



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This exit letter of offer ("**Exit Letter of Offer**") is being sent to you as a Residual Public Shareholder (as defined below) of Ocean Agro (India) Limited ("**Company**") in respect of the delisting of Equity Shares (as defined below) of the Company from BSE Limited ("**BSE**"). In case you have recently sold your Equity Shares, please hand over this Exit Letter of Offer and the accompanying documents to the person to whom the sale was effected. Capitalized terms used and not defined herein shall have the meaning given to them in the Public Announcement, the Letter of Offer, the Post Offer Public Announcement and the Exit Offer Public Announcement (each as defined below).

EXIT LETTER OF OFFER For acquisition of the Equity Shares of the Company to the Residual Public Shareholders of OCEAN AGRO (INDIA) LIMITED (Corporate Identification Number: L15174GJ1990PLC013922) Registered Office: A -207, Oxford Avenue, Opp. C U Shah College, Ashram Road, Ahmedabad-380 014, Gujarat, India Corporate office: 5- Alkapuri, Opp. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007, Gujarat Website: www.oceanagro.com E-mail: cosec@oceanagro.com ; Phone: +91-265-2351223 Fax: +91-265-2313690; Contact Person: Ms. Snehal Chokshi, Company Secretary & Compliance Officer From Mr. Kaushik Babubhai Parikh , residing at B J Parikh House, Amrakunj Extension, Near Atmajyoti Ashram, Ellorapark, Race Course Circle, Subhanpura, Vadodara – 390 023, Gujarat, India (hereinafter referred to as the " Acquirer ") The Acquirer is inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each (" Equity Shares ") held by you in the Company to the Acquirer, in accordance with Regulation 21(1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended (" Delisting Regulations ") at the Exit Price (as defined below) (" Exit Offer ")	
EXIT PRICE: Rs.18.50 (RUPEES EIGHTEEN AND FIFTY PAISE) PER EQUITY SHARE ("EXIT PRICE") NOTE: THE EQUITY SHARES OF THE COMPANY WILL BE DELISTED FROM BSE WITH EFFECT FROM THURSDAY SEPTEMBER 3, 2020	
EXIT WINDOW OPENING DATE: FRIDAY, SEPTEMBER 4, 2020	EXIT WINDOW CLOSING DATE: FRIDAY, SEPTEMBER 3, 2021
THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR BY REGISTERED POST OR SPEED POST OR COURIER (AT SHAREHOLDER'S OWN RISK AND COST) ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT LETTER OF OFFER	
MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
	
Vivro Financial Services Private Limited "Vivro House" 11, Shashi Colony, Opposite Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat, India. Tel.: +91 79-40404242 E-mail: investors@vivro.net ; Website: www.vivro.net SEBI Registration No.: INM000010122 CIN: U67120GJ1996PTC029182 Contact Person: Ms. Shashi Singhvi	Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estate, 1st Floor, Plot No. 639, Makwana Road, Marol Naka, Marol Andheri (East), Mumbai-400 059, Maharashtra, India. Tel.: 91-22-4227 0400 E-mail: info@adroitcorporate.com ; Website: www.adroitcorporate.com SEBI Registration No.: INR000002227 CIN: U67190MH1994PTC079160 Contact Person: Mr. N. Surreash
If you wish to tender your Equity Shares pursuant to this Exit Letter of Offer to the acquirer you should: <ul style="list-style-type: none"> • read this Exit Letter of Offer and the instructions herein carefully; • complete and sign the accompanying exit application form ("Exit Application Form") in accordance with the instructions contained therein and in the Exit Letter of Offer; • submit the required documents as mentioned in para 1.8 and 2.2 of this Exit Letter of Offer, as applicable, by hand delivery or registered post or speed post or courier to the Registrar to the Exit Offer in accordance with the terms and conditions set out in this Exit Letter of Offer. 	

