issue. The existing activities

of our Company are in accordance with the Objects clause of our Memorandum of Association.

#### Changes in the Memorandum of Association of the Company

The following changes have been made to the Memorandum of Association of the Company since its Incorporation:

Shareholders' approval date	Nature of changes
March 28, 2013	Increase in Authorised Share Capital from Rs. 10 Lac to Rs. 500 Lac divided into 50 Lac Equity Shares of Rs. 10/- each.
May 17, 2013	Change of name from Oceanic Shelters Private Limited to Oceanic Shelters Limited. Fresh certificate of incorporation consequent to change of name to Oceanic Shelters Limited issued by RoC dated June 13, 2013.
	Change of name from Oceanic Shelters Limited to Oceanaa Biotek Industries Limited. Fresh certificate of incorporation consequent to change of name issued by RoC dated June 28, 2013.
	New Main Object Clauses added and replaced with the old Main Objects vide Special Resolution by the members in the EOGM held on May 17, 2013.
August 19, 2013	Increase in Authorised Share Capital from Rs. 500 Lac to Rs. 600 Lac divided into 60 Lac Equity Shares of Rs. 10/- each.

#### Key events and milestone of Our Company

Year	Events
2005	Incorporation of the Company
2013	Company took over business of M/s. Raj Brothers Associates
2013	Conversion from Private Limited to Public Limited Company
2013	Change of name from Oceanic Shelters Limited to Oceanaa Biotek Industries Limited

#### Total Number of Shareholders in our Company

As on the date of this Prospectus, our Company has 7 shareholders.

#### Shareholders Agreements

There are no shareholders agreements involving our Company to which either our Promoters or our Company is a party as on the date of the Prospectus.

#### Acquisition of business/undertakings

Our Company took over the running businesses of M/s. Raj Brothers Associates (Transferor) taking over all the assets and liabilities owned by transferors in consideration for 37,650 equity shares of Rs. 10/- each fully paid up of the Company.

#### Technology arrangements

There are no technological arrangements by our company.

**Injunctions or restraining orders**

There are no injunctions / restraining orders that have been passed against the Company.

**Defaults or rescheduling of borrowing**

The Company has not defaulted or rescheduled its borrowing. Furthermore, none of the Company's loans has been converted into equity in the past.

**Strategic Partners**

Our Company does not have any strategic partners.

**Financial Partners**

Our Company does not have any financial partners.

**Our Subsidiaries**

Our Company does not have any subsidiary as on the date of this Prospectus.

## OUR MANAGEMENT

Our Company functions under the control of Board consisting of professional directors as well as promoter representatives. The day-to-day matters are looked after by qualified key personnel, under the supervision of the Managing Director.

We currently have 4 Directors on our Board. The following table sets forth details regarding our Board as on the date of filing of this Prospectus.

### 1. Board of Directors

<b>Name, Age, Address, Nationality, Designation and Occupation</b>	<b>Date of Appointment and Expiry of current term</b>	<b>Qualification</b>	<b>Other Directorships</b>
<p><b>Mr. A. Joseb Raj</b> DIN: 00848819</p> <p>Age: 50 years</p> <p>Address: No.29, Zackaria Colony, 4<sup>th</sup> Street, Choolaimedu, Chennai – 600 094</p> <p>Nationality: Indian Designation: Chairman Occupation: Director</p>	<p>DoA: October 28, 2005</p> <p>Term: Liable to retire by rotation</p>	MBA	<p><b>Managing Director</b> Oceanic Edibles International Ltd. Object Frontier Software Pvt. Ltd.</p> <p><b>Director</b> Oceanic Tropical Fruits Pvt. Ltd. Oceanic Bio Harvest Ltd. Oceanaa Actizones Beverages Pvt. Ltd. Oceanic Agro Intellectual Integrated India Pvt. Ltd.</p>
<p><b>Mrs. Vimalla Joseb</b></p> <p>DIN: 00849207</p> <p>Age: 43 years</p> <p>Address: No.29, Zackaria Colony, 4<sup>th</sup> Street, Choolaimedu, Chennai – 600 094</p> <p>Nationality: Indian Designation: Managing Director Occupation: Business</p>	<p>DoA: October 28, 2005</p> <p>Term: As Managing Director upto June 30, 2018</p>	M.Sc., M.Phil	<p><b>Director</b> Oceanic Edibles International Ltd. Oceanic Tropical Fruits Pvt. Ltd. Oceanic Bio Harvest Ltd. Object Frontier Software Pvt. Ltd. Oceanaa Actizones Beverages Pvt. Ltd. Oceanic Agro Intellectual Integrated India Pvt. Ltd.</p>
<p><b>Mr. J. Jesu Raj</b></p> <p>DIN:06583789</p> <p>Age: 49 years</p>	<p>DoA: May 1, 2013</p> <p>Term: Liable to</p>	SSLC	Nil

Name, Age, Address, Nationality, Designation and Occupation	Date of Appointment and Expiry of current term	Qualification	Other Directorships
<i>Address:</i> No.19, 3 <sup>rd</sup> Street, Palkalai Nagar, Palavakkam, Chennai – 600 041 <i>Designation:</i> Independent Director <i>Occupation:</i> Retired	retire by rotation		
<b>Mrs. Irudayaraj Beaula Raj</b>  DIN:06583790 <i>Age:</i> 49 years <i>Address:</i> No 21/12, Peters Colony, Royapettah, Chennai – 600 014. <i>Designation:</i> Independent Director <i>Occupation:</i> Teacher	<i>DoA:</i> May 1, 2013  <i>Term:</i> Liable to retire by rotation	B.Sc., B.Ed.	<b>Nil</b>

**Brief Profile of our directors:**

**Mr. A.Joseb Raj**, aged 50 years, is a Master of Business Administration from Annamalai University, Chennai. He is the first generation entrepreneur in his family and started his first Industry M/s. Raj Brother Associates in the year 1990. He started the flag ship company of the Group Oceanic Edibles International Limited in the year 1995 with an ambition of setting up of a food park and creates a brand image to reach the consumer directly with well-connected modern retail outlets. Further he has promoted other group companies having business interest of food processing, Prawn hatchery, marine processing, bottling & canning, farming & retails stores, software development etc. He is the Chairman of the Company.

**Mrs. Vimalla Joseb**, aged 43 years, is M.Sc., M.Phil and currently doing Phd. In Layola College, Chennai in the subject of “Gene profile in Tiger Prawn and P.indicus by Microarray.” Mrs. Joseb is a quality control specialist and is advisor on quality controlling to the group companies. She is instrumental with her sound knowledge quality control, introduced new systems in hatchery and farming. She is the Managing Director looking after the overall management of the Company.

**Mr. J. Jesu Raj**, aged 49 years is by qualification is SSLC (10<sup>th</sup> Standard). He is retired from Army Services. He is the Independent Director of our Company.

**Mrs. Irudayaraj Beaula Raj** aged 49 years is B.Sc., B.Ed., and working as a teacher. She is the Independent Director of our Company.

**Relationship between our directors:**

Except Mr. A. Joseb Raj & Mrs. Vimalla Joseb being husband and wife, none of other directors are related to each other.

**Borrowing Powers of the Board:**

In terms of Articles of Association, the Board may from time to time, at its discretion raise or borrow any sum or sums of money for the purposes of the Company and subject to the provisions of the Companies Act may secure payment or repayment of the same in such manner and terms as prescribed by the Board of Directors, in particular by issue of debentures or bonds of the Company or by mortgage or charge of all or any part of the property of the Company and of its uncalled capitals for the time being.

**Details of Appointment of Managing Director**

The Board of Directors of the Company at their meeting held on July 27, 2013, approved the appointment and remuneration to the Managing Director as recommended by Remuneration Committee of the Directors with effect from August 16, 2013. The remuneration paid to the Managing Director are within the limits specified in Schedule XIII of the Companies Act, 1956. The Managing Director Mrs. Vimalla Joseb is entitled to receive the following remuneration. The same has approved by the Shareholders in the EGM held on August 19, 2013.

**2. Details of Remuneration to the Directors**

**a.) Managing Director**

The following are the terms of remuneration fixed by the Board:

- a. Basic Salary : Rs. 72,000/- per annum
- b. Other benefits : Rs. 1,68,000/- per annum
  
- 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 Company's rules
- iv. Provision of car for use on the Company's business and telecommunication facilities. personal long distance calls on telephone shall be billed by the Company to the Managing Director
- v. Reimbursement of traveling and entertainment expenses actually incurred by the Managing Director for the purpose of the business of the Company
- vi. Membership fees in any two clubs not being admission and Life Membership fees.
- vii. Medclaim insurance cover for self and family as per company policy.

**b.) Executive Director**

The Company does not have an Executive Director other than Managing Director.



**c.) Other Directors**

The Company pays no sitting fees to its non-executive independent Directors for attending Board and Committee meetings.

Except the Managing Director who is entitled to statutory benefits upon termination of employment in the Company, no other Director is entitled to any benefit upon termination of their employment with the Company.

*Shareholding of the Directors including qualification shares, if any*

As per the Article of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of Director of our Company. However, as on date of the Prospectus, the following directors hold shares, details of which are as under

Sr. No.	Name of the Director	No. of shares held	% of pre issue paid-up share capital
1	Mr. A. Joseb Raj	15,58,825	49.99
2	Mrs. Vimalla Joseb	15,58,825	49.99
3	Mr. J. Jesu Raj	100	0.004
4	Mrs. Irudayaraj Beaula Raj	100	0.004

These shares are held by the said Directors in their personal capacity and either as sole or first holder.

**1. Interest of Directors**

All our Directors may be deemed to be interested to the extent of the fees payable to them for attending meetings of the Board or a committee thereof, and to the extent of reimbursement of expenses payable to them if any and to the extent of remuneration paid to them, if any, for services rendered as an officer or employee of our Company.

All our Directors may be interested in the Equity Shares already held by them or that may be allotted to them pursuant to the Issue and / or that may be allotted to companies, firms and trusts in which they are directors, members, partners or trustees, as the case may be.

Except as disclosed above, none of our Directors have any interest in any property acquired or proposed to be acquired by our Company in the last two years.

Our Director(s) may have further interest to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. The Directors may also be interested to the extent of the options of the Company held by them, if any.

Our directors are also deemed to be interested in the loans or advances given by the Company, if any, in the ordinary course of business to the companies in which they are interested as a Director or any payment made to ventures with which they are associated with in any capacity for any services rendered to the company.

Except as stated in the section titled “Statement of Related Party Transactions” on page 117 of this Prospectus, the Directors do not have other interest in the business of the Company.

## 2. Changes in our Board of Directors in the last three years

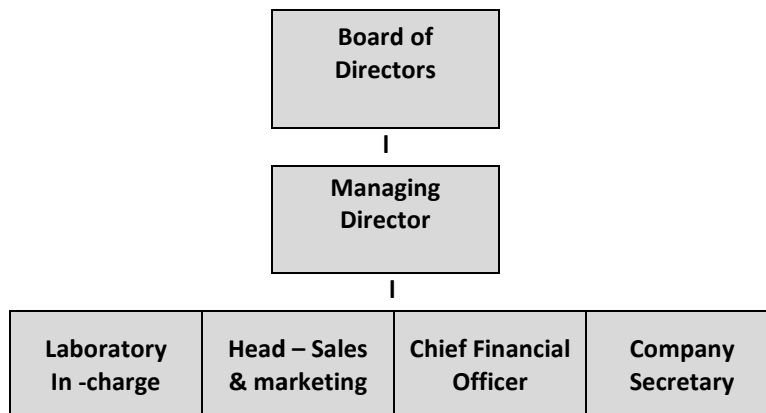
The following are the changes in the Board of Directors in the last 3 years and no changes thereafter have taken place:

Name	Date	Reason
Mr. Mr. J. Jesu Raj	May 1, 2013	Appointment
Mrs. Irudayaraj Beaula Raj	May 1, 2013	Appointment

None of our Director has been selected as Director or member of senior management pursuant to any agreement or understanding with major shareholders, customers or others.

Except as stated in the Prospectus, none of our Directors have entered into any service contracts which would entitle them for any benefits upon termination of employment.

### 1. Management Organisation Structure



### **Corporate Governance**

The provisions of the SME Equity Listing Agreement to be entered into with the Stock Exchange with respect to corporate governance and SEBI ICDR Regulations in respect of corporate governance will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. Our Company has complied with the corporate governance code in accordance with Clause 52 of the SME Equity Listing Agreement to be entered into with the Stock Exchange, particularly, in relation to appointment of independent directors to our Board and constitution of an audit committee, a remuneration committee and a shareholders grievance committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

We have constituted/ reconstituted the following committees of our Board of Directors for compliance with corporate governance requirements:

- a) Audit Committee
- b) Remuneration / Compensation Committee
- c) Shareholders' / Investors' Grievance Committee
- d) IPO Committee

### Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 52 of the Listing Agreement of BSE SME. Our Board has Four Directors out of which 2 are independent Directors, and our Chairman is Non Executive Director and is Promoter of our Company.

### Board Structure

Our Board comprises the following:

Name	Designation
Mr. A. Joseb Raj	Chairman, Non-Executive
Mrs. Vimalla Joseb	Managing Director-Executive and non-independent
Mr. J. Jesu Raj	Independent Director
Mrs. Irudayaraj Beaula Raj	Independent Director

Note: As per Clause 52 of the Listing Agreement of BSE SME,

*Where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors.*

*Provided that where the non-executive Chairman is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the company shall consist of independent directors.*

### Committees of the Board

#### A. Audit Committee

Our Company has constituted an Audit Committee, as per the provisions of Section 292A of the Companies Act. The constitution of the Audit Committee was approved at the Meeting of the Board of Directors on July 27, 2013. The committee functions as prescribed under Section 292A of the Companies Act, 1956 and Clause 52 of the listing agreement. The members of the committee at present are:

Member of Audit Committee	Designation of Committee	Nature of Directorship
Mrs. Irudayaraj Beaula Raj	Chairman	Independent Director
Mr. J. Jesu Raj	Member	Independent Director
Mrs. Vimalla Joseb	Member	Executive, Non-Independent

### **Role of Audit Committee:**

The role of the Audit Committee is in accordance with Section 292A of the Companies Act and Clause 52 of the Equity Listing Agreements of BSE are as follows:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - b) Changes, if any, in accounting policies and practices and reasons for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by management
  - d) Significant adjustments made in the financial statements arising out of audit findings
  - e) Compliance with listing and other legal requirements relating to financial statements
  - f) Disclosure of any related party transactions
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the whistle blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions(as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor.

#### Meeting of the Audit Committee and relevant quorum

The audit committee shall meet at least 4 times in a year and not more than 4 months shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are present.

#### **B. Remuneration Committee**

The Remuneration Committee was constituted at our Board meeting held on July 27, 2013 and comprises of following Directors:

Member of Remuneration Committee	Designation of Committee	Nature of Directorship
Mr. J. Jesu Raj	Chairman	Independent
Mrs. Irudayaraj Beaula Raj	Member	Independent
Mr. A. Joseb Raj	Member	Non-Executive, Non-Independent

The Remuneration Committee has been empowered with the role and function as per the provisions as specified under the BSE SME Equity Listing Agreement, the Act including recommending/ reviewing remuneration of the Managing Directors and Whole Time Directors based on their performance and defined assessment criteria.

The terms of reference of the Remuneration Committee include the following:

1. Recommending /reviewing remuneration of the Managing Director and Whole-time Directors based on their performance and defined assessment criteria based on reference by the Board.
2. Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

#### Quorum for Remuneration Committee

The quorum necessary for a meeting of the Remuneration Committee shall be 2 members.

#### C. Shareholders'/ Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee was constituted at the Board meeting held on July 27, 2013. The Committee comprises the following Directors:

Name of Director	Designation of Committee	Nature of Directorship
Mr. A. Joseb Raj	Chairman	Non-Executive, Non-Independent
Mrs. Vimalla Joseb	Member	Executive, Non-Independent
Mrs. Irudayaraj Beaula Raj	Member	Independent

The Committee normally meets as and when required. The committee looks into the following:

1. It shall have the authority to investigate into any matter in relation to transfer of securities or referred to it by the Board and for this purpose, shall have full access to information contained in the records of our Company and external professional advice, if necessary.
2. To investigate any activity within its terms of reference.
3. To seek information from any employee.
4. To seek information from share transfer agents.
5. To obtain outside legal or other professional advice.
6. To secure attendance of outsiders with relevant expertise, if it consider necessary.
7. To approve issue of duplicate share certificates and to oversee and review all matters connected with the transfer, transmission and issue of securities.
8. To approve share transfer / transmission of securities periodically, whether by circular resolution or otherwise.
9. To look into redressing of shareholders' complaint like transfer of shares, non-receipt of balance sheet, non receipt of declared dividends, etc.
10. To oversee the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investors services.

#### Quorum for Shareholders'/Investors' Grievance Committee

The quorum necessary for a meeting of the Shareholders'/Investors' Grievance Committee shall be 2 members.

#### D. IPO Committee

This Committee is responsible for dealing with all matters in relation to the initial public offering of our Company. Pursuant to this, the Committee has been authorized by the Board pursuant to a resolution dated July 27, 2013, to carry out and decide upon all activities in connection with the Issue.

Name of Director	Designation of Committee	Nature of Directorship
Mr. A. Joseb Raj	Chairman	Non-Executive, Non-Independent
Mrs. Vimalla Joseb	Member	Executive, Non-Independent
Mrs. Irudayaraj Beaula Raj	Member	Independent

The functions of the committee in connection with the Issue include but are not limited to

- a) To decide on the actual size of the IPO, including any offer for sale by promoters/ shareholders, and/or reservation for employees, timing, pricing and all the terms and conditions of the issue of the shares, including the price and to accept any amendments, modifications, variations or alterations thereof;
- b) To appoint and enter into arrangements with the lead managers/ book running lead managers, market makers, co-managers to the Issue, underwriters to the Issue, Depositories, syndicate members to the Issue, stabilizing agent, brokers to the Issue, escrow collection bankers to the issue, registrars, legal advisors and any other agencies or persons;
- c) To finalize and settle and to execute and deliver or arrange the delivery of the draft offering document (the draft red herring prospectus), final prospectus, syndicate agreement, underwriting agreement, escrow agreement and all other documents, deeds, agreements and Instruments as may be required or desirable in connection with the issue of shares or the IPO by the Company;
- d) To open a separate current account in the name and style of “Oceanaa Biotek IPO A/c-R” and “Oceanaa Biotek IPO A/c-NR”, with a scheduled bank to receive applications along with application monies in respect of the issue of the shares of the Company;
- e) To open a bank account of the Company in the name and style of “Oceanaa Biotek IPO A/c” and “Oceanaa Biotek Refund A/c” for the handling of refunds for the Issue;
- f) To make any applications to the FIPB, RBI and such other authorities, as may be required, for the purpose of Issue of shares by the Company to non-resident investors such as NRIs and FIIs;
- g) To make applications for listing of the equity shares of the Company in one or more stock exchange(s)/ SME Exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s) / SME Exchange(s);
- h) To settle all questions, difficulties or doubts that may arise in regard to such Issues or allotment as it may, in its absolute discretion deem fit; and
- i) To do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, allocation and allotment of the shares as permissible in law, Issue of share certificates in accordance with the relevant rules;
- j) To approve and adopt the draft prospectus/draft red herring prospectus, red herring prospectus, prospectus and any other offering document for the IPO as required under Section 60 and other relevant provisions of the Companies Act, 1956 and to file the same with the Registrar of Companies, Tamil Nadu, Chennai, (“ROC”) Stock Exchange(s) / SME Exchange(s) and SEBI, as the case may be, and to make any corrections or alterations therein
- k) To approve expenditure in relation to the IPO

- l) To dematerialize the equity shares of the Company and to sign agreements and / or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited and such other agencies, authorities or bodies as may be required in this connection”;

Quorum for IPO Committee

The quorum necessary for a meeting of the IPO Committee shall be 2 members.