Dear Shareholder(s),

This is an invitation to tender your Equity Shares in Ocean Agro (India) Limited in favour of the Acquirer at an Exit Price of Rs. 18.50 per Equity Share, subject to the terms and conditions provided below ("Exit Offer").

The Acquirer had made an Offer to the Public Shareholders of the Company for the acquisition of 20,33,200 fully paid-up Equity Shares of face value of Rs. 10/- each representing 30.14% of the total paid-up Equity Share Capital of the Company ("**Delisting Offer**") vide a public announcement dated July 2, 2020 published on July 3, 2020 ("**Public Announcement**") and the Letter of Offer dated July 3, 2020 ("**Letter of Offer**") and consequently seeking to delist the Equity Shares of the Company from BSE Limited in accordance with Delisting Regulations. The Public Shareholders holding Equity Shares of the Company were invited to tender Equity Shares pursuant to a reverse book building process ("**Reverse Book Building Process**" / "**RBBP**") through the Acquisition Window Facility or OTB of BSE from July 14, 2020 to July 20, 2020 ("**Bid Period**"), in accordance with the Delisting Regulations.

The Acquirer, vide post offer public announcement dated July 23, 2020 published on July 24, 2020 (the "**Post Offer Public Announcement**") announced that the Delisting Offer was successful, the price determined through the RBBP was Rs. 18.50 (Rupees Eighteen and Paise Fifty Only) per Equity Share ("**Discovered Price**") and that the Acquirer has accepted the price of Rs. 18.50 per Equity Share, being the Discovered Price ("**Exit Price**"). Pursuant to the acquisition of the Equity Shares validly tendered by the Public Shareholders in the Delisting Offer, the shareholding of the Promoter and Promoter Group of the Company has increased to 61,03,333 Equity Shares representing 90.49% of the total outstanding Equity Shares of the Company as on the date of this Exit Letter of Offer. Following the successful closure of the Delisting Offer, and in accordance with the Delisting Regulations, the Company made the final application to BSE on July 30, 2020, for delisting of the Equity Shares from BSE. Pursuant to the said application and as disclosed in the public announcement dated August 26, 2020, published on August 27, 2020 issued by the Acquirer ("**Exit Offer Public Announcement**"), BSE vide its notice number 20200820-5 dated August 20, 2020 ("**BSE Final Delisting Approval**"), has communicated that Equity Shares of the Company (Security Symbol:- OCEAGRO; Scrip Id: 519491) shall be suspended from trading w.e.f. August 27, 2020 ("**BSE Date of Discontinuance of Trading**") and the above referred Equity Shares and security symbol will be delisted from BSE with effect from September 3, 2020 ("**BSE Date of Delisting**").

Delisting of the Equity Shares means that they cannot be traded on BSE and/or any other stock exchange and a liquid market for trading of the Equity Shares will no longer be available.

In accordance with Regulation 21 of the Delisting Regulations, the Acquirer hereby provides an exit opportunity to the remaining public shareholders of the Company who did not or were not able to participate in the RBBP or who unsuccessfully tendered their Equity Shares in the RBBP and are currently holding Equity Shares in the Company ("**Residual Public Shareholders**"), to tender their Equity Shares within a period of one year from the date of Delisting from BSE. Residual Public Shareholders can tender their Equity Shares to the Acquirer at the Exit Price at any time from September 4, 2020 till September 3, 2021 (both days inclusive) (the "**Exit Window**"), on the terms and subject to the conditions set out in this Exit Letter of Offer. This Exit Letter of Offer has been dispatched/mailed to all the Residual Public Shareholders of the Company by the Acquirer, whose names appear in the records of the Registrar of the Company and to the owners of Equity Shares whose names appear as beneficiary (ies) of Equity Shares on the records of the respective depositories (as the case may be) at the close of business hours as on August 28, 2020.

1. PROCEDURE FOR TENDERING YOUR EQUITY SHARES UNDER THE EXIT OFFER

*Please contact Adroit Corporate Services Private Limited ("**Registrar to the Exit Offer**") at the contact details set out on the cover page of this Exit Letter of Offer, if you require any clarification regarding the procedure for tendering your Equity Share(s).*

1.1. Procedure for Residual Public Shareholders holding Equity Shares in Dematerialized Form:

- 1.1.1. The Residual Public Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer, must submit the following documents by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked "**OCEAN AGRO (INDIA) LIMITED – EXIT OFFER**" so as to reach the Registrar to the Exit Offer, at the address as mentioned in para 1.7 of this Exit Letter of Offer on or before September 3, 2021 (i.e. the last date of the Exit Window):

- a) the Exit Application Form duly filled and signed along with requisite documents as mentioned in para 1.6 and 2.2, as applicable; and;
 - b) a counterfoil/photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares as detailed in para 1.1.3 of this Exit Letter of Offer.
- 1.1.2. If the Registrar to the Exit Offer does not receive the documents listed above but receives the Equity Shares in the Depository Account (*as defined below*), then in case of resident Residual Public Shareholders the Acquirer may deem the Exit Offer to have been accepted by such resident Residual Public Shareholders.
- 1.1.3. The Residual Public Shareholders must transfer their dematerialized Equity Shares from their respective depository account, in off-market mode, to the depository account, details of which are as follows:

Account Name:	MR. KAUSHIK BABUBHAI PARIKH
Depository Participant (DP Name)	Prudent Broking Services Private Limited
Depository Identification No (DP ID)	12063800
Client Identification No (Client ID)	00008796
Depository	Central Depository Services (India) Limited

Residual Public Shareholders having their beneficiary account with NSDL have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the above Depository Account opened with CDSL.

- 1.1.4. All transfers should be in off-market mode. A photocopy of the delivery instructions and/or counterfoil of the delivery instructions submitted to the depository participant of the Residual Public Shareholder's depository account and/or duly acknowledged by such depository participant crediting the Residual Public Shareholder's Equity Shares to the Account, should be attached to the Residual Public Shareholder's Exit Application Form.
- 1.1.5. In case your depository participant offers the facility of online transfer of Equity Shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer - generated confirmation of transfer of shares. Note that the transfer should be made in off-market mode.
- 1.1.6. It is the responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited in the Depository Account in the manner as mentioned above and their Exit Application Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Window.
- 1.1.7. The Equity Share(s) will be held in the Depository Account in trust until the consideration payable has been dispatched to the respective Residual Public Shareholder or the unaccepted Equity Share(s) are credited back to the respective Residual Public Shareholders' depository account.
- 1.1.8. In the case that you are not a resident of India, please submit your Exit Application Form along with all documents as specified herein in para 2.2 of this Exit Letter of Offer.
- 1.1.9. Please contact the Registrar to the Exit Offer or Manager to the Exit Offer or the Compliance Officer if you require any clarification regarding the procedure for tendering your Equity Shares.

1.2. **Procedure for Residual Public Shareholders holding Equity Shares in Physical Form:**

SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 clarified that, shareholders holding securities in physical form are allowed to tender shares in open offers, buy-backs through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations.

- 1.2.1. The Residual Public Shareholders holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Exit Offer must submit the documents as specified in para 1.6 and 2.2 as

applicable of this Exit Letter of Offer, by hand delivery or registered post or speed post or courier (at their own risk and cost) with the envelope marked “OCEAN AGRO (INDIA) LIMITED – EXIT OFFER” so as to reach the Registrar to the Exit Offer at the address as mentioned in para 1.7 of this Exit Letter of Offer on or before September 3, 2021 (i.e. the last date of the Exit Window).