### **Key Management Personnel**

Our company is managed under the supervision of the Board of Directors by professional management. The details’ regarding our Key management personnel is as follows:

**Mrs. Vimalla Joseb**, aged 43 years, is the Managing Director of our Company. She is educationally qualified in M.Sc., M.Phil and currently doing Phd. She specialized in research and quality controlling. Mrs. Raj was appointed as the Managing Director with effect from August 16, 2013. She looks after the overall management of the Company. She was paid a gross compensation of Rs. 2.40 lac per annum.

**Mr. Abdul Muthalif**, aged 44 years, is the Chief Finance Officer of our Company and heads the Finance & Accounts Department of our company. He is with qualification of M.Com, MBA, Finalist of ACCA from UK, having experience of more than 18 years. Prior to joining the Company on June 1, 2013, he was employed with Oceanic Edibles International Limited. He was paid a gross compensation of Rs. 7.50 lac per annum.

**Mrs. S.Harinee** aged 29 years, is the Company Secretary and Compliance Officer of our Company. She looks after various compliances of our company. She is a graduate in B.Com, PG Diploma in Financial Management and qualified Company Secretary. She is having more than 3 years of experience in compliance and 5 years of experience in Trade Finance. Prior to joining the Company, she was employed with V. Mahesh & Associates, Practicing Company Secretaries, Chennai. She was paid a gross compensation of Rs. 2.20 lac per annum.

The persons whose names appear as key management personnel are on the rolls of the company are under probation for six months from the respective date of appointment other than Managing Director.

There is no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any person was selected as director.

### **Shareholding of Key Management Personnel**

Mrs. Vimalla Joseb, the Managing Director holds 15,58,825 Equity Shares of our Company. None of other Key Managerial Personnel hold any shares of the Company as on the date of this Prospectus.

### **Bonus or Profit Sharing Plan for the Key Managerial Personnel**

Except the payment of salaries and perquisites, the company provides other benefits to the employees that are uniform to all the employees of the company. The Company does not have any profit sharing or stock option plans for any of its employees.



### Loans to key managerial personnel

There are no loans outstanding against key managerial personnel as on September 30, 2013.

### Changes in the Key Managerial Personnel

Except for the following, there have been no changes in the Key Managerial Personnel of the Company in the previous three years:

Sr. No.	Name	Designation	Date of Joining	Date of Leaving	Remarks
1.	Mrs. Vimalla Joseb	Managing Director	August 16, 2013	N.A.	Appointed
2.	Mr. Abdul Muthalif	Chief Finance Officer	June 1, 2013	N.A.	Appointed
3.	Mrs. S. Harinee	Company Secretary & Compliance Officer	October 23, 2013	N.A.	Appointed

### Employees Stock Option Plan

The Company has no Employees Stock Option Scheme/ Employee Stock Purchase Scheme.

### Payment or Benefit to officers of the Company

Except as stated otherwise in this Prospectus, no non-salary amount or benefit has been paid or given or is intended to be paid or given to any of the Company's employees including the Key Management Personnel and our Directors. Except as disclosed in this Prospectus, none of the beneficiaries of loans, and advances and sundry debtors are related to the Directors of the Company.

### Relation of the Key Managerial Personnel with our Promoters/Directors

None of the Promoters/Directors of our Company have any relationship whatsoever, with any of other Key Managerial personnel.


### Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange.


Mrs. S. Harinee, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

## OUR PROMOTERS AND PROMOTER GROUP

The details of the promoter are as under:

	<p><b>Mr. A. Joseb Raj</b>, aged 50 years, is a Master of Business Administration from the Annamalai University Chennai. He is the first generation entrepreneur in his family and started his first Industry M/s. Raj Brother Associates in the year 1990. He started the flag ship company of the Group, Oceanic Edibles International Limited in the year 1995 with an ambition of setting up of a food park and creates a brand image to reach the consumer directly with well-connected modern retail outlets. Further he has promoted other group companies having business interest of food processing, Prawn hatchery, marine processing, bottling &amp; canning, farming &amp; retails stores, software development etc. He is the Chairman of the Company.</p>
---	--

Name	Mr. A. Joseb Raj
Permanent Account Number	ADHOJ5853A
Passport Number	J0860493
Voter ID	BDZ51077974
Driving License	R/TN/010/002739/2004
Bank Account Details	910010010592495, Axis Bank Ltd., Kodambakkam, Chennai – 600 024

	<p><b>Mrs. Vimalla Joseb</b>, aged 43 years, educationally qualified in M.Sc., M.Phil and currently doing Phd. Mrs. Raj is a quality control specialist with focus on research and development. She is instrumental with her sound knowledge quality control, introduced new systems in hatchery and farming in the group companies. She is the Managing Director looking after overall management of the Company.</p>
---	--

Name	Mrs. Vimalla Joseb
Permanent Account Number	ABQPV3347L
Passport Number	F8541172
Driving License	Nil
Bank Account Details	910010015205358, Axis Bank Ltd., Kodambakkam, Chennai – 600 024

## Declaration and Confirmation

The Company confirms that the permanent account number, bank account number and passport number of our Individual Promoters will be submitted to the Stock Exchange at the time of filing the Draft prospectus with the Stock Exchange.

Our Promoters and the members of Promoter group have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority. Neither (i) the Promoters, the members of the Promoter Group and the Group Entities; nor (ii) the entities with which the Promoters are or were associated as a Promoter, Director or person in control, are debarred or prohibited from accessing the capital market for any reason by the SEBI or any other authority. There are no violations of securities laws committed by our Promoters and the Group Entities in the past or currently pending against them.

Our Promoters are the original promoters of the company and there has not been any change in control of the company since incorporation.

## Common Pursuits

Except as described below the Promoters / any member of Promoter Group does not have interest in venture that is involved in any activities similar to those conducted by our Company:

Sr. No.	Name of the Company/entity	Activity
1	Oceanic Edibles International Ltd.	The Company is engaged in Prawn hatchery, Farming, IQF processing of fruits, vegetables & marine products, Retail Stores activities and Food analysis testing.

## Interest of our Promoters

The aforementioned Promoters of the Company are interested to the extent of their shareholding and to the extent of Equity Shares that may be subscribed for and allotted to them, out of the present Issue in terms of this Prospectus and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. Further, our Promoters who are also the Directors of the Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration, reimbursement of expenses, if any, payable to them. Further, our individual Promoters are also directors on the boards of certain Group Companies, and they may be deemed to be interested to the extent of the payments made by the Company, if any, to these Group Companies. For the payments that are made by the Company to certain Group Companies, please refer to the section titled "Related Party Transactions" on page 117 of this Prospectus. Except the Agreement stated under the "Objects of the Issue " on page no. 48 of this Prospectus , we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Promoters are directly or indirectly interested. Further no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by the Company other than in the normal course of business.

**Payment or benefits to the Promoters**

Further, save and except as stated otherwise in the chapters titled *“Business Overview”* and *“Our Management”* and the chapter titled *“Financial Statements”* beginning on page 68, 85 and 106 respectively, of the Prospectus and to the extent of Equity Shares held by them, our Promoters do not have any other interests in our Company as on the date of filing of the Prospectus. There is no bonus or profit sharing plan for our Promoters.

**Related Party Transactions**

For details on our related party transactions please refer to *“Annexure H”* titled *“Related Party Transactions”* of chapter titled *“Financial Statements”* on page 117 of the Prospectus.

**Companies / Firms with which the Promoters have disassociated in the last three years**

Our Promoter has not disassociated from any company during the three years preceding the date of this Prospectus

## OUR PROMOTER GROUP AND GROUP ENTITIES

Our Promoter Group in terms of SEBI (ICDR) Regulations, 2009 includes the following persons:

### A. Individuals related to our Promoters

Relationship	Mr. A. Joseb Raj	Mrs. Vimalla Joseb
Spouse	Mrs. Vimalla Joseb	Mr. A. Joseb Raj
Father	Mr. Arokiasamy Mariasoosai	Mr. Thomas Savarimuthu
Mother	Mrs. Salome Rayappan	Mrs. Arokiamary Thomas
Son	Royce Richwin Joseb	Royce Richwin Joseb
Daughter (including step daughter)	Ms. Lithya Joseb Ms. Serrena Joseb	Ms. Lithya Joseb Ms. Serrena Joseb
Brother (including step Brother)	Mr. John Bosco A. Mr. James Walter A. Mr. Dominic Savio A.	Mr. Xavier Jayaraj Thomas
Sister (including step sister)	Ms. Nirmala Chinna Rani	Anbarasi Thenmozhi Antony Little Flower Kalaimani Thomas
Wife/Husband's Father	Mr. Thomas Savarimuthu	Mr. Arokiasamy Mariasoosa
Wife/Husband's Mother	Mrs. Arokiamary Thomas	Mrs. Salome Rayappan
Wife/Husband's Brother	Mr. Xavier Jayaraj Thomas	Mr. John Bosco A. Mr. James Walter A. Mr. Dominic Savio A.
Wife/Husband's Sister	Anbarasi Thenmozhi Antony Little Flower Kalaimani Thomas	Ms. Nirmala Chinna Rani

### Promoter Group Companies and entities

The Companies that form part our Promoter Group are as under:

1. Oceanic Edibles International Ltd.
2. Oceanic Tropical Fruits Pvt. Ltd.
3. Oceanic Bio Harvest Ltd.
4. Object Frontier Software Pvt. Ltd.
5. Oceanaa Actizones Beverages Pvt. Ltd.
6. Oceanic Agro Intellectual Integrated India Pvt. Ltd.

### Details of Group Companies

#### 1. Oceanic Edibles International Ltd.

Date of Incorporation	November 24, 1994
Nature of Activities	The Company is engaged in Prawn hatchery, Farming, IQF processing of fruits, vegetables & marine products, Retail Stores activities and Food analysis testing.
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U05001TN1994PLC029335
PAN No.	AAACO3679G
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	102.21
Net worth Rs. In crores as on March 31, 2013	80.48

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb (3) Mr. A. James Walter (4) Mr. A. Dominic Savio

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	10459464	34.85
2. Mrs. Vimalla Joseb	8559122	28.53
3. Mr. A. James Walter	5083914	16.95
4. Mr. A. Dominic Savio	2104300	7.01

## 2. Oceanic Tropical Fruits Pvt. Ltd.

Date of Incorporation	September 11, 2007
Nature of Activities	The Company is engaged in aseptic & canning of fruit pulp, bottling of juices and soft drinks and related activities.
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U15139TN2007PTC064706
PAN No.	AAACO9556E
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	99.67
Networth Rs. In crores as on March 31, 2013	9.63

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	24026500	36.07
2. Mrs. Vimalla Joseb	24010000	36.05
3. Mr. A. James Walter	6500000	9.76
4. Mr. A. Dominic Savio	4990000	7.49

## 3. Oceanic Bio Harvest Ltd.

Date of Incorporation	September 7, 1992
Nature of Activities	The Company is engaged in Tiger prawn farming and contract farming and allied activities.
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U05003TN1992PLC073205
PAN No.	AAACA6367R
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	27.10
Networth Rs. In crores as on March 2013	(20.47)

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb (3) Mr. A. James Walter

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	7867102	39.33
2. Mrs. Vimalla Joseb	7757893	38.79
3. Mr. A. James Walter	2000001	10.00
4. Ms. Maria Salome	2000001	10.00

#### 4. Object Frontier Software Pvt. Ltd.

Date of Incorporation	October 11, 1996
Nature of Activities	The Company is engaged in developing computer software and related activities.
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U30006TN1996PTC036751
PAN No.	AAACO3373P
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	24.75
Networth Rs. In crores as on March 31, 2013	9.51

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb (3) Mr. A. James Walter (4) Mrs. Sophia A. Walter

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	16213737	49.47
2. Mrs. Vimalla Joseb	15696675	47.90

#### 5. Oceanaa Actizones Beverages Pvt. Ltd.

Date of Incorporation	July 20, 2010
Nature of Activities	The Company is engaged in aseptic & canning of fruit pulp, bottling of juices and soft drinks and related activities.
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U15139TN2010PTC076668
PAN No.	AABCO3290L
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	Nil
Capital Rs. In crores as on March 31, 2013	0.01

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	5,000	50.00
2. Mrs. Vimalla Joseb	5,000	50.00

#### 6. Oceanic Agro Intellectual Integrated India Pvt. Ltd.

Date of Incorporation	July 16, 2012
Nature of Activities	The Company is engaged in growing, planting, farming, processing various fruits & vegetables and related activities of agro & farming
Registered office	29, Zackaria Colony, 4 <sup>th</sup> Street, Choolaimedu, Chennai – 600 094
Corporate Identification Number	U01400TN2012PTC086777
Address of ROC	Registrar of Companies, Tamil Nadu, Chennai
Listing	Not Listed
Gross Revenue Rs. in crores on March 31, 2013	Nil
Capital Rs. In crores as on March 31, 2013	0.05

The Directors of the Company are as follows:

(1) Mr. A. Joseb Raj (2) Mrs. Vimalla Joseb

The major shareholders of as on March 31, 2013 are as follows:

Name of Shareholder	No. of Shares held	% of shareholding
1. Mr. A. Joseb Raj	25,000	50.00
2. Mrs. Vimalla Joseb	25,000	50.00

#### Group Companies with negative net worth, under winding up or which have become a sick industrial Company

None of the entities forming part of Group Companies is a sick company under the meaning of SICA and none of them are under winding up. Oceanic Bio-Harvests Limited, a group Company has negative net worth.

#### Common Pursuits / Conflict of Interest amongst the Group Companies and Associate Companies with our Company

Oceanic Edibles International Limited, a group company is engaged in the similar line of business of the proposed business of the Company i.e. food analysis testing. Except the above, there are no common pursuits between our Company and our Promoter group.



## **Related Business Transactions**

Except as disclosed in “Annexure H” titled “*Related Party Transactions*” of chapter titled “*Financial Statements*” on page 117, our Company has not entered in to any business transaction with our Group Companies.

## **Other Confirmation**

### ***Interest in sales and purchases***

Except as disclosed in “Annexure H” titled “*Related Party Transactions*” of chapter titled “*Financial Statements*” on page 117 of the Prospectus, there have been no sales and purchases between us and our Group Companies and Entities.

### ***Business Interest***

Except as disclosed in “Annexure H” titled “*Related Party Transactions*” of chapter titled “*Financial Statements*” on page 117 of the Prospectus, none of the Group Companies and associate companies has any business interest in our Company.

### ***Defunct Group Companies***

None of the Group Companies remain defunct and no application has been made to the Registrar of Companies for striking off their name from the ROC, during the five years preceding the date of filing this Prospectus.

### ***Interest in promotion of our Company***

Except as disclosed in “Annexure H” titled “*Related Party Transactions*” of chapter titled “*Financial Statements*” on page 117 and “*Our Promoters*” on page 97 of the Prospectus, none of our Group Companies and Entities are interested in the promotion of our Company.

### ***Interest in the property of our Company***

Except as disclosed in the chapters titled “*Business Overview*” and “Annexure H” titled “*Related Party Transactions*” of chapter titled “*Financial Statements*” beginning on pages 68 and 117 of the Prospectus, our Group Companies and Entities do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of the Prospectus.

### ***Interest in the transaction involving acquisition of land***

None of our Group Companies and Entities was interested in any transaction with our Company involving acquisition of land or construction of building.

## **DIVIDEND POLICY**

Dividends, other than interim dividends, may be declared at the AGM of our shareholders based on the recommendation of our Board of Directors. Our Board may, at its discretion, recommend dividends to be paid to the shareholders, considering a number of factors including, without limitation, our Company's future expansion plans and capital requirements, profits earned during the Fiscal, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time, legal restrictions, our Articles of Association and other factors considered relevant by the Board of Directors.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects.

Our Company has not paid any dividend since incorporation. However, this is not necessarily indicative of our dividend policy or dividend amounts, if any, in the future.

## SECTION V - FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

#### AUDITOR'S REPORT ON FINANCIAL INFORMATION OF OCEANAA BIOTEK INDUSTRIES LIMITED

Auditor's Report as required by Part II of Schedule II to the Companies Act, 1956.

To,  
The Board of Directors,  
Oceanaa Biotek Industries Limited  
15, Zackaria Colony, 4th Street,  
Choolaimedu, Chennai – 600 094  
Tamil Nadu,

Dear Sir(s),

#### Re: Proposed Public Issue of Equity Shares of Oceanaa Biotek Industries Limited

We have examined and found correct the annexed restated summary statements of Oceanaa Biotek Industries Limited for the six months period ended September 30, 2013 and years ended March 31, 2013, 2012, 2011, 2010, and 2009 prepared by the Company and approved by its Board of Directors.

At the date of signing this report, we have not come across any material adjustment, which would affect the result shown by these accounts drawn up in accordance with the requirements of Part II of Schedule II to the Companies Act, 1956

In accordance with the requirements of:

- Paragraph B (1) of Part II of Schedule II to the Companies Act, 1956;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ('the SEBI ICDR Regulations') and
- The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India and
- The terms of reference to our engagements with the Company letter dated October 04, 2013 requesting us to carry out the assignment, in connection with its proposed Initial Public Offering of equity shares, we report that:

1. The summary statement of assets and liabilities, as restated, of the Company as at the six months period ended on September 30, 2013 and at March 31, 2013, 2012, 2011, 2010 and 2009 are as set out in **Annexure-A** to this report after making such adjustments / restatements and regrouping as in our opinion are appropriate and read with the Significant Accounting Policies and Notes to Accounts set out in **Annexure -D** to this report.

2. The summary statement of profit and loss, as restated, of the Company for the six months period ended September 30, 2013 and years ended March 31, 2013, 2012, 2011, 2010 and 2009 are as set out in **Annexure -B** to this report. These profits have been arrived after making such adjustments / restatements and regrouping as in our opinion are appropriate and read with the Significant Accounting Policies and Notes to Accounts set out in **Annexure -D** to this report.

3. We have examined the summary statement of cash flow, as restated, relating to the Company for the six months period ended on September 30, 2013 and years ended March 31, 2013, 2012, 2011, 2010 and 2009 appearing in **Annexure -C** to this report after making such adjustments / restatements and regrouping as in our opinion are appropriate and read with the Significant Accounting Policies and Notes to Accounts set out in **Annexure – D** to this report.

These statements have been prepared by the Company and approved by its Board of Directors (these statements are herein collectively referred to as the “Restated Summary Statements”). These statements have been extracted from the audited financials statement of the Company for the respective period / years.

Audit of the financial statements for the six months period ended on September 30, 2013 and years ended March 31, 2013, 2012, 2011, 2010 and 2009 have been conducted by Company’s Statutory Auditor M/s. S. Devaraj & Co., Chartered Accountants. Further, financial statements for six months period ended on September 30, 2013 and for the year ended March 31, 2013 have been re-audited by us as required under the SEBI ICDR Regulations. This report, in so far as it relates to the amounts included for the financial years ended March 31, 2012, 2011, 2010 and 2009 is based on the audited financial statements of the Company which were audited by the Company’s Statutory Auditor M/s. S. Devaraj & Co., Chartered Accountants and whose Auditors’ report has been relied upon by us for the said periods.