- 1.2.2. If the Registrar to the Exit Offer does not receive the documents referred to above but receives the original share certificate(s), bank account details for transferring funds, valid share transfer form(s), copy of PAN card and valid address proof then, in case of resident Residual Public Shareholder the Acquirer may deem the Exit Offer to have been accepted by such resident Residual Public Shareholders.
 - 1.2.3. The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer form(s) until the consideration payable has been paid to the respective Residual Public Shareholder or the unaccepted share certificate(s) has/have been dispatched to the Residual Public Shareholder.
- 1.3. It shall be the responsibility of the Residual Public Shareholders tendering their Equity Shares in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering equity shares in the Exit Offer, and the Acquirer or the Registrar to the Exit Offer or the Manager to the Exit Offer shall take no responsibility for the same. The Residual Public Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable. The Residual Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares failing which the Exit Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Public Shareholders. On receipt of the Equity Shares in the Depository Account or physical share certificate(s) along with share transfer form(s), copy of PAN and valid address proof, the Acquirer shall assume that the eligible Residual Public Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Acquirer reserves the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approval.
- 1.4. The Equity Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- 1.5. **Residual Public Shareholders should ensure that their Exit Application Form together with necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Window, at the address of the Registrar to the Exit Offer given on the cover page and at para 1.7 of this Exit Letter of Offer. Further note that hand delivery shall be accepted from Monday to Friday 10.00 AM to 5.00 PM except on Public holidays.**
- 1.6. In case of registered Residual Public Shareholders resident in India, even in the event of non-receipt of the duly completed Exit Application Form, but receipt of original share certificate(s) and duly signed valid Transfer Deed, the Exit Offer would be deemed to have been accepted by such Residual Public Shareholders.
- 1.7. In the event of a Residual Public Shareholder not receiving or misplacing their Exit Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer at the registered office at 19/20, Jaferbhoy Industrial Estate, First Floor, Plot No. 639, Makwana Road, Marol Naka, Marol, Andheri (E), Mumbai – 400059, Tel No.: 91-22-4227 0400; E-mail: info@adroitcorporate.com; Website: www.adroitcorporate.com; Contact Person: Mr. N. Surreash clearly marking the envelope “OCEAN AGRO (INDIA) LIMITED – EXIT OFFER”. Further, a soft copy of the Exit Letter of Offer may be downloaded from the website of the Registrar to the Exit Offer www.adroitcorporate.com; or the website of the Company www.oceanagro.com.

- 1.8. Resident Residual Public Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

Category	Procedure/ Documents to be submitted	
	Physical	Demat
Individual / HUF	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s).	1. Exit Application Form duly filled and signed by the registered shareholder(s).
	2. Original Share Certificate(s)	2. The duly executed/acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. Note: In order to avoid rejection (thumb impression, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/ bank manager under their official seal.	-
Corporate	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory who is duly authorized by the board resolution	1. Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution along with a certified copy thereof.
	2. Original share certificate(s).	2. The duly executed/acknowledged copy of the delivery instruction slip/ a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Valid share transfer form(s) duly signed as Transferor (s) by an authorized signatory under their official seal and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	-
	4. True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of equity share(s).	-
Power of Attorney ("POA") holder(s)	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by the POA holder(s).	1. Exit Application Form duly filled and signed by the POA holder(s) along with a copy of the POA.
	2. Original share certificate(s).	2. The duly executed/acknowledged copy of the delivery instruction slip/ a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).

	3. Valid share transfer form(s) duly signed as transferor(s) by the POA holder(s) in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof	3. Shareholder should ensure that the POA is duly registered with their depository participant
	4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent. Note: It is recommended to attach a photocopy of the same.	-
Custodian	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificate /POA holders	1. Exit Application Form duly filled and signed by an authorized signatory.
	2. Original share certificate(s).	2. The duly executed/acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Valid share transfer form(s) duly signed as Transferor (s) by all POA holders in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	3. Corporate Authorization / Board Resolution.
	4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent. Note: It is recommended to attach a photocopy of the same.	