The Restated Summary Statements of the Company as included in this report for the years ended March 31, 2012, 2011, 2010 and 2009 are based on the audited financial statements of the Company which were audited by the Statutory Auditor of the Company and whose Auditors’ report has been relied upon by us for the said years; and as for the six months period ended on September 30, 2013 and the year ended March 31, 2013 examined by us as set out in Annexure A, B and C of this report are after making such adjustments and regrouping as in our opinion were appropriate.

Based on the above and also as per the reliance placed by us on the audited financial statements of the Company which were audited by Statutory Auditor and the Auditors’ report for the years ended March 31, 2012, 2011, 2010 and 2009, we are of the opinion that the Restated Summary Statements have been made after incorporating:

- i. Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- ii. Adjustments for the material amounts in the respective financial period/years to which they relate;
- iii. There are no qualification in the auditor’s report which require any adjustments to the Restated Summary Statements
- iv. There are no revaluation reserves which need to be disclosed separately in the Restated Summary Statements in the respective financial years.
- v. And the extra-ordinary items have been disclosed separately in the accounts.

We have examined the following financial information relating to the Company proposed to be included in the Draft Prospectus as approved by you and annexed to this report. In respect of the financial years ended March 31, 2012, 2011, 2010 and 2009, this information has been included based on the audited financial statements of the Company which were audited by the Statutory Auditor of the Company and Statutory

Auditors' report has been relied upon by us for the said years:

1. Statement on material restatement and regrouping as appearing in **Annexure E** to this report;
2. Statement of Share Capital as Restated as appearing in **Annexure F** to this report;
3. Statement of Reserves and Surplus, as Restated as appearing in **Annexure G** to this report.
4. Statement of Related Parties Transactions, as Restated as appearing in **Annexure H** to this report
5. Statement of Accounting Ratios, as Restated as appearing in **Annexure I** to this report;
6. Statement of Current Liabilities & Provisions, as Restated as appearing in **Annexure J** to this report;
7. Statement of Sundry Debtors, as Restated as appearing in **Annexure K** to this report;
8. Statement of Other Non-Current Assets and Other Current Assets, as Restated as appearing in **Annexure L** to this report;
9. Statement of Loans and Advances, as Restated as appearing in **Annexure M** to this report;
10. Statement of Capitalization, as Restated as at March 31, 2013 as appearing in **Annexure N** to this report;
11. Statement of Tax Shelters, as Restated as appearing in **Annexure O** to this report;

In our opinion the above financial information of the Company for the six months period ended September 30, 2013 and for the year ended March 31, 2013, read with Significant Accounting Policies and Notes to Accounts enclosed in **Annexure D** to this report and also as per the reliance placed by us on the audited financial statements of the Company which were audited by the Company's Statutory Auditor and the Statutory Auditors' report for the years ended March 31, 2012, 2011, 2010 and 2009, after making adjustments / restatements and regroupings as considered appropriate has been prepared in accordance with paragraph B(1) Part II of Schedule II of the Companies Act, 1956 and the SEBI ICDR Regulations.

This report should not be in any way construed as a reissuance or redrafting of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred herein.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed Initial Public Offering of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For A. N. Damania & Co.**  
**Chartered Accountants**  
**Firm Regn. No. 102077W**

**Ashvin Damania**  
**Proprietor**  
**Membership No.: 040166**

Place: Mumbai  
Date: December 9, 2013

## Annexure A

### SUMMARY OF FINANCIAL DATA

#### STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. In lacs)

	Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>(1)</b>	<b>Equity &amp; Liabilities</b>						
	Shareholders' Funds						
	(a) Share capital	311.82	311.77	1.00	1.00	1.00	1.00
	(b) Reserves & surplus	12.73	(5.83)	(8.67)	(7.23)	(5.12)	(3.00)
	(c) Share application money	0.55	0.60	2.00	0	0	0
<b>(2)</b>	<b>Non Current Liabilities</b>						
	(a) Long term borrowings	0	0	0	0	0	0
	(b) Deferred tax liabilities (net)	0	0	0	0	0	0
	(c) Long term provisions	0	0	0	0	0	0
<b>(3)</b>	<b>Current Liabilities</b>						
	(a) Short term borrowings	0	0	0	0	0	0
	(b) Trade payables	10.13	2.64	6.08	8.54	8.49	8.44
	(c) Other current liabilities	8.44	21.50	0	0	0	0
	(d) Short term provisions	9.70	1.41	0.27	0	0	0
	<b>Total</b>	<b>353.37</b>	<b>332.09</b>	<b>0.68</b>	<b>2.31</b>	<b>4.37</b>	<b>6.44</b>
	<b>Assets</b>						
<b>(4)</b>	<b>Non Current Assets</b>						
	(a) Fixed Assets	3.22	3.59	0	0	0	0
	(b) Capital work in progress	152.14	0	0	0	0	0
	(c) Non current investments	0	0	0	0	0	0
	(d) Long term loans and advances	0	0	0	0	0	0
	(e) Other non current assets	0.03	0.06	0.09	0.12	2.19	2.09
<b>(5)</b>	<b>Current Assets</b>						
	(a) Current Investments	0	0	0	0	0	0
	(b) Inventories	15.12	17.15	0	0	0	0
	(c) Trade receivables	14.66	0.57	0	0	0	0
	(d) Cash and Cash Equivalents	6.04	11.39	0.55	0.11	0.11	0.11
	(e) Short term loans and advances	147.30	299.29	0	0	0	0
	(f) Other Current assets	14.86	0.04	0.04	2.08	2.07	4.24
	<b>Total</b>	<b>353.37</b>	<b>332.09</b>	<b>0.68</b>	<b>2.31</b>	<b>4.37</b>	<b>6.44</b>

## Annexure B

### STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Income</b>						
Income from Operations	63.58	34.00	1.00	0	0	0
Other Income	0	0	0	0	0	0
<b>Total</b>	<b>63.58</b>	<b>34.00</b>	<b>1.00</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Expenditure</b>						
Purchase of Stock in Trade	20.58	24.77	0	0	0	0
Change in inventories of work in progress	2.03	(17.00)	0	0	0	0
Employee benefits expense	12.03	17.78	0	0	0	0
Depreciation	0.36	0	0	0	0	0
Interest and Finance charges	0	0	0	0	0	0
Other expenses	1.73	4.31	2.17	2.12	2.12	2.12
<b>Total</b>	<b>36.73</b>	<b>29.86</b>	<b>2.17</b>	<b>2.12</b>	<b>2.12</b>	<b>2.12</b>
Net Profit/ (Loss) before Tax	26.85	4.14	(1.17)	(2.12)	(2.12)	(2.12)
Tax expenses – Current Tax Provision	8.30	1.30	0.27	0	0	0
Deferred Tax	0	0	0	0	0	0
Profit/ (Loss) after Tax	18.55	2.84	(1.44)	(2.12)	(2.12)	(2.12)

## Annexure C

### STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
Net Profit/(Loss) before tax	26.85	4.14	(1.17)	(2.12)	(2.12)	(2.12)
<b>Adjustment for:</b>						
Add: Depreciation	0.36	0	0	0	0	0
Add: Provision for taxation	0	0	0	0	0	0
Add: Preliminary Expenses	0	0.03	2.07	2.07	2.07	2.07
Less: Income Tax Paid		0.16	0	0	0	0
<b>Operating Profit/(Loss) before Working capital changes</b>	<b>27.21</b>	<b>4.01</b>	<b>0.90</b>	<b>(0.05)</b>	<b>(0.05)</b>	<b>(0.05)</b>
<b>Adjustments for:</b>						
Decrease/ (Increase) in Trade & Other Receivables	(14.09)	(0.57)	0	0	0	0
Decrease (Increase) in Inventories	2.04	(17.15)	0	0	0	0
Decrease (Increase) in Loans & Advances	152.00	(299.29)	0	0	0	0
Decrease (Increase) in Other Assets	(14.85)	0	0	0	0	0
Increase (Decrease) in Current Liabilities/ provisions	(5.57)	18.06	(2.46)	0.05	0.05	2.80
Increase in Share Capital/ application money received	0.05	309.37	2.00	0	0	(2.75)
<b>Net Cash flow from financing activities</b>	<b>119.58</b>	<b>10.42</b>	<b>(0.46)</b>	<b>0.05</b>	<b>0.05</b>	<b>0.05</b>
<b>Cash flow from Investing activities</b>						
Purchase of Fixed Assets	0	(3.59)	0	0	0	0
Capital Work in Progress	(152.14)	0	0	0	0	0
<b>Net Cash flow from Investing activities</b>	<b>(152.14)</b>	<b>(3.59)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Cash and cash equivalents at the beginning of the year / Period	11.39	0.55	0.11	0.11	0.11	0.11
Cash and cash equivalents at the end of the year/ Period	6.04	11.39	0.55	0.11	0.11	0.11
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(5.35)</b>	<b>10.84</b>	<b>0.44</b>	<b>0</b>	<b>0</b>	<b>0</b>



## **Annexure D**

### **Significant Accounting Policies & Notes to Accounts**

#### **I. Significant Accounting Policies**

##### **(A) BASIS OF ACCOUNTS**

The Financial statements are prepared under the historical cost convention, on the accrual basis of accounting in accordance with applicable mandatory accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and relevant presentational requirements of the Companies Act, 1956.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous years.

##### **(B) USE OF ESTIMATES**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

##### **(C) REVENUE RECOGNITION**

Revenue is recognized when the significant risks and rewards of ownership of goods have been passed to the buyer. Sales are recognized on inward of goods at customer's end, where applicable as per terms of sale (for domestic) and on the date of bill of lading (for exports). Income arising on disposal of scrap/waste is recognized on receipt basis.

##### **(D) TAXATION**

Provision for taxation is made for the income tax liability as per the provisions of the Income Tax Act, 1961. Deferred Tax is recognized on timing differences being the differences between the taxable incomes and accounting incomes that originate in one period and are capable of reversal in one or more subsequent period, at the current rate of tax.

##### **(E) PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized in the books of accounts and disclosed as notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

##### **(F) IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The

impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## **(G) INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

## **(H) EARNING PER SHARE**

The Company reports basic and diluted earnings per equity share in accordance with (AS) 20, Earnings per share notified under the Companies (Accounting Standard) Rules, 2006 (as amended). Basic earnings per share have been computed by dividing net income by the weighted average number of equity Shares outstanding for the period. Diluted earning per equity shares have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

## **(I) RETIREMENT BENEFITS**

Short-term employee benefits are recognised as an expense in the Statement of Profit and Loss of the year in which the related service is rendered. Post employment and other long term employee benefits as an expense in the Statement of Profit and Loss as and when paid.

## **(J) SEGMENT REPORTING**

### Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

### Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

#### Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

#### Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

## II. Notes to Accounts

### i. Depreciation

Depreciation on fixed assets has been provided on WRITTEN DOWN VALUE METHOD at the rate and in the manner specified in schedule XIV of the Companies Act, 1956.

### ii. Micro, Small and Medium Enterprises Development Act, 2006

Based on the information available with the Company in respect of MSME (as defined in the Micro Small & Medium Enterprise Development Act, 2006) there are no delays in payment of dues to such enterprises during the years/period.

### iii. Retirement Benefits

#### a) Gratuity and Retirement Benefits

Since none of the employees of the Company were in continuous service of more than five years, hence no provision for gratuity has been made.

#### b) Provident Fund & Pension

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

### iv. Inventory Valuation:

The Inventories have been valued at cost. The Inventory is physically verified by the management at regular intervals. Cost of Inventory comprises of Cost of Purchase, Cost of Conversion and other Costs incurred to bring them to their respective present location and condition. Costs of Raw Materials and Packing Materials are determined on FIFO basis.

### v. Segment Reporting

#### Primary Segment Information

The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the products and services produced. Presently the Company solely deals in business segment of Pre-press printing activities. The entire operations are governed by the same set of risks and returns and hence, have been considered as representing a single primary segment.

**vi. Additional information required pursuant to paragraphs 3, 4C & 4D of part II of Schedule VI of the Companies Act, 1956.**

Particulars	Rs. In lac					
	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Consumption of Raw Materials/Purchase of Stock in Trade	20.58	24.77	0	0	0	0
Consumable, Tools and Components	0	0	0	0	0	0
Value of Import on CIF Basis	0	0	0	0	0	0
Earning in Foreign Exchange (FOB Value of Export Sales)	0	0	0	0	0	0

**vii. Payment to Directors**

Particulars	Rs. In lac					
	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Director Remuneration	0.30	0	0	0	0	0

**viii. Contingent Liabilities: Nil**

ix. During the year ended March 31, 2013, the Company had taken over the running business of the partnership concern M/s. Raj Brother Associates. The partners of the firm are the directors and share holders of the company. All assets and liabilities of the firm were transferred to the company with effect from March 30, 2013.

x. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**Annexure E**

**Notes on material restatement and regrouping**

**Profit and Loss Account**

There are no items required to restate in the Profit & Loss Account for the six months ended on September 30, 2013 and financial years ended on March 31, 2013, 2012, 2011, 2010 and 2009.

**Assets and Liabilities Statement**

Particulars	Rs. In lac					
	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Short term loans and advances	299.44	0	0	0	0	0
Restated as per respective grouping						
Capital work in progress	152.14	0	0	0	0	0
Short term loans and advances	147.30					

## **Annexure F**

### **Summary of Statement of Share Capital, as Restated**

(Rs. In lac)

Particulars	30.09.2013		31.03.2013		31.03.2012		31.03.2011		31.03.2010		31.03.2009	
	Number	Rupees	Number	Rupees	Number	Rupees	Number	Rupees	Number	Rupees	Number	Rupees
Authorised Equity Shares of Rs. 10/- each	60,00,000	600.00	50,00,000	500.00	10,000	1.00	10,000	1.00	10,000	1.00	10,000	1.00
Subscribed and paid-up Equity Shares of Rs. 10/- each	31,18,150	311.82	31,17,650	311.77	10,000	1.00	10,000	1.00	10,000	1.00	10,000	1.00

## **Annexure G**

### **Summary of Statement of Reserve and Surplus, as Restated**

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Profit and loss account						
Opening Balance	(5.83)	(8.67)	(7.23)	(5.12)	(3.00)	(0.88)
Add: Profit/(Loss) for the year	18.55	2.84	(1.44)	(2.11)	(2.12)	(2.12)
Total	12.72	(5.83)	(8.67)	(7.23)	(5.12)	(3.00)

## **Annexure H**

### **Related party Transactions**

#### **1. List of related parties**

##### **i. Enterprises having significant influence over the reporting enterprise: Nil**

##### **ii. Associates**

Oceanic Edibles International Ltd.  
 Oceanic Tropical Fruits Pvt. Ltd.  
 Oceanic Bio Harvest Ltd.  
 Object Frontier Software Pvt. Ltd  
 Oceanaa Actizones Beverages Pvt. Ltd.  
 Oceanic Agro Intellectual Integrated India Pvt. Ltd.

##### **iii. Individuals (directly/indirectly) having control over the reporting enterprise / Key Managerial Personnel**

Mr. A. Joseb Raj – Promoter & Director  
 Mrs. Vimalla Joseb – Promoter & Managing Director

##### **iv. Subsidiary: Nil**

##### **v. Joint Venture Companies : Nil**

vi. Relatives of the individuals mentioned at (iii) with whom transactions have taken place during the period/ year: Nil

2. (i) Transactions with related parties - Directors

(Rs. In lac)

Particulars/transactions	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Mrs. Vimalla Joseb – Promoter &amp; Managing Director</b>						
Directors Remuneration	0.30	0	0	0	0	0
Rent paid	0	0	0	0	0	0
Loan taken (net)	0	0	0	0	0	0
Loan repaid	0	0	0	0	0	0
Closing balance	0	0	0	0	0	0
Unsecured loan	0	0	0	0	0	0

(ii) Transactions with group company

(Rs. In lac)

Particulars/transactions	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Oceanic Edibles International Limited</b>						
Lease Deposit for Food Testing Lab	50.00	0	0	0	0	0
Loan taken (net)	0	0	0	0	0	0
Loan repaid	0	0	0	0	0	0
Closing balance	0	0	0	0	0	0
Unsecured loan	0	0	0	0	0	0

(iii) Issue of share capital to related parties (cash)

Particulars/transactions	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Ms.Lithya Raj</b>						
No. of Shares	100	0	0	0	0	0
Amount paid in cash (Rs. In lac)	0.01	0	0	0	0	0
<b>Mr. James Walter</b>						
No. of Shares	100	0	0	0	0	0
Amount paid in cash (Rs. In lac)	0.01	0	0	0	0	0

(iv) Issue of share capital to related parties (on business takeover)

Particulars/transactions	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Mr. A. Joseb Raj – Promoter &amp; Director</b>						
No. of Shares allotted (Face Value of Rs. 10/- each)	0	18,825	0	0	0	0
Consideration (in Rs.)	0	1,88,250	0	0	0	0
<b>Mrs. Vimalla Joseb– Director &amp; Shareholder</b>						
No. of Shares allotted (Face Value of Rs. 10/- each)	0	18,825	0	0	0	0
Consideration (Rs. In lac)	0	1,88,250	0	0	0	0

**Annexure I**

**Summary of accounting ratios**

(Rs. In lac)

Sl. No.	Particulars	Six months period ended September 30, 2013	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011	Year ended March 31, 2010	Year ended March 31, 2009
A	Net worth as per Balance Sheet	310.21	306.54	(5.67)	(8.42)	(8.37)	(8.32)
B	Profit/(Loss) after Tax, as restated	18.55	2.84	(1.44)	(2.12)	(2.12)	(2.12)
c	Weighted average number of equity shares outstanding during the period (not annualised)/ year	31,18,093	27,028	10,000	10,000	10,000	10,000
D	Adjusted earnings per share of Face Value of Rs. 10/- each (not annualised for six months period ended September 30, 2013)	0.60	10.51	(14.40)	(21.20)	(21.20)	(21.20)
E	Number of equity shares outstanding at the end of the year / period (Face Value of Rs. 10/- each)	31,18,150	31,17,650	10,000	10,000	10,000	10,000
F	Net Asset Value per share (Face Value of Rs. 10/- each)	9.95	9.83	(56.70)	(84.20)	(83.70)	(83.20)
G	Return on Net Worth (%)	4.10*	169.25%**	NA	NA	NA	NA

Notes:

1. An Earnings per Share is calculated in accordance with Accounting Standards 20 "Earning Per Share" notified under the Companies (Accounting Standard) Rules, 2006 (as amended).
2. The above Ratios have been calculated based on Restated Financial Statements.
3. Return on Networth has been calculated based on:
  - \* Not annualised (taken for quarter ended September 30, 2013)
  - \*\* Taken from the date of merging of partnership firm with the Company
4. The E.P.S. calculated above is not in conformity with Audit Report of respective Financial Year due to change in the calculation of weighted average number of shares as mentioned below:

**Calculation of Weighted Average Number of Shares during the Year**

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Total Number of Equity Shares outstanding at the beginning of the year	31,17,650	10,000	10,000	10,000	10,000	10,000
Fresh Issue of equity shares on March 30, 2013		30,70,000				
March 30, 2013 ( issued on business takeover of partnership firm)	0	37,650	0	0	0	0
Fresh Issue of equity shares issued on April 22, 2013	500	0	0	0	0	0
Total Equity Shares at the end of the year	31,18,150	31,17,650	10,000	10,000	10,000	10,000
Weighted Average number of equity shares outstanding during the year/period	31,18,093	27,028	10,000	10,000	10,000	10,000

**Calculation of Net Worth, As Restated in Financial Statements**

Notes:

$$\text{Basic Earnings Per Share (Rs.)} = \frac{\text{Net Profit after Tax before Extraordinary Items less Preference dividend}}{\text{Weighted Average Number of Equity Shares outstanding during the year}}$$

$$\text{Diluted Earnings Per Share (Rs.)} = \frac{\text{Net Profit after Tax after Extraordinary Items less Preference dividend}}{\text{Weighted Average Number of Diluted Equity Shares outstanding during the year}}$$

$$\text{Net Asset Value Per Share (Rs.)} = \frac{\text{Net worth excluding Revaluation Reserve}}{\text{Number of Equity Shares outstanding during the year}}$$



$$\text{Return on Net Worth (\%)} = \frac{\text{Net Profit after Tax and before Extraordinary Items}}{\text{Net worth excluding Revaluation Reserve}}$$

Net Worth = Equity Share Capital + Reserves & Surplus (Excluding revaluation reserve, if any) + Share Application Money (pending allotment) – Miscellaneous Expenditure + Preference Share Capital.