Note: For Equity Shares held in physical mode by Equity Shareholders which are being tendered in this Exit Offer, copy of PAN of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of non-receipt of PAN from an Equity Shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the expiry of the Exit Window, such Equity Shares would be liable for rejection.

2. NON-RESIDENT SHAREHOLDERS

- 2.1 It shall be the responsibility of the Residual Public Shareholders who are Non-resident Indians, Persons Resident outside India, Overseas Corporate Bodies ("**OCBs**"), Foreign Institutional Investors ("**FIIs**")/ Foreign Portfolio Investors ("**FPI**"), etc. ("**Non-Resident Residual Public Shareholders**") tendering their Equity Shares in the Exit Offer, to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Non-Resident Residual Public Shareholder should attach a copy of any such approval to the Exit Application Form, wherever applicable. Further, Non-Resident Residual Public Shareholders will have to enclose the original certificate which can authorize the Acquirer not to deduct tax from the consideration payable to such shareholder(s) or as the case may be, to deduct the tax at lower than normal applicable tax rate, obtained from income-tax authorities under Section 195(3) or Section 197 as the case may be, of the Income Tax Act, 1961, and also attach necessary documentary evidence with respect to period of holding and the cost of acquisition of shares. Further, for tax related clarity Non-Resident Residual Public Shareholders may also refer to para 6 of this Exit Letter of Offer. Further, Non-Resident Residual Public Shareholders will also have to enclose the documents as required in this Exit Letter of Offer.

- 2.2 Non-Resident Residual Public Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

Category	Procedure / Documents to be submitted	
	Physical	Demat
Non Resident Indian (“NRI”)	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s) or POA holder(s).	1. Exit Application Form duly filled and signed by the registered shareholder(s) or the POA holder(s).
	2. Original share certificate(s) along with Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. Note: In order to avoid rejection (thumb impressions, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/bank manager under their official seal.	2. The duly executed/acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Should enclose no objection certificate (“NOC”) and Tax Clearance Certificate (“TCC”) under Section 195(3) or Section 197 of the Income Tax Act, 1961 from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the Equity Shares are held on a long term or short term basis and cost of acquisition of Equity Shares for the purpose of determining capital gains tax.	
	4. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the Non-resident Shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.	
	5. Tax Residence Certificate (“TRC”) provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.	
	6. The NRI shareholder may also provide a bank certificate certifying inward remittance to avail concessional rate of tax deducted at source for long term capital gains under section 115E of Income Tax Act, 1961.	
	7. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962.	7. Copy of relevant pages of demat account if the Equity Shares have been held for more than twenty four months prior to the date of acceptance of Equity Shares under the Exit Offer along with broker invoice/contract note evidencing the date on which the Equity Shares were acquired.
	8. Copy of POA, required only if not registered with the Company or Registrar/Transfer Agent	

Non Resident Company/ Foreign Portfolio Investor ("FPI") /Foreign Institutional Investors(FII) Overseas Corporate Body ("OCB")	1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory who is duly authorized by the board resolution	
	2. Original share certificate(s) along with Valid share transfer form(s) duly signed as Transferor(s) by an Authorized signatory under their official seal and duly witnessed at the appropriate place(s) along with self- attested copy of the PAN card and valid address proof.	2. The duly executed/acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (in case of online transfer of shares).
	3. Certificate from a chartered accountant (along with broker invoice / contract note evidencing the date on which the shares were acquired) certifying that the shares have been held for more than twenty four months along with acquisition cost, if applicable.	3. Certificate from a chartered accountant (along with proof such as demat account statement) certifying that the shares have been held for more than twenty four months along with acquisition cost, if applicable along with broker invoice /contract note evidencing the date on which the shares were acquired.
	4. Copy of POA only if not registered with the Company or Registrar/ Transfer Agent	
	5. True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of equity share (s).	
	6. Self-attested SEBI Registration Certificate and copy of notification issued under section 115AD of the Income Tax Act showing name of FPI.	
	7. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the nonresident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.	
	8. Should enclose a NOC under Section 195(3) or Section 197 of the Income Tax Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short term basis and cost of acquisition of shares for the purpose of determining capital gains tax.	
	9. Tax Resident Certificate provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.	