Net Profit, as restated as appearing in the summary statement of profit and losses, of the company has been considered for the purpose of computing the above ratios.

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Share Capital	311.82	311.77	1.00	1.00	1.00	1.00
Reserves & Surplus	12.72	-5.83	-8.67	-7.23	-5.12	-3.00
Share Application Money (pending allotment)	0.55	0.60	2.00	0	0	0
<b>Total</b>	<b>325.09</b>	<b>306.54</b>	<b>-5.67</b>	<b>-6.23</b>	<b>-4.12</b>	<b>-2.00</b>
Less: Miscellaneous Expenditure to the extent not written off	14.88	0	0	2.19	4.25	6.32
<b>Net Worth</b>	<b>310.21</b>	<b>306.54</b>	<b>-5.67</b>	<b>-8.42</b>	<b>-8.37</b>	<b>-8.32</b>

## Annexure J

### Details of Current Liabilities & Provisions, as Restated

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
<b>Current Liabilities</b>						
Sundry Creditors	14.06	20.60	6.08	8.54	8.49	8.43
Expenses payable	4.51	3.54	0	0	0	0
<b>Total Current Liabilities</b>	<b>18.57</b>	<b>24.14</b>	<b>6.08</b>	<b>8.54</b>	<b>8.49</b>	<b>8.43</b>
<b>Provisions</b>						
Provision for taxes	9.70	1.41	0.27	0	0	0
<b>Total</b>	<b>28.27</b>	<b>25.55</b>	<b>6.35</b>	<b>8.54</b>	<b>8.49</b>	<b>8.49</b>

## **Annexure K**

### **Statement of Sundry Debtors, as Restated**

(Rs. In lac)

<b>Particulars</b>	<b>30.09.2013</b>	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2011</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
Outstanding for a period exceeding six months	0	0	0	0	0	0
Considered good	0	0	0	0	0	0
Considered doubtful	0	0	0	0	0	0
Other Debts	14.66	0.57	0	0	0	0
Considered good	14.66	0.57	0	0	0	0
Considered doubtful	0	0	0	0	0	0
<b>Total</b>	<b>14.66</b>	<b>0.57</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

Note: The above includes debts due from related parties which as disclosed under Annexure H.

## **Annexure L**

### **Statement of Other Current Assets, as Restated**

(Rs. In lac)

<b>Particulars</b>	<b>30.09.2013</b>	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2011</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
Stock in Trade	15.12	17.15	0	0	0	0
Cash and Bank balance	6.04	11.39	0.55	0.11	0.11	0.11
<b>Total</b>	<b>21.16</b>	<b>28.54</b>	<b>0.55</b>	<b>0.11</b>	<b>0.11</b>	<b>0.11</b>

## **Annexure M**

### **Details of Loans and Advances, as Restated**

(Rs. In lac)

<b>Particulars</b>	<b>30.09.2013</b>	<b>31.03.2013</b>	<b>31.03.2012</b>	<b>31.03.2011</b>	<b>31.03.2010</b>	<b>31.03.2009</b>
Advances recoverable in cash or in kind or for value to be received	147.30	299.29	0	0	0	0
Considered good	147.30	299.29	0	0	0	0
Other Current Assets	14.86	0.04	0.04	2.08	2.07	4.24
Deposits & retentions	0	0	0	0	0	0
Advance tax	0	0	0	0	0	0
<b>Total</b>	<b>162.19</b>	<b>299.33</b>	<b>0.04</b>	<b>2.08</b>	<b>2.07</b>	<b>4.24</b>

Note: The above includes loans and advances due from related parties which as disclosed under Annexure H.

## Annexure N

### Capitalization Statement

(Rs. In lac)

Particulars	Pre Issue as at 30.09.2013	Post Issue*
<b>Debt</b>		
Short Term Debt	0	0
Long Term Debt	0	0
Total Debt	0	0
<b>Shareholders' Fund</b>		
Share Capital – Equity Shares	311.82	521.82
Profit & Loss Account	12.72	12.72
Total Shareholders' Fund	324.54	534.54

Note: The capitalization statement has been calculated on the basis of restated financial statements.

\* The Post Issue capitalization statement assumes that debt level of the Company to be same as that of September 30, 2013.

## Annexure O

### RESTATED UNCONSOLIDATED STATEMENT OF TAX SHELTER

(Rs. In lac)

Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Profit/(Loss) before tax as per restated P/L	26.85	4.14	-1.17	0	0	0
Tax at normal rate on profits (A)	8.30	1.30	0.27	0	0	0
Adjustments:						
Other adjustments	0	0	0	0	0	0
Tax expenses/ (savings) thereon (B)	0	0	0	0	0	
Total tax payable (C= A+B)	8.30	1.30	0.27	0	0	0
Tax Payable as per Minimum Alternate Tax u/s 115 JB of Income Tax Act, 1961 (D)	4.97	0.77	0	0	0	0
<b>Net Tax (Higher of C &amp; D)</b>	8.30	1.30	0.27	0	0	0

## **Annexure P**

### **Segment reporting**

#### **Primary Segment Information**

The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the products and services produced. Presently the Company solely deals in business segment of trading in Aquaculture products. The entire operations are governed by the same set of risks and returns and hence, have been considered as representing a single primary segment.

#### **Secondary segment information**

Presently the Company has only domestic segment sale. The proposed food analysis business also will have domestic segment only, therefore segment wise reporting is not given.

## MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2009, 2010, 2011, 2012, 2013 and for the period ended September 30, 2013 in the chapter titled "Financial Information" on page 106 of the Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.*

### 1. Overview of the business

Our company was originally incorporated as Oceanic Shelters Private Limited on October 28, 2005 with the Registrar of Companies, Chennai, Tamil Nadu. The Company was converted into a Public Limited Company vide fresh certificate of incorporation issued by RoC on June 13, 2013. Our main Objects on incorporation were the activities relating to infrastructures business. In March 2013, our Company took over the partnership firm from promoter group engaged in trading of pre-press printed materials. After taking over of partnership firm, the management has taken various steps to enter into new line of business viz. to set up food testing laboratories.

Our company was renamed to Oceanaa Biotek Industries Limited with effect from June 28, 2013 vide fresh Certificate of Incorporation issued by Registrar of Companies, Chennai, Tamil Nadu.

### 1. Significant Developments subsequent to the last financial year

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely affect the trading or profitability of the Company or the value of its assets, or its ability to pay liabilities within next twelve months.

### 2. Factors that may affect the results of the operations

Except as otherwise stated in the Prospectus, the Risk Factors given in this Prospectus and the following important factors could cause actual results to differ materially from the expectations include, among others:

- General economic and business conditions;
- Our ability to successfully implement its strategy and its growth and expansion plans;
- Increasing competition in the industry;
- Our ability to attract and retain qualified personnel;
- Changes in interest rates and tax laws in India;
- Government approvals
- Changes in political and social conditions in India

### 3. DISCUSSION ON THE RESULTS OF OPERATIONS

The following discussion on the financial operations and performance is based on our restated financial statements for the FY 2008-2009, 2009-2010, 2010-11, 2011-2012, 2012-2013 and for the period ended September 30, 2013. The same should be read in conjunction with the restated audited financial results of our Company for the years ended March 31, 2009, 2010, 2011, 2012, 2013 and for the period ended September 30, 2013.

#### Discussion on the results of Operations for the 6 months ended September 30, 2013

(Rs. In Lac)

Particulars	Six Months (Rs. In Lac)	% of Total Income
Total Income	63.58	100%
Expenditure (Excluding Depreciation & Tax)	36.37	57.20
Depreciation	0.36	0.57
Provision for Tax	8.30	13.05
Net Profit / (Loss) after Tax	18.55	29.18

#### Analysis on Results of Operation

We have commenced our normal business operations in the fiscal year 2012-13 after taking over of partnership firm from Promoters; hence our income and expenditure, our results of operations of fiscal year 2012-13 are not comparable with previous years.

The following table sets forth certain information with respect to our results of operations for the periods indicated read together with notes to accounts, accounting policies and auditor's report as appearing in this Prospectus.

(Rs. In Lac)

Particulars	September 30, 2013 (not annualized)	2013	2012	2011
Income from Operations	63.58	34.00	1.00	0
Increase/ (Decrease) (%)	87%	3300%	100%	0
Expenditure:				
Purchase of Stock in Trade	20.58	24.77	0	0
Increase/ (Decrease) (%)	-16.92%	100%	0	0
Change in inventories	2.04	-17.00	0	0
Increase/ (Decrease) (%)	88%	100%		
Employee benefit expenses	12.03	17.78	0	0
Increase/ (Decrease) (%)	-32.34	100%	0	0
Other expenses	1.73	4.31	2.17	2.12
Increase/ (Decrease) (%)	-59.86	98.62%	2.36%	100%
Net Profit / (Loss) before Tax	26.85	4.14	-1.17	-2.12
Increase/ (Decrease) (%)	548.55	453.85%	44.81	100%
Provision for Tax	8.30	1.30	0.27	0
Net Profit / (Loss) after Tax	18.55	2.84	-1.44	-2.12
Increase/ (Decrease) (%)	553.17%	297.22%	32.07%	100%

**Other Information:**

**a) Unusual or infrequent events or transactions**

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

**b) Significant economic changes that materially affected or are likely to affect income from continuing operations**

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

**c) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

**d) Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.**

To our knowledge, there are no known factors which might affect future relationship between cost and income other than as stated in this section and the sections titled "Risk Factors" on page no. 14 and "Business Overview" on page no.68.

**e) The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices**

The increase in revenues is by and large linked to increases in volume of all the activities carried out by the Company.

**f) Total turnover of each major industry segment in which the Company operated**

The Company presently operates in single segment i.e. trading activities.

**g) Status of any publicly announced New Products or Business Segment**

The Company has not announced any new products or business segment other than stated in the section titled "Objects" of IPO on Page no. 48.

**h) The extent to which our Company's business is seasonal**

Our business is not related to seasonal trends

**i) Any significant dependence on a single or few suppliers or customers**

We are not under threat of dependence from any single supplier or customer.

**j) Competitive conditions**

We operate in a fragmented industry and face increasing competition from other competitors and new participants.

## SECTION VII: LEGAL AND OTHER INFORMATION

### A. OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits or civil proceedings, or criminal proceedings, or prosecutions, or tax liabilities by or against us, our Subsidiaries, against our Directors, or our Promoters or our Group Companies, and there are no defaults, non-payment of statutory dues, over dues to banks/ financial institutions, defaults against banks/ financial institutions, defaults in dues payable to holders of any debentures, bonds or fixed deposits, and defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ and other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of part 1 of Schedule XIII of the Companies Act) that would result in material adverse effect on our business taken as a whole. None of the aforesaid persons / companies is on RBI's list of willful defaulters. Unless stated to the contrary, the information provided below relating to the Company is as of the date of this Prospectus.

#### 1. Outstanding litigations involving our Company

##### I. CASES FILED BY OUR COMPANY

###### Civil Cases

There are no civil proceedings filed by our Company.

###### Criminal Cases

There are no criminal proceedings filed by our Company

##### II. CASES FILED AGAINST OUR COMPANY

###### Civil proceedings

There are no civil proceedings filed against our Company.

###### Criminal Proceedings

There are no criminal proceedings filed against our Company.

##### III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

##### IV. LITIGATIONS INVOLVING OUR PROMOTERS

###### (i) Proceedings of Civil nature

###### (a) By the promoters

NIL

###### (b) Against the promoters

NIL

###### (ii) Proceedings of a Criminal nature-

###### (a) By the promoters

NIL

###### (b) Against the promoters

NIL



## V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

### (i) Proceedings of Civil nature

#### (a) By the Directors of our Company

NIL

#### (b) Against the Directors of our Company

NIL

### (ii) Proceedings of a Criminal nature-

#### (a) By the Directors of our Company

NIL

#### (b) Against the Directors of our Company

NIL

## MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there has not arisen, since the date of the last audited financial statements disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

### a.) Litigations against the issuer

#### Criminal Proceedings

There are no criminal proceedings pending against the Company, its Promoters and its Directors as on the date of filing this Prospectus

#### Income Tax / Sales Tax Proceedings

There are no income tax and Sales Tax notices, claims and/or proceedings pending against the Company as on date of filing of this Prospectus.

### b. Litigations against the directors involving violation of statutory regulations or alleging criminal offence:

**Nil**

### c. Criminal / civil prosecution against the directors for any litigation towards tax liabilities: **Nil**

### d. Pending proceedings initiated for economic offences against the Company and its directors along with their present status: **Nil**

### e. Adverse findings, if any, in respect of the issuer as regards compliance with the securities laws: **Nil**

### f. Details of the past cases in which penalties were imposed by the authorities concerned on the Company or its directors: **Nil**

- g. Outstanding litigations, defaults, etc. pertaining to matters likely to affect operations and finances of the issuer, including disputed tax liabilities, prosecution under any enactment in respect of Schedule XIII to the Companies Act, 1956 (1 of 1956) etc.; **Nil**
- h. Arbitration Proceedings: There have been no Arbitration proceedings pending against the Company as on date of filing of this Prospectus
- i. Dues owed by the Company to Micro, Small and Medium Industries: **Nil**

## 2. Outstanding Litigations involving the Promoters and Group Companies

### a) Civil Proceedings :

The Deputy Registrar of Companies, Chennai had filed two complaints each before Addl. Chief Metropolitan Magistrate (E.O.I), Chennai against two group companies viz. Oceanic Edibles International Limited and Oceanic Tropical Fruits Private Limited under Section 162(1) and 220(3) of the Companies Act, 1956 (i) for not placing Balance Sheet and Profit and Loss Account for the year ended March 31, 2011 in the Annual General Meeting not later than September 30, 2011 and also non filing of the same with RoC within 30 days of holding AGM (ii) for non filing of Annual Return for the year ended March 31, 2011 before its due date i.e November 30, 2011.

The Addl. Chief Metropolitan Magistrate (E.O.I), vide his Order dated September 10, 2012 had ordered Oceanic Edibles International Limited and Oceanic Tropical Fruits Private Limited to pay a total fine of Rs. 5900/- each per complaint and to file Balance Sheet, Profit & Loss Account and Annual Return within two months from the date of Order, which the two group companies has complied with. However, the website of Ministry of Corporate Affairs still showing, these two complaints status as "In Progress".

### b) Other than the above stated civil litigation, there are no Litigations against Promoters and Group Companies involving Statutory Regulations, Criminal Proceedings, Tax Proceedings and any past penalty imposed under Securities Law.

- 3. a) The names of small scale undertakings or any other creditors to whom the Company owes a some exceeding Rs. One Lac which is outstanding more than thirty days – **Nil**
- b) Litigations not involving the issuer but whose outcome could have a materially adverse effect of the position of the issuer – **Nil**
- c) Litigations against Directors involving Statutory Regulations, Civil Proceedings, Criminal Proceedings, Tax Proceedings and any past penalty imposed under Securities Law - **Nil**

### **Contingent Liability**

Contingent Liability of the Company as on March 31, 2013 - **Nil**

We confirm that:

- 1. Except as mentioned above, there is no material litigation, default or notices in relation to the Company, its Subsidiaries, Promoters and Group Companies.

2. There are no over dues to banks or financial institutions, defaults against banks or financial institutions by the Company. However, there are over dues payable by the Group Companies and Promoters to banks.
3. There are no pending litigations in respect of Group Companies with which the Promoters were associated in the past but are no longer associated.
4. There have been no adverse findings in relation to compliance with securities laws.
5. There have been no past cases where penalties were imposed against the Company or its Directors.
6. None of the Group Companies are defunct and hence there are no litigations pending in that regard.
7. There are no pending proceedings initiated for economic offences against our Company or our Directors other than what has been disclosed in this Section;
8. There are no outstanding litigations, defaults, etc. pertaining to matters likely to affect operations and finances of the issuer, including disputed tax liabilities, prosecution under any enactment under the Companies Act, 1956 (1 of 1956) etc.
9. There are no pending litigations, defaults, non-payment of statutory dues, proceedings initiated for economic offences or civil offences (including the past cases, if found guilty), any disciplinary action taken by SEBI or stock exchanges against our Company or our Directors
10. There are no small scale undertaking(s) or any other creditors to whom our Company owes a sum exceeding Rs. one lac which is outstanding more than thirty days.
11. There are no actions taken by SEBI or any case under securities law pending as on date or which were concluded during the past three years against the Company, its directors, its Promoters and Promoter Group companies as well as directors of the Promoter Group companies.
12. No litigations have occurred after the filing of the offer document.

#### **4. Material Developments since the last balance sheet date**

There have been no material developments, since the date of the last balance sheet otherwise than as disclosed in the section titled 'Management's Discussion and Analysis of Financial Condition and Results of Operations on page 124 of this Prospectus.

## B. GOVERNMENT APPROVALS OR LICENCING ARRANGEMENTS:

The Company has received all the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/certification bodies required for its business and no further approvals are required by the company for carrying on the present business activities of the Company. No further approvals from any Government authority/Reserve Bank of India (RBI) are required by the Company to undertake the existing activities, save and except those approvals, which may be required to be taken in the normal course of business from time to time

It must, however, be distinctly understood that in granting the above approvals, the Government, RBI and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in the Prospectus.

The following statement sets out the details of licenses, permissions and approvals taken by the Company under various Central and State Laws for carrying out its business.

### APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on July 27, 2013, authorize the Issue.
2. The shareholders of our Company have, pursuant to a resolution August 19, 2013, authorized the Issue.

#### Approvals for our Business

The Company has received the following major government and other approvals in relation to its business:

Sr. No.	Description	Reference/License Number	Date of Issue	Date of Expiry
1	Permanent Account Number	AAAC08057E	October 28, 2005	N.A
2	Tax Deduction Account Number	CHEO04721d	March 12, 2013	N.A
3	Tamil Nadu Value Added Tax (VAT)	33691484588	September 28, 2012	N.A
4	Central Sales Tax (CST)	1066923	September 28, 2012	N.A

#### Pending Approvals

There are no pending approvals and no further approvals required for the present activities of the Company.

## **SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

The Issue has been authorised by a resolution of the Board dated July 27, 2013. The shareholders have authorised the Issue by a special resolution passed pursuant to section 81(1A) of the Companies Act at the EGM of our Company held on August 19, 2013.

Our Company has obtained in-principle approval from the SME Platform of BSE for using its name in the Prospectus pursuant to letter dated February 17, 2014. BSE is the Designated Stock Exchange.

### **Prohibition by SEBI**

Our Company, our Directors, our Promoters, the Promoter Group or the person(s) in control of our Company have not been debarred from accessing the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or the RBI or any other regulatory or governmental authority. The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

The companies, with which any of the Promoters, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control, have not been debarred from accessing the capital markets under any order or direction passed by SEBI or the RBI or any other regulatory or governmental authority.

Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.

None of the Directors are associated in any manner with the securities market.

### **Prohibition by RBI**

Our Company, our Directors, our Promoters, the relatives (as defined under the Companies Act) of our Promoter, the Promoter Group and companies in which our Directors, Promoter are associated as directors or promoter have not been declared as willful defaulters by RBI or any other governmental authorities, except as details provided in the chapter *“Outstanding Litigations, Material Developments and Other Disclosures”* beginning on page 127 of the Prospectus.

### **Eligibility for the Issue**

Our company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our company is eligible for the Issue in accordance with Regulation 106(M)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an issuer whose post issue paid up capital is less than 10 Crores and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ( in this case being the “SME Platform of BSE”).

We confirm that:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue is hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the Total Issue Size. *For further details pertaining to said underwriting please refer to “General Information – Underwriting” on page 36 of this Prospectus.*
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 39 of the Companies Act, 2013.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares on the SME Platform of BSE. For further details of the arrangement of market making please refer to “General Information – Details of the Market Making Arrangements for this Issue” on page 37 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 19, 2012, which states as follows:

**BSE ELIGIBILITY NORMS: ([www. http://www.bsesme.com/aboutpublicissue.aspx](http://www.bsesme.com/aboutpublicissue.aspx))**

***1. Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results***

Our Company has Net Tangible Assets of Rs. **325.10** Lac, which is in excess of Rs. 1 Crore as per the latest audited annual financial results. Our Net Tangible Assets as per the restated audited financial statements as on September 30, 2013 are disclosed as under:

	(Rs.in Lac)
Fixed Assets- Net Block	3.22
Capital work in progress	152.14
<i>Current Assets, Loans and Advances:</i>	
Receivables	14.66
Inventories	15.12
Cash & Bank Balances	6.04
Deposits & Advances	147.30
Other Assets	14.89
<b>Total Assets (A)</b>	<b>353.37</b>
<i>Less: Current Liabilities &amp; Provisions:</i>	
Current Liabilities	18.57
Provisions	9.70
<b>Total Current Liabilities &amp; Provisions (B)</b>	<b>28.27</b>
<b>Net Tangible Assets (A-B)</b>	<b>325.10</b>

Net tangible assets are defined as sum of Fixed Assets (including capital work in progress and excluding revaluation reserve), trade investments and current assets (excluding deferred tax assets and intangible assets as defined in AS-26 issued by ICAI) less current liabilities & Provisions.

**2. Net worth (excluding revaluation reserves) of at least Rs. 1 crore as per the latest audited financial results**

Our Company satisfies the above criteria. Our Net Worth as per the restated audited financial statements as on September 30, 2013 is as under:

	(Rs. Lac)
Share Capital	311.82
Add: Reserves & Surplus	12.73
Share application money	0.55
Less: Miscellaneous Expenses to the extent not written off	14.88
<b>Net Worth</b>	<b>310.22</b>

(Net worth includes Equity Share Capital and Reserves, (Net of Miscellaneous Expenditure not written off, if any)

**3. Track record of distributable profits in terms of sec. 205 of Companies Act, 1956 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least Rs. 3 Crores.**

Our Company has distributable profits in terms of sec. 205 of Companies Act, 1956, as detailed below:

	(Rs.in Lac)					
Particulars	30.09.2013	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Net Profit	18.55	2.84	-1.44	-2.12	-2.12	-2.12

**4. Other Requirements**

**a. The post-issue paid up capital of the company shall be at least Rs. 1 crore.**

As on the date of Prospectus, Our Company has a paid up capital in Rs.311.82 Lac, which is in excess of Rs. 1 crore, and the Post Issue Capital shall also be in excess of Rs. 1 crore.

- b. The company shall mandatorily facilitate trading in demat of securities and enter into an agreement with both the depositories.***

Our Company will ensure that before filing the prospectus with ROC will enter into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. Also the Equity Shares allotted through this Issue will be in dematerialized mode.

- c. Companies shall mandatorily have a website.***

Our Company has a live and operational website: [www.oceanaabiotek.com](http://www.oceanaabiotek.com)

***5. Certificate from the applicant company / promoting companies stating the following:***

- a. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).***

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR)

- b. There is no winding up petition against the company that has been accepted by a court.***

There is no winding up petition against our Company that has been accepted by a court

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE.

**Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER V.B.DESAI FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, V.B.DESAI FINANCIAL SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 7, 2014 WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**



2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER;

**WE CONFIRM THAT:**

- A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956/2013 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
  4. WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
  5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
  6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
  7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**
- 13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**
- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR.**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.**

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PREISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. - Noted
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, THE CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. – Not Applicable
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 110[106P] AND 111[106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, HAVE BEEN MADE.
7. WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. – Not Applicable

**DISCLAIMER CLAUSE OF BSE**

BSE Limited ("BSE") has given vide its letter dated February 17, 2014, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for granting the aforesaid permission to this company. BSE does not in any manner:-

- i. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document;  
or
- ii. Warrant that this company's securities will be listed or will continue to be listed on BSE; or
- iii. Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk

#### Price Information and the track record of the past Issues handled by the Lead Manager:

Sr.No	Issue Name	Issue size (Rs. In cr)	Issue price Rs.	Listing date	Opening price on listing date. Rs.	Closing price on listing date Rs.	% Change in price on listing date (closing) vs. Issue price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar day from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar day from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar day from listing day (Closing)
Nil														
Financial Year	Total no. of IPOs	Total Funds Raised (Rs. In cr)	No. of IPOs trading at discount on listing date			No. of IPOs trading at premium on listing date			No. of IPOs trading at discount as on 30th calendar day from listing day			No. of IPOs trading at premium as on 30th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2013-14			Not Applicable											
2012-13			Not Applicable											
2011-12			Not Applicable											

#### CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Issue Management entered into among the Lead Manager and our Company dated October 21, 2013, the Underwriting Agreement October 21, 2013 entered into among the Underwriters and our Company and the Market Making Agreement dated October 21, 2013 entered into among the Lead Manager, Market Maker and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers or elsewhere.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India {including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds}. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Chennai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **FILING**

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at Overseas Towers, 7<sup>th</sup> Floor, 756-L, Anna Salai, Chennai – 600 002, Tamil Nadu.

A copy of the Prospectus, along with the documents required to be filed under Section 56 and 60 of the Act and other relevant provisions of the Companies Act, 2013 will be delivered to the RoC situated at Block No.6, 'B' Wing, 2<sup>nd</sup> Floor, Shastri Bhawan, 26, Haddows Road, Chennai – 600 034 Tamil Nadu, India.

## **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In-principle approval from SME Platform of BSE. However applications will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised. The SME Platform of BSE has given its in-principal approval for using its name in our Prospectus vide its letter dated February 17, 2014.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 39 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within twelve Working Days from the Issue Closing Date.

## **Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

“Any person who:

- a. makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein,  
or
- b. otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years.”

## CONSENTS

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, Statutory Auditors, Peer Review Auditors and (b) the Lead Manager, Underwriter, Bankers to the Issue, Registrar to the Issue, the Legal Advisors to the Issue, to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 60 and 60B of the Companies Act, 1956 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Ashvin Damania & Co., Chartered Accountants, the Peer Review Auditors of the Company have agreed to provide their written consent to the inclusion of their report dated December 9, 2013 on restated financial statements. M/ S. Devaraj & Co., Chartered Accountants, the Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their report statement of funds deployed dated October 15, 2013 and statement of tax benefits dated November 7, 2013 relating to the possible tax benefits, as applicable, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

## EXPERT OPINION

The Company has not obtained any opinions from an expert as per the Companies Act.

## PUBLIC ISSUE EXPENSES

The Management estimates an expense of Rs. 40 Lac towards Issue expense. The expenses of this Issue include, among others, underwriting and management fees, market making fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated Issue expenses are as follows:

(Rs. In Lac)				
Sr. No.	Particulars		% of Issue expenses	% of Issue size
1	Payment to Merchant Banker, market making fees, selling commissions, Underwriting, SCSB commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers, etc. and other out of pocket expenses	28.80	72.00%	13.71%
2	Printing & Stationery, Distribution, Postage, etc.	3.00	7.50%	1.43%
3	Advertisement & Marketing Expenses	3.00	7.50%	1.43%
4	Regulatory & other expenses	5.20	13.00%	2.48%
Total estimated Issue expenses		40.00	100.00	19.05%

## Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Memorandum of Understanding dated April 16, 2013 with the Lead Manager V.B.Desai Financial Services Limited the Underwriting Agreement dated October 21, 2013 and the Market Making Agreement dated October 21, 2013 among the Company and the Lead Manager and other parties, a copy of which is available for inspection at our Registered Office.



### **Fees Payable to the Registrar to the Issue**

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as the per the MoU between our Company and the Registrar to the Issue dated July 25, 2013. The Registrar to the Issue will be reimbursed for all out of pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/speed post/under certificate of posting.

### **Underwriting commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offer of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our incorporation.

### **Previous Rights and Public Issues**

We have not made any previous rights and public issues in India or abroad in the five years preceding the date of the Prospectus.

### **Previous issues of shares otherwise than for cash**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 39 of the Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

### **Companies under the same management**

Except as stated in the chapter titled "*Our Promoter and Our Promoter Group*" beginning on page 97 and 100 respectively of this Prospectus, there are no companies under the same management within the meaning of section 370 (1B) of the Companies Act. No company under the same management as the Company within the meaning of Section 370(1B) of the Companies Act has made any public issue (including any rights issues to the public) during the last three years.

### **Promise v. Performance – Associates**

Our Company and Promoter Group have not made any previous rights and public issues.

### **Outstanding Debentures, Bond Issues, or Preference Shares**

Our Company does not have any outstanding debentures, bonds or preference shares as of the date of the Prospectus.

### **Stock Market Data for our Equity Shares**

This being an initial public offering of our Company, the Equity Shares of our Company are not listed on any stock exchanges.



## **INVESTOR GRIEVANCES AND REDRESSAL SYSTEM**

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid cum Application Form was submitted by the ASBA Applicants.

We have appointed Mrs. S.Harinee as the Compliance Officer for this Issue and she may be contacted at the registered office of the Company. The contact details are as follows:

Mrs. S. Harinee  
15, Zackaria Colony, 4<sup>th</sup> Street  
Choolaimedu, Chennai  
Tamil Nadu – 600 094  
Tel: +91 44-30241900  
Fax: +91 44-30241990  
Email address: obil@oceanaabiotek.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

### **Change in Auditors**

There has been no change in the statutory auditors of our Company for the last three years.

### **Capitalisation of Reserves or Profits**

Our Company has not capitalised our reserves or profits during the last five years, except as stated in the chapter titled “*Capital Structure*” beginning on page 39 of the Prospectus.

### **Revaluation of Assets**

Our Company has not revalued its assets in the last five years.

## SECTION VII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

### Authority for the Issue

The present Initial Public Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on July 27, 2013 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on August 19, 2013 in accordance with the provisions of Section 81(1A) of the Companies Act, 1956.

### Ranking of Equity Shares

The Equity Shares being offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to "*Main Provisions of the Articles of Association*" on page 175 of this Prospectus.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 1956/2013. For further details, please refer to "*Dividend Policy*" on page 105 of this Prospectus.

### Face Value and Issue Price

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Prospectus at par i.e. Rs.10/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" on page 53 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting rights, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy;
4. Right to receive offer for rights shares and be allotted bonus shares, if announced;
5. Right to receive surplus on liquidation;
6. Right of free transferability; and
7. Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please refer to Section titled "Main Provisions of Articles of Association" beginning on page 175 of this Prospectus.

### **Minimum Application Value; Market Lot and Trading Lot**

As per the provisions of the Depositories Act, 1996, and Section 29 of the Companies Act, 2013 the shares of a Body Corporate can be in dematerialised form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialised form only.

The trading of the equity shares will happen in the minimum contract size of 10,000 equity shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 10,000 Equity Shares subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 12 Working days of closure of issue.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 109A of the Companies Act, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A

person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 109A of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 109B of the Companies Act, any Person who becomes a nominee by virtue of Section 109A of the Companies Act, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed on page 36 of this Prospectus.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

### **Arrangements for disposal of odd lots**

The trading of the equity shares will happen in the minimum contract size of 10,000 shares. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

## **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer sub-heading "*Main Provisions of the Articles of Association*" on page 175 of this Prospectus.

## **Option to receive Equity Shares in dematerialized Form**

All the shares shall be issued and allotted in de-materialized form. As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

## **Migration to Main Board**

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

1. If the Paid up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market making**

The shares offered though this Issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME platform for a minimum period of three years from the date of listing of shares offered though this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to "General Information – Details of the Market Making Arrangements for this Issue" on page 37 of this Prospectus.

### **New financial instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

### **Underwriting Agreement**

Underwriting Agreement dated October 21, 2013 has been entered into between our Company and the LM, who is the underwriters in this Issue. This issue is 100% underwritten.

### **Filing of the Prospectus with the RoC**

The Company will file a copy of the Prospectus with the RoC in terms of section 60 and 60B of the Companies Act, 1956 and under other relevant provisions of the Companies Act, 2013.

### **Pre-Issue Advertisement**

Subject to section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### **WITHDRAWAL OF THE ISSUE**

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- (i) The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
- (ii) The final RoC approval of the Prospectus after it is filed with the RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Chennai, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up capital does not exceed Rs. 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 145 and 152 of this Prospectus.

Following is the issue structure:

Public issue of 21,00,000 equity shares of Rs. 10/- each (the "equity shares") for cash at par aggregating to Rs.210.00 lakhs ("the issue") by Oceanaa Biotek Industries Limited. The issue comprises a Net Issue to Public of 19,90,000 equity shares ("the Net issue") and a reservation of 1,10,000 equity shares for subscription by the designated market makers ("the Market Makers' Reservation Portion").

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	19,90,000 Equity Shares	1,10,000 Equity Shares
Percentage of Issue Size available for allocation	94.76% of the Issue size	5.24% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 10,000 equity shares and further allotment in multiples of 10,000 equity shares each.  For further details please refer to " <i>Issue Procedure - Basis of Allotment</i> " on page 152 of this Prospectus.	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or non-ASBA process.	Through ASBA process only.
Minimum Application Size	<i>For QIB and NII:</i> Such number of equity shares in multiples of 10,000 equity shares such that the Application Value exceeds Rs. 2,00,000/-  <i>For Retail Individuals:</i> 10,000 equity shares	1,10,000 Equity Shares
Maximum Application Size	<i>For QIB and NII:</i> Such number of equity shares in multiples of 10,000 equity shares such that the Application Size does not exceed 19,90,000 equity shares.	

	<i>For Retail Individuals:</i> Such number of equity shares in multiples of 10,000 equity shares such that the Application Value does not exceed Rs. 2,00,000/-	
Mode of Allotment	Only in dematerialized Form.	Only in dematerialized Form.
Trading Lot	10,000	10,000
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

ISSUE OPENING DATE	MARCH 18, 2014
ISSUE CLOSING DATE	MARCH 20, 2014

Applications and any revisions to the same will be accepted only between 10.30 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.30 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## ISSUE PROCEDURE

### Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit to them the Registrar of the Issue. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.**

**Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.**

### The Issue procedure in brief, is as follows

- a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Registered Office or from the registered office of the LM.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the branches of the Banker to the Issue or collection centres to submit their Applications. Applicants should obtain the acknowledgement from the Banks/collection centres and retain with them for reference.
- e) After the Issue Closing Date, the Registrar will process the Applications and our company will approach the BSE for approval of the Basis of Allotment.

- f) On approval of the Basis of Allotment, the Registrar will process and effect the demat credits to the successful applicants and the refund for the other applicants.
- g) Our Company will complete the listing formalities and obtain the listing and trading approval so as to commence trading within 12 working days of the Issue Closing Date.

**Important Information:**

- a) An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The Applicant must necessarily fill in the details (including the beneficiary account number and DP ID) appearing in the Application Form.
- c) Allotment to successful Applicants will be credited in electronic form directly to the beneficiary account (with the DP) of the Applicants.
- d) Names in the Application Form should be identical to those appearing in the account details in the Depository.
- e) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.
- f) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form it is liable to be rejected.
- g) The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis a vis those with his or her DP.
- h) Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The BSE where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

**Applicants may note that the application Forms which do not have the details of the Applicant's depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected.**

**Availability of Prospectus and Application Forms**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, the LM, the Registrar to the Issue and the collection centres of the Banker to the Issue, as mentioned in the Application Form. The Application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com)

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. At the time of submitting the Application, applicants should mention the Application Form number on the reverse of the cheque/demand draft to avoid misuse of instrument submitted along with the application for shares. Applicants other than retail individual investors shall apply only through the ASBA process which is different and is explained in various sections herein.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including eligible NRI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f. May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

### **Submission and Acceptance of Applications**

Applications will be accepted during the Issue Period, only during the regular banking days and hours of the respective bank branches of the Banker to the Issue and collection centres. For details of the bank branches where Applications can be submitted and acknowledgment obtained, please see the Application Form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants. The application form shall bear the stamp of the syndicate member / SCSBs and if not, the same shall be rejected. Applicants residing at places where the designated branches of the Banker to the Issue or collection centres are not located may submit the application at their sole risk along with a Demand Draft payable at Mumbai, by post, to the Registrar.

### **MINIMUM AND MAXIMUM APPLICATION SIZE**

The Applications in this Issue, being a fixed price issue, will be categorised into two;

#### **a) Applications by Retail Individual Investors:**

The Application must be for a minimum of 10,000 Equity Shares and in multiples thereof. The total amount payable on application shall not exceed Rs. 2,00,000.

#### **b) Application by applicants other than Retail Individual Investors:**

Applications made by individuals for an amount of above Rs. 2,00,000 and Applications irrespective of the amount, made by all other persons including HUF, trusts, corporate bodies and QIBs will be categorised together.

The minimum Application size is 30,000 Equity Shares and in multiples thereof. An applicant under this category shall not make an application for size exceeding the relevant investment limits or the maximum number of equity shares that can be held by them under the applicable laws or regulations or the Net Issue, whichever is lower.