Note: For Equity Shares held in physical mode by Equity Shareholders which are being tendered in this Exit Offer, copy of PAN of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of non-receipt of PAN from an Equity Shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the expiry of the Exit Window, such Equity Shares would be liable for rejection.

- 2.3 If any of the documents referred to in clause 2(1) and 2(2) above are not enclosed along with the Non-Resident Residual Public Shareholder's Exit Application Form, such Non-Resident Residual Public Shareholder's tender of Equity Shares under the Exit Offer may be treated as invalid.

3. PAYMENT OF CONSIDERATION

- 3.1 Following fulfillment of the conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration (after deducting applicable withholding tax) will be paid by the Acquirer by way of electronic credit/ demand draft/ pay order, wherever possible. The demand drafts/ pay orders will be dispatched to the relevant Residual Public Shareholders, at their own risk, by way of speed post / registered post/ courier. The Residual Public Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar to the Exit Offer. The Acquirer will credit/ dispatch the payment to Residual Public Shareholders who have validly tendered their Equity Shares in this Exit Offer following the

receipt and verification of duly filled valid Exit Applications Form(s) (together with necessary enclosures, if any) and receipt of the Equity Share(s) in the Depository Account/ receipt of physical share certificate(s) (along with duly filled in transfer deed(s), as applicable) by the Registrar to the Exit Offer.

- 3.2 The Manager to the Exit Offer shall instruct Axis Bank Limited, **(the “Escrow Bank”)** to make electronic fund transfers or issue demand drafts / pay orders to the Residual Public Shareholders (as the case may be) who have validly tendered their Equity Shares in the Exit Offer. Subject to any regulatory approvals as may be required, the Acquirer intends to make payments on monthly basis, within 10 days of the end of the relevant calendar month **(“Monthly Payment Cycle”)**. The first Monthly Payment Cycle shall commence in 10 days from October 10, 2020. Please note that the Acquirer reserves the right to make the payment earlier.
- 3.3 **Residual Public Shareholders holding shares in demat form:** The consideration shall be transferred to the bank account, the details of which are received electronically from the Residual Public Shareholder’s Depository Participant. Thus, the Residual Public Shareholders are advised to ensure that bank account details are updated in their respective Depository Participant accounts as these bank account details would be used for payment of consideration. In case the electronic transfers are unsuccessful due to wrong bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Residual Public Shareholders, the payment of consideration to the Residual Public Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Residual Public Shareholder and dispatched by registered post/speed post at the Residual Public Shareholder’s sole risk, at the address obtained from the first/sole Shareholders’ Depository Participant (however, there will be no obligation on the Acquirer or Manager to the Exit Offer or Registrar to the Exit Offer to do the same). None of the Acquirer, the Company, Manager to the Exit Offer or the Registrar to the Exit Offer shall be responsible for delay in receipt of consideration by the Residual Public Shareholder.
- 3.4 **Residual Public Shareholders holding shares in physical form:** In order to avoid any fraudulent encashment in transit of demand draft/ pay order issued by the Acquirer or by electronic credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill in the details of the sole Residual Public Shareholder’s bank account (or, in the case of joint holders, the first-named Residual Public Shareholder’s bank account) in the Exit Application Form along with copy of cancelled cheque and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided in the Exit Application Form. In case the electronic transfers are unsuccessful due to wrong or incomplete bank account details provided by the Residual Public Shareholder in the application form, the payment of consideration to the Residual Public Shareholder will be done in the form of a demand draft/ pay order in favor of the first/sole Residual Public Shareholder and dispatched by registered post/speed post/ courier at the Residual Public Shareholder’s sole risk at the address registered with the Registrar to the Exit Offer of the first/sole shareholders, however, there will be no obligation on the Acquirer or Manager to the Exit Offer or Registrar to the Exit Offer to do the same. The Acquirer, the Company, Manager to the Exit Offer or the Registrar to the Exit Offer shall not be responsible for delay in receipt of consideration by the Residual Public Shareholder.
- 3.5 The Equity Shares received from any invalid applications will:
- (i) in the case of dematerialized Equity Shares deposited in the Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Residual Public Shareholder in the Exit Application Form; and
 - (ii) in the case of physical Equity Shares, be dispatched together with the share certificate(s) and share transfer form(s) to the relevant Residual Public Shareholders by registered post/speed post, at the Residual Public Shareholder’s sole risk, at the address registered with the Registrar to the Exit Offer.
4. **EXIT WINDOW**
- The Residual Public Shareholders may submit their Exit Application Form along with the relevant documents to the Registrar to the Exit Offer at the Exit Price at any time during the Exit window. The Residual Public Shareholders are required to ensure that their Exit Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before September 3, 2021