## WHO CAN APPLY?

### Who can apply?

1. Indian nationals resident in India who are not minors, in single or joint names (not more than three). Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than eligible NRIs are not eligible to participate in this issue;
6. Indian Financial Institutions, commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations and the SEBI Regulations, as applicable);
7. FIIs and sub-accounts registered with SEBI other than a sub-account which is a foreign corporate or foreign individual, applying in the QIB Portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals, applying in the Non-Institutional Portion
9. Venture Capital Funds registered with SEBI;
10. State Industrial Development Corporations;
11. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their constitution to hold and invest in equity shares;
12. Scientific and/or industrial research organizations authorized to invest in equity shares;
13. Insurance Companies registered with Insurance Regulatory and Development Authority;
14. Provident Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in equity shares;
15. Pension Funds with minimum corpus of Rs. 250 million and who are authorized under their constitution to hold and invest in equity shares;

16. Limited liability partnerships;
17. Foreign Venture Capital Investors registered with SEBI;
18. Multilateral and bilateral development financial institutions;
19. National Investment Fund; and
20. Insurance funds set up and managed by the army, navy or air force of the Union of India;
21. Nominated Investor and Market Makers;
22. Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

**Applications not to be made by:**

1. Minors
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**Participation by associates / affiliates of LM**

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe for Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

**Availability of prospectus and application forms**

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centers of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of SME Platform of BSE Limited i.e. [www.bsesme.com](http://www.bsesme.com).

**Option to Subscribe in the Issue**

1. Investors will not have the option of getting the allotment of specified securities in physical form.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

### **Application by Indian Public including eligible NRIs applying on Non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations / institutions and NOT in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public.

### **Applications by Eligible NRIs/FII's on Repatriation Basis**

Application Forms have been made available for Eligible NRIs at our registered Office. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

**There is no reservation for Non-Residents, NRIs, FIIs and foreign Venture Capital Funds and all Non-Residents, NRIs, FIIs and Foreign Venture Capital Funds will be treated on the same basis with other categories for the purpose of allotment**

**As per the current regulations, the following restrictions are applicable for investments by FIIs:**

The issue of Equity Shares to a single FII should not exceed 10% of our post Issue issued capital. In respect of an FII investing in our equity shares on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.

In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. With the approval of the board and the shareholders by way of a special resolution, the aggregate FII holding can go up to 100%. However, as on this date, no such resolution has been recommended to the shareholders of the Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

**Applications by SEBI registered Venture Capital Funds and Foreign Venture Capital Investors**

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds and Foreign Venture Capital Investors:

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI.

Accordingly, whilst the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund, a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital Investors can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

## **Documents to be attached / submitted alongwith Application**

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney or by limited companies, corporate bodies, trusts, registered societies, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the MOA and AOA and/ or bye laws must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

### **Applications by SEBI registered entities and other Institutions:**

In case of applications by FIIs, Mutual Funds, VBCFs, FVCI, AIF and QFIs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

### **Applications by limited liability partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, the Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by banking companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any such Application without assigning any reason.

### **Applications by insurance companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, the Company reserves the right to reject any Application without assigning any reason thereof.

***Our Company in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney and other documents along with the Application Form, subject to such terms and conditions that the Company and the LM may deem fit.***

***The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.***



## **Applicant's Depository Account and Bank Details**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LM or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **TERMS OF PAYMENT / PAYMENT INSTRUCTIONS**

The entire issue price of Rs. 10/- per share is payable on application. In case of allotment of lesser number of Equity shares than the number applied, The Company shall refund the excess amount paid on Application to the Applicants.

Payments should be made by cheque, or demand draft drawn on any Bank (including a Co-operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash / Stockinvest / Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form. Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

**1. The payment instruments for payment into the Escrow Account should be drawn in favour of:**

- **Indian Public including eligible NRIs applying on non-repatriation basis: "OBIL – PUBLIC ISSUE ACCOUNT - R".**
- **In case of Non-Resident Retail Applicants applying on repatriation basis: "OBIL – PUBLIC ISSUE ACCOUNT- NR"**

2. In case of application by NRIs applying on repatriation basis, the payments must be made through INR drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in NRE Accounts or FCNR Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of NRO Account of Non- Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account

NRIs applying on non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as the Non- Resident Ordinary Rupee Account ("NRO")/Non-Resident (Special) Rupee account ("NRSR")/ Non- Resident Non-Repatriable Term Deposit Account ("NRNR") accounts. NRIs applying on non-repatriation basis are advised to use the Application Form for Residents (White in colour).

**Payment mechanism for ASBA Applications**

All investors other than retail individual investors are required to make their application using ASBA process only.

The ASBA applicants shall specify the bank account number in the Application Form and the SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the ASBA Application or receipt of instructions from the Registrar to the Issue to unblock the Application Amount. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal of the Application by the ASBA Applicant, as the case may be.

In case of Applications by FIIs, a special Rupee Account should be mentioned in the Application Form, for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on repatriation basis, a NRE Account or a FCNR Account, maintained with banks authorized to deal in foreign exchange in India, should be mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In case of Applications by Eligible NRIs applying on a non-repatriation basis, a NRE Account or a FCNR Account maintained with banks authorized to deal in foreign exchange in India or a NRO Account, should be

mentioned in the Application Form for blocking of funds, along with documentary evidence in support of the remittance.

### **Payment by Stock invest**

In terms of the Reserve Bank of India Circular No.DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **Changes and Modifications to Application and Withdrawal of Applications by Investors:**

No Applicant may make changes to the application in any respect after submitting the same to the Banker to the Issue and obtaining acknowledgement. If an Applicant desires to make any changes, he should withdraw his prior application and make a fresh application. The withdrawal letter should be addressed to our Company and submitted to the Registrar to the Issue at their address before the Basis of Allotment; otherwise the Applications may get rejected as multiple Applications. Under existing SEBI Regulations, Non-Institutional Applicants cannot withdraw its Application at any stage.

### **GENERAL INSTRUCTIONS**

#### ***Do's:***

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
5. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
6. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

#### ***Don'ts:***

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
3. Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
4. Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
5. Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.

6. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

## **OTHER INSTRUCTIONS**

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
2. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
3. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("**PAN**") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

#### **Grounds for Rejections**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

1. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;

3. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Application Form;
5. GIR number furnished instead of PAN;
6. Applications for lower number of Equity Shares than specified for that category of investors;
7. Applications at a price other than the Fixed Price of The Issue;
8. Applications for number of Equity Shares which are not in multiples of 10,000;
9. Category not ticked;
10. Multiple Applications as defined in this Prospectus;
11. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
12. Applications accompanied by Stock invest/ money order/ postal order/ cash;
13. Signature of sole Applicant is missing;
14. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
15. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
16. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
17. Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
18. Applications by OCBs;
19. Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
20. Applications not duly signed by the sole;
21. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
22. Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
23. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
24. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
25. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 5.00 pm on the Issue Closing Date;

## Impersonation

Attention of the applicants is specifically drawn to the provisions of sub section (1) of Section 68A of the Companies Act, 1956 which is reproduced below:

***"Any person who:***

***(a) Makes in a fictitious name, an application to a Company for acquiring or subscribing for, any shares therein, or***

***(b) Otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years."***

## BASIS OF ALLOTMENT

The basis of Allotment will be drawn in consultation with the SME Platform of BSE. In the event of full subscription or oversubscription, the allotment will be made as under:

- (1) The allotment of Equity Shares to each retail individual investor shall not be less than the minimum lot, subject to availability of Equity Shares in retail individual investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.
- (2) The allotment of Equity Shares to applicants other than Retail Individual Investors shall be on proportionate basis and the number of Equity Shares allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as disclosed.

Subject to the above, where a proportionate allotment is made, the following process will be adopted;

The above proportionate allotment of shares in this Issue that is oversubscribed shall be subject to the reservation for small individual Applicants as described below.

- a) A minimum of 50% of the Net Issue of Equity Shares to the public shall initially be made available for allotment to Retail Individual Investors;
- b) The balance Net Issue of Equity Shares to the public shall be made available for Allotment to i) individual Applicants other than Retail Individual Investors and ii) other Investors, including corporate bodies/ QIB, institutions irrespective of number of Equity Shares applied for.
- c) The unsubscribed portion of the Net Issue to any one of the categories specified in (a) or (b) shall / may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor category is entitled to more than Fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Investors may note that in case of over subscription, Allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE.

- (3) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 10,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non-Residents, NRIs, FIIs and foreign venture capital funds and all Non-Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Basis of Allotment in the event of Undersubscription**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in page 147 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The executive director or managing director of the SME Platform of BSE, in addition to LM and Registrar to the Issue shall be responsible along with our Company to ensure that the basis of Allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Allotment and Issuance of Allotment Advice**

- a. Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Board of Directors of our Company shall pass a Board Resolution within 9 (nine) working days, allotting the Equity Shares to the successful applicants. The Registrar to the Issue shall upload the allotment details on its website and our Company and Registrar will proceed effect the corporate action for crediting the Equity Shares to the demat account of the allottees. Our Company and Registrar shall endeavor to give instructions to Depositories for credit of shares to successful allottees within 9 (nine) working days of Issue Closing Date and receive confirmation of demat credit from Depositories within 11 (eleven) working days of Issue Closing Date.
- b. In the event of under subscription in the Issue and the underwriting being called upon to fulfill the obligations under the Underwriting Agreement, our Company shall make the allotments after achieving the Minimum Subscription within the time specified in clause Minimum Subscription on “Terms of the Issue” on page 147 of this Prospectus.
- c. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue. In their own interest, Allottees should verify the Allotment Advice received with their demat credits and bring discrepancy if any to the notice to the Registrar and / or to our Compliance Officer.
- d. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Applicant.



**Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

### **Listing**

As stipulated by SEBI, our Company shall complete all the issue formalities including effecting credits to the depository accounts of the Allottees and refunds to other applicants and endeavor to commence trading in our equity shares within twelve (12) working days of the closure of this Issue. This timeline is subject to receipt of the final listing and trading permission from the BSE.

In the event of devolvement of underwriting and the Underwriters meeting their obligations under the Underwriting Agreement, our company shall complete the formalities to list and commence trading within the time specified in Section 70 of the Companies Act.

### **REFUNDS:**

For applications that are rejected for any reasons or applications that are unsuccessful in getting allotments or Applications entitles to refund of excess application monies in view of oversubscription in the Issue, our Company shall make refunds within Twelve (12) working days of the Issue closing date. Refunds will be sent to the Bank account linked to the depository account of the applicant. Where refund orders are dispatched, they will be printed with the Bank details and mailed to the address as available in the depository system.

Our Company, LM or the Registrar will not be liable for any delays or errors if such details are different from the details made in the application.

In case of ASBA Applicants, the Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 9 (nine) working days from the Issue Closing Date.

If there is any delay in effecting the refunds as aforesaid, our Company shall pay interest at 15% p.a. for the period of delay.

**Refunds will be payable in INR only and net of bank charges and/ or commission. In case of Applicants who remit money through INR drafts purchased abroad, such payments in INR will be converted into USD or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE Accounts, details of which should be furnished in the space provided for this purpose in the Application Form. Our Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

### **Mode of making refunds**

The payment of refund, if any, would be done through various modes as given hereunder:

1. **NECS** - Payment of refund would be done through NECS for applicants having an account at any of the centres where such facility has been made available specified by the RBI. This mode of payment of

refunds would be subject to availability of complete bank account details including the MICR code from the Depositories.

2. **Direct Credit** - Applicants having bank accounts with the refund banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.
3. **NEFT** - Payment of refund shall be undertaken through NEFT wherever the Applicants' bank has been assigned the IFSC, which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.

For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 12 Working days of closure of Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants

#### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through NECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 12 Working days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 12 Working days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment of Equity Shares shall be made within 12 (twelve) Working days of the Issue Closing Date;
2. Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 12 (twelve) Working days of the Issue Closing Date would be ensured; and
3. The Company shall pay interest at 15% p.a. for any delay beyond the 12 (twelve) Working days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 15 (fifteen) Working days time.

### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed within twelve Working days of the Issue Closing Date; If underwriting is invoked the time limit shall be extended to that specified in Section 70 of the Companies Act.
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 working days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the certificates of the securities/ refund orders to the non-resident Indians shall be dispatched within specified time; and
6. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
7. The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
8. Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013
2. Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## **WITHDRAWAL OF THE ISSUE**

Our Company, in consultation with the LM reserves the right not to proceed with the Issue at any time, including after the Issue Closing Date but before the Board meeting for Allotment, without assigning any reason. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, QIB and Non-Institutional Applicants shall not be allowed to withdraw or lower the size of their Application at any stage.

## **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

### **ASBA Process**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("**ASBA Account**") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of GOI and FEMA. The Foreign Direct Investment (“FDI”) Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI (“DIPP”) by circular 1 of 2012, with effect from April 10, 2012 (“Circular 1 of 2012”), consolidates and supercedes all previous press notes, press releases and clarifications on FDI issued by the DIPP and is currently applicable to all FDI matters. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

Foreign investment limit is allowed up to 100% under automatic route in our Company, subject to appropriate approvals of the shareholders in general meeting. Currently, the foreign investment in our company is limited to 24% of the paid up equity share capital of our Company as we have not obtained the approvals of shareholders for a higher limit.

RBI has permitted FII to subscribe to shares of an Indian Company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. Further, transfers of equity shares between an Indian resident and a non resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee Company are under the automatic route under the foreign direct investment (FDI) Policy and transfer does not attract the provisions of the SEBI Takeovers Regulations (ii) the non-resident shareholding is within the sectoral limits under the FDI policy, and (iii) the pricing is in accordance with the regulations /guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in any Public Issue.

The Equity Shares have not been and will not be registered under the US Securities Act or any state securities laws in the USA and may not be offered or sold within the USA or to, or for the account or benefit of persons(as defined in the U.S. Securities Act). Our Company, LM and the Issue Management Team will is not making any selling efforts in any jurisdiction outside India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the provisions of Schedule II of the Companies Act and the SEBI Guidelines, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares and other main provisions are as detailed below. Each provision herein below is numbered as per the corresponding article number in the Articles of Association and capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company.

1. The regulations contained in Table "A" of Schedule 1 to the Act shall apply to the Company subject to the modifications and provisions contained herein.

### INTERPRETATION

2. I. In the interpretation of these Articles, the following words and expressions shall have the following meanings unless excluded by the subject or context.
  - (i) "The Act" or the "The said Act" means the Companies Act, 1956 and subsequent amendments and other acts for the time being in force in India containing the provisions of the legislature in relation to Companies.
  - (ii) "These Presents" or "The Articles" mean these Articles of Association as originally framed or as altered from time to time by Special Resolution
  - (iii) "The BOARD" or the "The BOARD of Directors" or "The Directors" means the Directors for the time being of the Company or the Directors assembled at the Board or acting by circular under the Act.
  - (iv) "The Company" means "OCEANAA BIOTEK INDUSTRIES LIMITED"
  - (v) "Debenture" includes Debenture-Stock, bonds or other securities whether constituting a charge on the assets of the Company or not.
  - (vi) "Employee Stock Option Scheme" or "ESOP" shall mean a scheme under which the Company grants an option to any permissible class of persons or giving to such persons, subject to applicable laws and regulations, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company.
  - (vii) "Financial Year" means in relation to the Company, the period in respect of which any financial statements of the Company are laid before its Annual General Meeting whether that period is a year.
  - (viii) 'in writing' and 'writing' includes printing, lithography and any other modes of representing or reproducing words in a visible form.
  - (ix) "Office" means the Registered Office for the time being of the Company.
  - (x) "Person" shall include Body Corporate, Firms, corporations as well as individuals.
  - (xi) The seal means "the Common Seal" for the time being of the Company.



(xii) "Year" means a calendar year.

- II. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- III. Words importing singular number shall include the plural number and vice versa and words importing masculine gender shall include feminine gender, as the case may be.

## **SHARE CAPITAL**

3. 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 in to 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.
4. a) Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provisions of section 79 of the Act) at a discount and at such time as they may from time to time think fit; and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors may decide, and may issue and allot shares in the capital of the company on payment in full in cash or towards payment of consideration for any property sold and transferred to the company or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares, provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in General Meeting.
5. The joint holder of a share shall severally as well as jointly be liable for the payment of all installments and calls due in respect of such shares.
6. The Board may, subject to the provisions of the Act and guidelines issued by SEBI and or other regulatory agencies, issue and allot shares in the Capital of the Company towards part or full payment for any property purchased by, or goods transferred or machinery or appliances supplied to the company, or for services rendered or to be rendered to the Company.
7. A certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of title of the member to such shares.

8. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of the shares within the meaning of the Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of the Articles be a member.
9. i.) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to an account to be called 'the share premium account' and the provisions of the Act, relating to the reduction of the share capital of a Company shall, except as provided in this Article, apply as if the Share Premium Account were paid up share capital of the Company;  
ii.) The share premium account may, notwithstanding anything in clause (1) of this Article be applied by the Company; in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus share in writing off the preliminary expenses of the Company in writing off the expenses of, or payment of the commission at redemption of any redeemable preference shares or debentures of the Company; or in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.
10. If by the condition of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by installments every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder or holders of the share or his legal representative.
11. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any benami, trust or equity or equitable, contingent future or partial or other claim or right to or interest in such share on the part of any other person whether or not it shall have expressed or implied notice thereof.
12. Subject to the provisions of the Act and these Articles, shares may be registered in the name or names of any person or persons, Company or other body corporate. Not more than four persons shall be registered as joint-holders of any share.

#### **UNDERWRITING AND COMMISSION**

13. i.) Subject to the provisions of Section 76 of the Act, the Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or Debentures of the Company, or any other company. his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in or Debentures of the Company, but the rate of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in case of debentures, two and half per cent of the price at which the Debentures are issued.  
ii.) A copy of the contract for the payment of the Commission shall be delivered to the Registrar at the time of the delivery of the Prospectus or the Statement in lieu of Prospectus for registration.

- iii.) No Commission shall be paid to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in or debentures of the Company which are not offered to the public for subscription. Provided that where a person has subscribed or agreed to subscribe for any shares in or debentures of the Company and before the issue of the Prospectus of the Company and before the issue of the Prospectus or statement in lieu thereof any other person has or persons have subscribed for any or all of those shares or debentures and that fact together with the aggregate amount of commission payable in respect of such subscription is disclosed in such Prospectus or Statement then the Company may pay commission to the first mentioned person in respect of such subscription.

## **CERTIFICATE**

14. Every Share Certificate shall be issued under the common seal of the Company which shall be affixed in presence of :-
- i.) two directors or persons acting on behalf of the directors under a duly registered power of attorney.  
and
  - ii.) the secretary or some other person authorised Signatories appointed by the board for the purpose. The two directors or their attorneys and the secretary or other person authorised Signatories shall sign the share Certificate. Provided that if the composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a managing or whole time Directors. Issue of share certificate by the Company at any time shall be in accordance with the provisions of the Act and the Rules made there under.

## **ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

15. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the Directors shall prescribe.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are hold, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulations or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

## CALLS

16. The Directors may from time to time and subject to Section 91 of the Act make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the directors. A call may be made payable by installments. The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

17. A call shall be deemed to have been made at the time when resolution of the Directors authorising such call was passed and may be made payable by members on the Register of Members on a subsequent date to be specified by the Directors.

18. Fifteen days' notice at least shall be given by the Company of every call made payable otherwise than on allotment specifying the time and place of payment:

Provided that before the time for payment of such call the Directors may by notice in writing to the members, revoke the same.

19. The Directors may, from time to time at their discretion extend the time fixed for the payment of any call, uniformly for all shareholders and may extend such time as to all or any of the members.

20. If by the terms of issue of any share or otherwise, any amount is made payable on allotment at any fixed time or by installments at fixed times, (whether on account of the amount of the share or by way of premium), every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given, and all the provisions herein contained in respect of calls shall relate to such amount or installments accordingly.

21. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment be due shall pay interest for the same at such rate as the Directors shall fix from the day appointed for the payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

22. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of

principal or interest nor any indulgence granted by the Company in respect of payment of such money shall preclude the forfeiture of such shares as herein provided.

23. On the trial or hearing of any action or suit brought by the Company against any member of his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder or one of the holders, at or subsequently to the date at which the money sought to be recovered is allegedly to have become due, of the shares in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the Minute Books and that notice of such call was duly given to the members sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Director who made such calls or any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

"Monies paid in advance of calls shall not in respect thereof, confer a right to dividend or to participate in the profits of the Company."

#### **LIEN**

24. Fully paid shares shall be free from all lien. In case of partly paid shares, the Company shall have a first and paramount lien upon such shares registered in the name of member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares.

The Board may, however, at any time, declare any share to be wholly or partly exempt from the provisions of this Article.

25. The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien but no sale shall be made until the expiration of fourteen days after a notice in writing, stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holder for the time being of the share or to the person entitled for the time being of the share or to the person entitled to the share by reason of his death or insolvency. The Board may appoint a person to effect the sale and transfer.
26. The net proceeds of the sale shall be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall be paid to the person entitled to the shares so sold. The purchaser shall be registered as the holder of the shares and he shall not be bound to see the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
27. Subject to Section 84 of the Act and the rules made there under and subject to all other applicable provisions, guidelines on the subject and the listing agreement that the company may enter into with one or more stock exchange or stock exchanges, where any share/debenture under the powers of the company in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such share/debenture, the Board may issue a new certificate for such share/debenture distinguishing it in such manner as it may think fit from the certificate not so delivered up.

## SURRENDER AND FORFEITURE OF SHARES

28. If a member fails to pay, any call or installment of a call or any other sum or sums on the shares due and payable by such member, on or before the last day appointed for the payment thereof, the Board may at any time thereafter during such time as the call or any part of such call or installment of sums remain unpaid, serve a notice on him or on the person (if any) entitled to shares by transmission requiring payment of so much of the amount as is unpaid together with any interest which may have accrued thereon. The Board may accept in the name of and for the benefit of the Company and upon such terms and conditions as may be agreed, the surrender of any shares liable to forfeiture and in so far as the law permits, of any other shares.
29. The notice shall name the place or places on and at which, and a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made. The notice shall detail the amount which is due and payable on the shares and shall state that in the event of non-payment at or before the time appointed the shares will be liable to be forfeited.
30. If the requirements of any such notice as aforesaid are not complied with, any of the shares in respect of which such notice has been given may, at any time thereafter before payment of all calls or installment, interest and expenses or other money due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before the forfeiture.
31. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit and any time before a sale or disposition, the forfeiture may be annulled on such terms as the Board may think fit.
32. Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, all calls, installments, interest, expenses and other moneys owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding 18 per cent per annum as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation, to do so.
33. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share and that declaration and the receipts of the Company for consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold, or disposed off shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. The provision of these presents as to forfeiture shall apply in the case of non payment of any sum which by the terms of issue of a share become payable at a fixed time whether on account of the amount of the

share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

## **TRANSFER OF SHARES AND DEBENTURES**

35. Subject to the provisions of Section 108 of the Act, the instrument of transfer of any share in the Company shall be in writing duly executed by the transferor and the transferee; and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer shall be presented in the manner prescribed under Section 108 of the Act or any statutory modification thereof. Company shall not charge any transfer fee for registering transfer of shares.
36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.
37. Subject to the provisions of Section 111A of the Act, these articles and other applicable provisions of the Act or other law for the time being in force, the Board may refuse, whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of members in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer or intimation of such transmission as the case may be was delivered to the company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons is or are indebted to the Company on any account whatsoever except where the Company has a lien on the shares. Transfer of shares / debentures shall not be refused on the ground that the number of shares sought to be transferred are not in a particular number or lot. Nothing in Section 108, 109 and 110 of the Act shall prejudice this power to refuse to register the transfer of or the transmission by operation of law of the right to any shares or interests of a member in or debentures of the Company.
38. The instrument of the transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
39. No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other document.
40. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable, right, title or interest or notice or referred thereto in any book of the Company.
41. Transfer/transmission of shares and sub-division/ consolidation of shares into marketable lots will be effected by the Company free of cost and the Directors shall not charge any fees for the same.

## TRANSMISSION OF SHARES

42. i.) On the death of a member, the survivor or survivors where the member was a joint holder, and his legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- ii.) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
43. i.) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) To be registered himself as holder of the share; or
- (b) To make such transfer of the share as the deceased or insolvent member could have made.
- ii.) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
44. i.) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects
- ii.) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii.) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
45. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

## DEBENTURE

46. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys hereby secured shall be assigned free from any equities between the Company and the persons to whom the same may be issued. Any debenture, debenture stock, bonds or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into any shares of any denomination, and with any special privileges as to redemption, surrender, drawing and allotment of shares or otherwise.



Provided that the debentures with a right to conversion into or allotment of shares shall not be issued without consent of the Company in general meeting and no debentures shall be issued with any voting rights.

47. The provisions herein contained relating to transfer and transmission shall also apply to debentures in the same manner as they apply to shares.

#### **DEMATERIALISATION OF SECURITIES**

48. (1) For the purpose of this Article :

‘Beneficial Owner’ means a person who opts to hold his securities with a Depository, and whose name is recorded as such with a Depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a Company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and

‘Security’ means such security as may be specified by SEBI from time to time.

(2) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing shares, debentures and other securities, rematerialise its shares, debentures and other securities held in the Depository and/or offer its fresh shares and debentures and other securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

(3) Every person subscribing to securities offered by the Company, and every Member or Debenture holder shall have the option to either hold the securities in the form of security certificates or to hold the securities with a Depository when permitted. Where any holder of securities surrenders his Certificate of securities held in the Company in accordance with Section 6 of the Depositories Act, 1996 and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, the Company shall cancel the certificate and substitute in its records the name of the relevant Depository and inform the Depository, accordingly. The Company shall maintain a record of certificates of securities that have been so dematerialised and destroyed. Such persons who hold their securities with a Depository can at any time opt out of the Depository, if permitted by law, and the Company shall in such manner and within such time as prescribed by law, issue to such persons the requisite certificates of securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(4) All securities held by a depository shall be dematerialised and shall be in a fungible form. Nothing contained in Sections 153, 153 A, 153 B, 187 B, 187 C and 372 A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

- (5) a) Notwithstanding anything to the contrary contained in the Act or this Article, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owners.
- b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- c) The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- (6) Notwithstanding anything in the Act of this Article to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (7) For the purpose of this Article, the Registers and Index of Members and Debenture holders shall be deemed to include the Registers and Index of beneficial owners maintained under the Depositories Act, 1996 by every Depository in respect of securities issued by the Company.

#### **ALTERATION OF CAPITAL**

49. The Company may from time to time by Ordinary Resolution in General Meeting, increase the authorised share capital by such sum to be divided into shares of such amount and with such rights as the resolution shall prescribe.
50. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, and forfeiture and otherwise as the shares in the original share capital.
51. The Company may by Ordinary Resolution:
- a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - b) Sub-divide the whole or any part of its share capital into shares of smaller amount that is fixed by the Memorandum of Association subject nevertheless to the provisions of clause (d) of sub-section (1) of Section 94 of the Act.
  - c) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
52. i) Subject to the provisions of Section 80 and 80A of the Act and subject to the provisions on which any shares may have been issued the Company may issue preference shares which are, or at the option of the Company are liable, to be redeemed:
- Provided that:
- a) no such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.;

- b) no such shares shall be redeemed unless they are fully paid;
  - c) the premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's share premium account, before the shares are redeemed;
  - d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called 'the Capital Redemption Reserve Account', a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of a Company shall, except as provided in this article apply as if the capital redemption reserve account were paid-up share capital of the Company.
  - ii) Subject to the provisions of Section 80 and 80A of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided by the Articles of the Company or the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
  - iii) The redemption of preference shares under this article by the Company shall not be taken as reducing the amount of its authorised share capital.
  - iv) Where in pursuance of this article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares have never been issued; and accordingly the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 601, be deemed to be increased by the issue of shares in pursuance of this clause.
- Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relates to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.
- v) The Capital Redemption Reserve Account may, notwithstanding anything in this article, be applied by the Company in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

#### **ISSUE OF SHARES WITH DIFFERENTIAL VOTING RIGHTS**

53. The Company shall have the power to issue Shares with such differential rights as to dividend, voting or otherwise, subject to the compliance with requirements as provided for in the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001, or any other law as may be applicable.

#### **ISSUE OF SWEAT EQUITY SHARES**

54. Notwithstanding anything contained in Section-79 of the Act, the Company may issue sweat equity shares, of a class of shares already issued, subject to the conditions that –

- a) the issue of the sweat equity shares is authorised by a special resolution passed by the Company in the General Meeting;

- b) the resolution shall specify the number of shares, current market price, consideration, if any and the class or classes of Directors or employees to whom such equity shares are to be issued ;
- c) not less than one year has, at the date of issue, elapsed since the date on which the Company was entitled to commence business;

For the purpose of this clause, "Sweat Equity Shares" means equity shares issued by the Company to employees or directors at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value addition by whatever name called. All the limitations, restrictions and provisions relating to equity shares shall be applicable to sweat equity shares issued by the Company.

### **STOCK OPTIONS TO EMPLOYEES**

- 55. The Company shall by a special resolution passed by the shareholders, provide for offering shares to the employees of the Company, promoter companies, group companies and affiliates and shall make necessary reservations for this purpose, in the proposed offer of Securities on Rights basis subject to the regulations/provisions of the Act in this regard from time to time.

### **CONVERSION OF SHARES INTO STOCK**

- 56. The company may, by ordinary resolution, - (a) Convert any paid-up shares into stock; and (b) Reconvert any stock into paid-up shares of any denomination.

- 57. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit :

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- 58. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- 59. Such of the regulations of the company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.

### **BUY BACK OF ITS OWN SECURITIES**

- 60. Notwithstanding anything contained in these articles, but subject to and in accordance with the provisions of section 77A and 77B of the Acts and Rules, if any prescribed by the Central Government, the Company

may purchase its own shares or other specified securities (hereinafter referred to “Buy Back”) out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities.

## **NOMINATION FACILITY**

61. Every holder of shares in, or holder of debentures or the company may, at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of, the company shall vest in the event of his death.
62. Where the shares in or debentures of, the company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the company shall vest in the event of death of all the joint holders.
63. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares, in or debentures of, the company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in , or debentures of, the company, the nominee shall, on the death of shareholder or holder of debentures of, the company or, as the case may be, on the death of the joint holders become entitled to all the rights in the shares or debentures of the company or as the case may be, all the joint holders, in relation to such shares, in, or debentures of the company to the exclusion of all the other persons, unless the nomination is varied or cancelled in the prescribed manner.
64. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination and to appoint, in the prescribed manner, any person to become entitled to shares in or debentures of the company, in the event of his death, during the minority.
65. Any person who become a nominee by virtue of the provisions of Section 109A of the Act, upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect either
66. To be registered himself as holder of the share or debenture, as the case may be, or To make such transfer of the share or debenture, as the case may be as the deceased shareholder or debenture holder, as the case maybe, could have made.
67. If the person being a nominee, so becoming entitled, elects to be registered as holder of the share or debenture, himself as the case may be, he shall deliver or send to the company notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.
68. All the limitations, restrictions and provisions of this Act relating to the right to transfer and registration of transfers of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer were signed by that shareholder or debenture holder, as the case may be.
69. A person, being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he

were the registered holder of the shares or debenture, except that he shall not, before registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the company.

70. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share or debentures, until the requirements of the notice have been complied with.
71. A depositor may, in terms of Section 58A at any time, make a nomination and the above provision shall, as far as may be, apply to the nomination made under the sub-section.

### **BORROWING POWERS**

72. Subject to the provisions of Sections 292 and 293 of the Act, the Directors may from time to time at their discretion borrow any sum or sums of money for the purpose of the Company.
73. The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
74. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider it to be for the benefit of the Company.
75. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
76. Any bonds, debentures, debenture-stock or other securities may be issued, subject to the provisions of the Act, at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, attending at General Meeting of the Company, appointment of Directors and otherwise. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
77. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by instrument under the Company's Seal authorise the persons in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to call shall, mutatis mutandis, apply to the calls made under such authority and such authority may be made exercisable either conditionally or unconditionally, and, either presently or contingently and either to the exclusion of the Director's power or otherwise and shall be assignable if expressed so to be.

## STATUTORY MEETINGS AND GENERAL MEETINGS

78. The Statutory Meeting of the Company shall be held at such place and time (not less than one month nor more than six months from the date at which the Company is entitled to commence business) as the Directors may determine.
79. The Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notice calling it.
80. The provisions of Section 171 to 186 of the Act shall, notwithstanding anything to the contrary in the Articles of the Company apply with respect to General Meetings of the Company.
81. The Directors may by passing a resolution at its meeting call an Extraordinary General Meeting whenever they think fit.
82. The Directors of the Company shall on the requisition of such number of members of the Company as is specified in Sub-section (4) of Section 169, of the Act forthwith proceed duly, to call an Extraordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto the provisions of Section 169 of the Act shall apply.
83. No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by proxy or by a representative duly authorised under Section 187 of the Act, in which case such proxy or representative may vote on a show of hands as if he were a member of the Company.
84. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor of the Company (including a holder of debentures) may authorise such person by a resolution of its Board of Directors or other governing body as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company as provided in Section 187 of the Act.
85. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
86. Several executors or administrators of a deceased member in whose names any share stands shall for the purpose of this clause be deemed joint holders thereof.
87. No member shall exercise any voting in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.
88. The Company shall comply with the provisions of Section 188 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

## DIRECTORS

89. Until otherwise determined by a General Meeting, the number of Directors shall not be less than three and more than twelve.

90. The First Directors of the Company are:

- a) Mr. A. Joseph Raj
- b) Mrs. Vimala Joseph

All directors shall be liable to retirement by rotation

91. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to Industrial Development Bank of India (IDBI) or any other Financing Corporation or Company or Body corporate (hereinafter referred to as "the Corporation") and/or so long as the Corporation holds the shares/debentures in the Company as a underwriting assistance granted to the Company, each such Corporation shall, pursuant to an agreement between it and the Company, have the right to appoint one or more persons as Director(s) on the Board of Directors of the Company (each such Director hereinafter referred to as "the Corporation Director"). The Corporation Director shall not be required to hold qualification shares and shall not be liable to retire by rotation. The Corporation may at any time and from time to time remove the Corporation Director, appoint another in his place and also fill any vacancy which may occur as a result of the Corporation Director ceasing to hold office for any reason whatsoever, Such appointment or removal shall be made in writing by the Corporation and shall be delivered to the Company at the registered office. The Board of Directors of the Company shall have no power to remove from office the Corporation Director., The Corporation Director shall be entitled to attend general meetings. Board meetings and Committee meetings of which he is a member, and the Corporation Director as well as the Corporation shall be entitled to receive notices of all such meetings. The Corporation Director shall be paid normal fees and expenses to which other Directors are 'entitled

PROVIDED THAT if the corporation Director nominated by IDBI is an officer of the Reserve Bank of India (RBI) or IDBI no sitting fees shall be payable to him but the Company shall reimburse RBI or IDBI, as the case may be, the amounts paid or payable under its rules to such Corporation Director on account of travelling and halting allowances and any other expenses for attending any general meeting or any meeting of the Board or Committee of the Board of the Company.

92. A Director shall not be required to hold any qualification shares. A person shall not be capable of being appointed as a Director of a Company if disqualified under Section 274 of the Act.

93. In case the Company enters into any agreement with the Central Government or State Government or Financial Institution or with any Institution for providing financial assistance by way of loan, subscription to debentures, providing any guarantee or underwriting or subscription to shares of the Company, subject to the provisions of Section 255 of the Act, such agreement may contain a clause that such Government or Financial Institution or Institutions shall have the right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board of Directors of the Company during such period and upon such conditions as may be mentioned in the agreement and such Director/s shall not be liable to retire by rotation nor be required to hold any qualification shares.



94. The Board shall have the power to appoint one or more individuals as a Director either to fill a casual vacancy or as additional Director, provided that the total number of Directors shall not at any time exceed the limit fixed in Article 85.
95. In accordance with the provisions of the Act, the Board of Directors may appoint any individual to be an Alternate Director during the absence from the State in which the meetings of the Board are ordinarily held ; provided such appointee whilst he holds office as an Alternate Director shall be entitled to notice of all the meetings of the Board and to attend and vote thereat and on all resolutions proposed by circulation.
96. The Directors for the time being of the Company may be paid a sitting fee as may be decided by the Board from time to time for every meeting of the Board or of a Committee of the Board attended by them in addition to all travelling expenses by rail, road or air as the case may be and such other allowances as the Board may decide from time to time in respect of halting and other expenses incurred by them in attending and returning from such meeting of the Board or of any Committee of the Board and also for other visits made by Director for the Company's business subject to the provisions of the Companies Act, 1956.
97. If any Director shall be appointed to advise the Board as an expert or be called upon to perform extra services to make special exertion for any of the purposes of the Company, the Board may subject to and in accordance with the provisions of the Act and in particular Section 309, 310 and 314 of the Act, pay to such Director/s such special remuneration as they may think fit which remuneration may be in the form of salary and/or commission and/or percentage of profits and may either be in addition to or in substitution of the remuneration specified in the last preceding Article.
98. The non-whole time Director may be paid such remuneration as may be determined from time to time by the Board in accordance with Section 309(4) of the Act.
99. In particular, a Director who is neither in the whole time employment of the Company nor a Managing Director may be paid remuneration by way of a commission if the Company by Special Resolution authorises such payment provided that the remuneration paid to such Director or whereas there are more than one such Directors to all of them together shall not exceed :
- i) 1% of the net profit of the Company, if the Company has a Managing or a Whole time Director or a Manager;
  - ii) 3% of the net profit of the Company in other cases.
100. One third of the total number of directors on the Board shall retire at every Annual General Meeting and provisions of Section 256 of the Act shall apply to the Company. If at any Annual General Meeting, at which an election of Directors ought to take place, the place of any retiring Director is not filled up and the meeting has not expressly resolved not to fill up the vacancy the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place and if at the adjourned meeting also the place of retiring director is not filled up and that meeting has not expressly resolved not to fill up the vacancy, he shall, if willing, be deemed to have been reappointed, unless the resolution for such reappointment has been put to vote and lost either at the adjourned meeting or at the original meeting.