5. **STATUTORY AND OTHER APPROVAL**

- 5.1 It shall be the primary responsibility of the Residual Public Shareholders tendering Equity Shares in the Exit Offer to obtain all requisite approvals, if any (including corporate, statutory or regulatory approvals and the RBI approval), prior to tendering in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Residual Public Shareholder should attach a copy of any such approvals to the Exit Application Form, wherever applicable.
- 5.2 To the best of the Acquirer's knowledge, as of the date of this Exit Letter of Offer, there are no statutory or regulatory approvals are required to acquire the Equity Shares and implement the Exit Offer. If any statutory or regulatory approval becomes applicable, the acquisition of Equity Shares from the Residual Public Shareholders by the Acquirer and the Exit Offer will be subject to such statutory or regulatory approvals and receipt thereof.
- 5.3 If any other statutory or regulatory approvals become applicable, the acquisition of the Equity Shares by the Acquirer pursuant to the Exit Offer will be subject to such statutory or regulatory approvals.
- 5.4 The Acquirer reserves the right not to proceed with the acquisition of the Equity Shares pursuant to the Exit Offer, if any of the requisite statutory approvals are not obtained or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.

6. **NOTE ON TAXATION**

- 6.1 As per the provisions of the Income Tax Act, 1961 (as amended by the Finance Act, 2020) ("**IT Act**"), any gain arising on transfer of capital assets being unlisted equity shares, shall be chargeable to tax as long term capital gain (if held for more than 24 months) at the rate of 20% (plus surcharge and cess, as applicable) and as short term capital gain (if held for not more than 24 months) at the normal rate of tax (plus surcharge and cess, as applicable) computed based on the total taxable income of the seller. In case the equity shares are held as stock-in trade by any shareholder of the Company, then income from sale of such shares shall be charged to tax under the head "profits and gains from business or profession" at the normal rate of tax (plus surcharge and cess, as applicable) computed based on the total taxable income of the seller. The Tax rates and other provisions may undergo changes.
- 6.2 In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirer shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Exit Offer. However, in case of non-resident Public Shareholders, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.
- 6.3 The tax implications are based on provisions of the IT Act as applicable as on date of this Exit Letter of Offer. In case of any amendment made effective prior to the date of closure of this Exit Offer, then the provisions of the IT Act as amended would apply. Notwithstanding the details given above, all payments will be made to the Public Shareholders subject to compliance with prevailing tax laws. The final tax liability of the Public Shareholder shall remain of such Public Shareholder and the said Public Shareholder will appropriately disclose the amounts received by it, pursuant to this Exit Offer, before the Indian income tax authorities.
- 6.4 **SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE EXIT OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THE DELISTING OR ACQUISITION PURSUANT TO THIS EXIT LETTER OF OFFER.**

7. **MISCELLANEOUS**

Any Residual Public Shareholder seeking any other assistance in connection with their shareholding like issue of duplicate share certificate, rectification of name, transmission of shares, deletion of name of a shareholder in case of joint shareholding may contact the Registrar to the Exit Offer.