101. The Company may from time to time, in General Meeting increase or reduce the number of Directors subject to approval by the Central Government in case of an increase over the limit prescribed by Section 259 of the Act.
102. Any Director other than the Director/s appointed under Article 87 and a Director appointed by Central Government in pursuance of Section 408 of the Act, may, by Ordinary Resolution be removed before the expiry of his period. Special notice shall be required of any resolution to remove any such Director. The vacancy so created may be filled by the meeting at which he is removed provided Special Notice of the intended appointment at the meeting has been given.
103. The office of a Director shall become vacant whenever any Director resigns from the Board, on acceptance of his resignation by the Board or if any director becomes disqualified as per the provisions of Section 283 of the Act.
104. i) Subject to the provisions of the Act and particularly Sections 297, 299 and 300 of the Act, the Directors shall not be disqualified by reason of their Office as such from contracting with the Company either as a vendor, purchaser, lender, agent, broker or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company with any Director or with a Company or a partnership firm in which any Director is a Director, member or partner or otherwise interested be avoided nor shall any Director so contracting or being so interested in any contract or arrangement be liable to account to the Company for any profit realised on such contract or arrangement by reason only of such Director holding that Office or if the fiduciary relation thereby being established, but the nature of the interest must be disclosed by him at the meeting of the Board at which the question of entering into the contract or arrangement is considered, if the interest then exists or in any other case at the first meeting of the Board after acquisition of the interest provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangements in which he is so interested as aforesaid and if he does so, his vote shall not be counted but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This restriction shall not apply to any contract by or on behalf of the Company to give the Directors any loss which they or any of them may suffer by becoming or being sureties of the Company. A general notice that any Director is a Director or a member of any specified company or is a member of any specified firm or is to be regarded as interested in any subsequent transaction with such company or firm shall as regards any such transaction be sufficient disclosure under the Article and after such general notice it shall not be necessary to give notice (special) relating to any particular transaction with such Company or firm.
- ii) Nothing in sub-clause (i) shall apply to any contract or arrangement entered into between this Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than 2 per cent of the paid up share capital in the other Company.
105. A Director of this Company may be or become a Director of any other company, promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for the benefits he may have derived or any derive as a Director or member of such Company.

## PROCEEDINGS OF BOARD

106. The Board of directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
107. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
108. a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  
b) In case of an equality of votes, the chairman of the Board, if any, shall have a second or casting vote.
109. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 110(1) The Board may elect a chairman of its meetings and determine the period for which he is to hold office.
- (2) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.
- 111(1) The Board of directors may from time to time can constitute committee/committees of directors subject to provisions of Companies Act, 1956 amended from time to time and subject to approval and guidelines provided by the other authorities like Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Stock Exchanges etc. from time to time
- (2) and delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (3) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 112(1) A committee may elect a chairman of its meetings.
- (2) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their member to be chairman of the meeting.
113. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

114. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **POWERS AND DUTIES OF BOARD OF DIRECTORS**

115 (A) The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not, by the Act or any statutory modifications thereof for the time being in force or by these Articles, require to be exercised by the Company in General Meeting subject nevertheless to any regulation of these Articles or to the provision of the said Act and so such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meetings, shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.

(B) In furtherance and not in limitation of, and without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say power;

- i) To pay and to charge to the capital account of the Company the legal costs, charges and expenses of and incidental to the promotion, registration, formation and establishment of the Company.
- ii) To purchase or otherwise acquire for the Company any property, assets, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions, as they think fit.
- iii) At their discretion, to pay for any property, assets, rights, or privileges acquired, by or services rendered to the Company, either wholly or partially in cash or shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- iv) To secure the fulfillment of any contracts or arrangements entered into by the Company whether by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or not in such other manner as they may think fit.
- v) To appoint any person or person (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- vi) To open an account or accounts with such Bank or Banks as the Board may select or appoint and to operate an account, subject to Section 292 of the Act and to determine who shall be entitled to sign, draw, accept, endorse or otherwise execute on the Company's behalf bills, notices, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

- vii) From time to time to provide for the management of the affairs of the Company in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
- viii) To execute in the name of and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and any such other powers, covenants, and provisions as shall be agreed upon.
- ix) To invest the funds of the Company from time to time in Government securities or in securities guaranteed by Government or in loans to other companies, banks or other persons if the Directors shall deem fit to do so, and to vary such investments and to execute all assignments, transfers, receipts and documents that may be necessary or expedient in that behalf.
- x) To execute all agreements, contracts, receipts and other documents that may be necessary or expedient for the purpose of the Company.
- xi) To insure and keep against loss or fire, if deemed expedient by the Directors for such period and to such extent as they may think proper, all or any part of the buildings, machinery, goods, stores, produce and other articles of the Company either separately or jointly also to insure all or any portion of the goods, produce, machinery and other articles imported and exported by the Company, and to sell, assign, surrender or discontinue, any policies of assurance, effected in pursuance of this power.
- xii) On behalf of the Company, to commence, institute, prosecute, defend and compromise all such actions and suits either at law or in equity as may, in the opinion of the Directors, be necessary or proper and to compromise or submit to arbitration, the said actions and suits as they may in their discretion deem expedient. The Directors for the time being or any person duly authorised by them being thereby empowered to make, give, sign and execute all and every warrant, to sue, or defend, on behalf of the Company, and all and every submission to arbitration as may be requisite; and for the purposes aforesaid, the Board of Directors shall be empowered to use their names on behalf of the Company, or the name or names of any other person or persons connected with the Company and such Director or Directors, or such persons whose names shall be so used, shall be saved harmless and indemnified, out of the funds and property of the Company, from all costs and damages which he or they may incur or be liable to by reason of his or their names being so used as aforesaid and such person and persons shall do nothing to prevent the Board of Directors from effectually conducting and bringing to an issue any such action or suit.
- xiii) To refer any dispute to arbitration, to compromise any debt or claim, and to give time to any debtor for payment of his debt.
- xiv) To use or apply moneys standing to the credit of the said accounts in or towards the objects for which the said accounts are respectively opened, together with any interest that may have accumulated thereon or for the purpose of equalizing dividends and meeting contingencies or

for the purpose of carrying on the general business of the Company, and, in the later case, to pay to the credit of the several accounts, interest at such rates as the Directors may think proper. Whenever the Directors may think fit, they can invest the whole or any part of the funds which may from time to time stand to the credit of the said several accounts in such manner as the Directors think fit; and to sell or vary from time to time and to apply proceeds of any such sale in a manner aforesaid or to re-invest the same as the Directors may deem expedient.

- xv) To use or apply the interest of all moneys that may be set apart or credited to Fire Insurance Fund Account, towards payment of premiums upon any policy or policies of Insurance that may be effected by the Company, and to use or to apply the principal moneys themselves towards enabling the Company to become its own insurers against loss or damage by fire.
- xvi) To make advances upon or for the purchase of raw materials, goods machinery, stores and other articles required for the purpose of the Company.
- xvii) To Ship and consign for sale to any place or places within India or elsewhere all or any portion of the goods manufactured by the Company and to appoint Agents for such sale at such place or places and on such terms and conditions as the Directors may think fit.
- xviii) To authorise and empower the Chairman or the Managing Director or the Manager and other Officer for the time being, of the Company, or such other person or persons as the Directors may think fit to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the Directors by these presents.
- xix) To pay and charge to the capital account of the Company any interest lawfully payable under the provisions of Section 208 of the said Act.
- xx) To let mortgage, charge, sell or otherwise dispose off, subject to the provisions of Section 293 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment in satisfaction of the same in cash or otherwise.
- xxi) To enter into all such negotiations and contracts and to make all necessary arrangements and to rescind and vary all such contracts and execute and do all such acts, deeds and things, in the name of and on behalf of the Company as the may consider expedient for and in relation to any of the matters aforesaid for the purpose of the Company.
- xxii) To give to any person employed by the Company, a commission on the profits of any particular business or transactions of a share in the general profits of the Company, and such commissions, or share of profits shall be treated as parts of the working expenses of the Company.
- xxiii) To appoint, re-appoint, remove or suspend employees or Officers of the Company.
- xxiv) And generally to do, sanction and authorise all such matters and things as may be necessary to be done in and about conducting the affairs of the Company or carrying into effect all or any of the objects or powers of the Company as expressed in the Memorandum of Association, or

in and about the execution of all or any of the powers herein before conferred upon the Directors.

xxv) To provide for the welfare of Employees or Ex-employees of the Company, and the wives, widows and families of the dependents or connections of such persons, by building or contributing to the building or houses, dwellings or chawls or by grants or money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions and recreation hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

xxvi) To subscribe or contribute or otherwise to assist, to guarantee money to public, and any other institutions, funds, objects or purposes, which in the opinion of the Board of Directors are likely to promote the interests of the business of the Company or to further fits objects and/or to charitable and other funds not directly relating to the business of the Company or the welfare of its employees or for any exhibition.

116. Any branch or kind of business which by the Memorandum of Association of the Company or by these presents is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit and further may be kept by them in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

117. Subject to Section 292 of the Act, the Board may delegate all or any of its powers to any Directors jointly or severally or to any one Director or a Committee of Directors or to any other person at their discretion.

118. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the attorney of the Company for such purposes and with such authorities and discretions not exceeding those vested in or exercisable by the Board in these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such Power of Attorney may contain such provisions for the protection and convenience of persons dealing with such Attorney as the Board may think fit.

119. The chairman of the Meeting may exclude from minutes of the meeting at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory or any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

#### **INTEREST OUT OF CAPITAL**

120. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provisions of any plant which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period and subject to the conditions and restrictions provided by Section 208 of the Act and may

charge the same to capital as part of the cost of construction of the work or building or the provisions of the plant.

#### **THE SEAL**

- 121.a) The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof.
- b) The Board shall provide for the safe custody of the Seal.
- c) The Seal shall not be affixed on any instrument except by the authority of resolution of the Board, and in presence of a Director, and the Company Secretary or such other person(s) as the Board may authorise in this behalf, from time to time, who shall sign.

#### **CAPITALISATION OF PROFITS**

- 122.1) The Company in general meeting may, upon the recommendation of the Board, resolve –
- a) That it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions
- 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), either in or towards –
- (i) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (ii) Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (iii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- 3) A share premium account and a capital redemption reserve account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- 4) The Board shall give effect to the resolution passed by the company in Pursuance of this regulation.
- 123.1) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- a. Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any; and
  - b. Generally do all acts and things required to give effect thereto.



2) The Board shall have full power –

a. To make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions; and also

b. To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such Capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.

3) Any agreement made under such authority shall be effective and binding on all such members.

## **DIVIDENDS**

124. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

125. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

126. 1) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

127. 1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

128. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
129. 1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- 2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
130. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
131. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
132. No dividend shall bear interest against the company.
133. No unclaimed dividend shall be forfeited by Board, unless the claim thereto becomes barred by law and the Company shall comply with the all the provisions of Section 205A of the Act in respect of any unpaid or unclaimed dividend.

#### **MANAGING / WHOLE TIME DIRECTOR**

134. Subject to the approval of the Central Government under Section 269 of the Act, or as per Schedule XIII of the Act the Company by ordinary resolution and / or the Board may from time to time appoint one or more of the Directors to be Managing Directors or whole-time Directors of the Company for a terms not exceeding five years at a time and may from time to time and subject to provisions of any contract between him or them and the Company, remove or dismiss him or them from office and appoint another or others in his or their place of places.

Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation, but subject to the provisions of any contract between him and the Company he shall be subject to the provisions as to resignation and removal as the other Directors of the Company, and he shall, ipso fact and immediately, cease be a Managing Director of Whole-time Director if, for any cause, he ceases to hold the office of Director. In addition to or in substitution of the usual remuneration of a Director, the remuneration of Managing Director and of Whole-time Director shall be fixed by the Company in General Meeting and may be by way of fixed salary or at a specified percentage of the net profits of the Company or both, provided that the remuneration shall not exceed five per cent for any one Managing or Whole-time Director and ten per cent for all of them together, subject to Section 309 read with Section 198 of the Act.

Subject to the provisions of the Act and in particular to the prohibitions and restrictions in Section 292 of the Act, the Board may, from time to time, entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these presents by the Board as it

may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions ( if any) as it thinks expedient, and if may confer such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board, in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

### **MANAGER OR SECRETARY**

135. 1) A Manager and/or Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Manager or Secretary so appointed may be removed by the Board.

2) A Director may be appointed as Manager or Secretary subject to Sections 314 and 383-A of the Act.

### **REMUNERATION TO DIRECTORS**

136. i) Subject to the provisions of Section 198, 309, 269 and Schedule XIII of the Act and subject to such sanction of the Company Law Board as may be necessary, the Board of Directors may, on the recommendations of the Remuneration Committee constituted by the Board, determine the remuneration payable to the Managing Director, the Joint Managing Directors or the Whole Time Directors as the case may be, in any manner they may deem fit. The remuneration may be in the form of a monthly salary or a commission based on profits or partly in one way and partly in another as the Board may deem fit.

ii) The Directors may, in addition to the remuneration referred to in the preceding clause, provide the Managing Director, Joint Managing Director, or Whole Time Director as the case may be, such allowances, amenities, benefits and facilities as they may deem fit from time to time with such sanction as may be necessary.

iii) The Managing Director, the Joint Managing Director or Whole Time Director as the case may be, shall be entitled to the reimbursed all his or their out-of pocket expenses incurred by him or them in connection with the business of the Company.

137. Subject to the provisions of the Act, the Directors may from time to time entrust to and confer upon the Managing Director or Joint Managing Directors as the case may be for the time being, such of powers exercisable under these present or by law by the Board of Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restriction as they may think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for, all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Joint Managing Directors, may exercise all the powers entrusted to them by the Board of Directors jointly and severally in any manner as they may deem fit.

138. Subject to the provisions of Section 309 of the Act, the Directors of the Company may be paid remuneration by way of commission at such percentage as they deem fit of the net profits of the Company computed in the manner referred to in Section 198, sub-section (1) of the Act, to be shares and distributed amongst the Directors inter-se in such proportions or proportions as they deem fit.

## ACCOUNTS

139. The books of accounts shall be kept at the Registered Office of the Company or subject to the provisions of Section 209 of the Act such other place or places as the Directors think fit and shall be open to inspection by the Directors during business hours.
140. The Directors shall, subject to the provisions of Section 209, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company of any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.

## INSPECTION

141. Where under any provisions of the Act or any agreement with the Company, any person, whether a member of the Company or not is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11 A.M. to 1 P.M. on any working day unless otherwise determined by the Company in General Meeting.

## AUDIT

142. At least once in each financial year the accounts of the Company shall be audited by the auditor/s to be appointed at each Annual General Meeting.

## WINDING-UP

- i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in species or kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not.
- ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in Trustee upon such trusts for the benefit of contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## NOTICES

143. i) A notice may be served on the Company or on an Officer thereof by sending it to the Company or to the Officer at the Registered Office of the Company by post.
- ii) A notice may be served on the Registrar by sending it to him at his office by post under a certificate of posting or by registered post, or by delivering it to, or leaving it for him at his office.

- iii) A notice may be served by the Company on any member either personally or by sending it by post to him to his registered address or if he has no registered address in India, to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- iv) A notice advertised in a newspaper circulating in the neighborhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address within India for the giving of notices to him.

## **SECRECY**

144. i) Every Director, Whole Time Managing Director, Manager, Auditor, Trustee, member of a Committee, Officer, servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any Meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- ii) No member or other person (unless he is a Director) shall be entitled to inspect or examine the Company's premises or properties of the Company without previous permission of the Director of the Company or Officers authorised by the Directors for the time being or to require discovery or of or any information respecting any detail, of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which, in the opinion of the Directors or Officers authorised by the Directors, it will not be expedient in the interest of the members of the Company to communicate.

## **INDEMNITY AND RESPONSIBILITY**

- 145.i) Subject to the provisions of Section 201 of the Act, every Director of the Company, the Manager, Secretary and other Officers or employees of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which such Director, Manager, Secretary and other Officer or employee may incur or become liable to, by reason of any contract entered into or act or deed done by him as such Director, Manager, Secretary, Officer, or employee or in any way in the discharge of his duties and the amount for which such indemnity is provided, shall immediately attach a lien on the property of the Company and have priority between the members over all over claims.
- ii) Subject as aforesaid every Director, Manager, Secretary or other Officer and Employees of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

iii) Subject to the provision of Section 201 of the Act, no Director or other officer of the Company shall be liable for the Acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency or title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, Company or Corporation, with whom any moneys, securities, or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission or default or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

## **RECONSTRUCTION**

146. The Board on any sale or transfer of the whole or any portion of an undertaking of the Company or the liquidator on a winding up may, if authorised by a special resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed, for the purchase in whole or in part of the property of the Company, and the Board, (if the profits of the Company permit) or the liquidator (on a winding up), may distribute such shares or securities or any other property of the Company among the members without realisation or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall, subject to the provisions of Section 395 of the Act, be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only such statutory rights, if any, under Section 494 of the Act as are incapable of being varied or excluded by these Articles in case the Company is proposed to be or is in course of being wound up.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which have been attached to the copy of the Prospectus, delivered to the Registrar of Companies, Chennai, Tamil Nadu, for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from 11.00 am to 5.00 pm on working days from the date of the Prospectus until the Issue Closing Date.*

#### **Material Contracts**

1. Memorandum of Understanding dated October 21, 2013 between our Company and the Lead Manager i.e. V.B. Desai Financial Services Limited.
2. Memorandum of Understanding dated July 25, 2013 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated February 6, 2014 between our Company, the Lead Manager, Escrow Collection Banks, and the Registrar to the Issue.
4. Underwriting Agreement dated October 21, 2013 between our Company and the Lead Manager – V.B.Desai Financial Services Limited
5. Market Making Agreement October 21, 2013 and supplement Agreement dated January 24, 2014 between the Company, the Lead Manager V.B.Desai Financial Services Limited and the Market Maker – Kunverji Finstock Pvt. Ltd.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated December 13, 2013
7. Tripartite agreement between the CDSL, our Company and the Registrar dated December 2, 2013

#### **Material Documents**

1. Certificate of Incorporation.
2. Fresh Certificate of Incorporation consequent to change of name on conversion of Company from private to public limited company.
3. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
4. Resolution of the Board of Directors meeting dated July 27, 2013, authorising the Issue.
5. Resolution of the shareholders passed at the Extra Ordinary General Meeting dated August 19, 2013, authorising the Issue.

6. Report of the Auditor dated December 9, 2013 from M/s. A.N. Damania & Co., the Peer Review Auditors of the Company on our Company's restated financial statements for six months ended September 30, 2013 and years ended March 31, 2013, 2012, 2011, 2010 and 2009
7. Copy of the Statement of Possible Tax Benefits dated November 7, 2013 issued by the Statutory Auditors of the Company M/s. S. Devaraj & Co., Chartered Accountants.
8. Consents of Statutory Auditors, Peer Review Auditors, Bankers to the Company, Lead Manager, Legal Advisors to the Issue, Directors, Promoters, Company Secretary cum Compliance Officer, Registrar to the Issue, Market Makers, Underwriters, Escrow Collection Banks and Refund Banks as referred to, in their respective capacities.
9. Approval from BSE vide letter In-principle listing approvals dated February 17, 2014 to use the name of BSE in this Offer Document for listing of Equity Shares on from the SME Platform of the BSE.
10. Due Diligence certificate(s) dated January 7, 2014 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## **DECLARATION**

We, the Directors of the Company, hereby declare that, all the relevant provisions of the Companies Act, 1956/2013, and the guidelines issued by the Government of India or the regulations or guidelines issued by the Securities & Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956/2013, the Securities & Exchange Board of India Act, 1992, each as amended or rules made there under or guidelines/ regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true & correct.

### **Signed by the Directors of the Company**

Mr. A. Joseb Raj  
Chairman

Mrs. Vimalla Joseb  
Managing Director

Mr. J. Jesuraj  
Director

Mrs. Irudayaraj Beaula Raj  
Director

### **Signed by the Chief Financial Officer of the Company**

Mr. Abdul Muthalif

### **Signed by the Company Secretary and Compliance Officer of the Company**

Mrs. S. Harinee

Date: February 25, 2014

Place: Chennai