8. **COMPLIANCE OFFICER**

The Company Secretary and Compliance Officer of the Company is:

Ms. Snehal Chokshi

Address: 5- Alkapuri, Opp. Express Hotel, Off. R.C. Dutt Road, Vadodara-390 007, Gujarat

Telephone: 91-0265-2351223; **Fax:** 91-0265-2313690;

Email ID: cosec@oceanagro.com

9. In the event of any Residual Public Shareholders not receiving, or misplacing, their Exit Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer, clearly marking the envelope "**OCEAN AGRO (INDIA) LIMITED – EXIT OFFER**" so as to reach the Registrar to the Delisting Offer, Adroit Corporate Services Private Limited, 19/20, Jaferbhoy Industrial Estate, First Floor, Plot No. 639, Makwana Road, Marolnaka, Marol, Andheri (E), Mumbai- 400059 on or before September 3, 2021 (i.e. the last date of the Exit Offer):

10. **General Disclaimer:**

Every Residual Public Shareholder who desires to avail of the Exit Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Exit Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with the tendering of the Equity Shares in the Exit Offer.

This Exit Letter of Offer is in continuation to and should be read in conjunction with the Public Announcement, the Letter of Offer, the Post Offer PA and the Exit Offer Public Announcement dated August 26, 2020, published on August 27, 2020. Capitalized terms used but not defined in this Exit Letter of Offer shall have the same meaning assigned to them as in the Public Announcement, the Letter of Offer, the Post Offer PA, and the Exit Offer Public Announcement.

Sd/-

Kaushik Babubhai Parikh

Date: August 27, 2020

Place: Vadodara

Enclosures:

1. Exit Application Form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

EXIT APPLICATION FORM

**FOR TENDERING EQUITY SHARES OF OCEAN AGRO (INDIA) LIMITED AT THE EXIT PRICE OF
Rs. 18.50 (RUPEES EIGHTEEN FIFTY PAISE) PER EQUITY SHARE**

Please read this document along with the Public Announcement published on July 3, 2020 ("**Public Announcement**" / "**PA**"); the Letter of Offer dated July 3, 2020 ("**Letter of Offer**" / "**LOF**"); the Post Offer Public Announcement published on July 24, 2020 ("**Post Offer Public Announcement**"); the Exit Offer Public Announcement published on August 27, 2020 ("**Exit Offer PA**") and the enclosed Exit Letter of Offer dated August 27, 2020 ("**Exit Letter of Offer**") issued by Mr. Kaushik Babubhai Parikh (hereinafter referred to as the "**Acquirer**"). The terms and conditions of the Exit Letter of Offer are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, expression in this Form have the same meaning as defined in the Exit Letter of Offer.

Exit Window Opens	September 4, 2020	Friday
Exit window Closes	September 3, 2021	Friday
Exit Price per Equity Share	Rs. 18.50 (Rupees Eighteen and Fifty Paise) per Equity Share	

EXIT APPLICATION FORM

for tender of fully paid-up Equity Shares of face value Rs. 10/- each of

OCEAN AGRO (INDIA) LIMITED

Pursuant to the Exit Offer by Mr. Kaushik Babubhai Parikh

Residual Public Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post or courier (at the Residual Public Shareholders' sole cost and risk) so as to reach the Registrar to the Exit Offer on or before the last date of the Exit Offer at the address of the Registrar to the Exit Offer given below:

Address	Contact Person /Contact Details	Mode of Delivery
Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estate, First Floor, Plot No. 639, Makwana Road, Marol Naka, Marol, Andheri (E), Mumbai – 400059, Maharashtra, India	Mr. N. Surreash Tel.: 91-22-4227 0400 E-mail: info@adroitcorporate.com; Website: www.adroitcorporate.com	Hand delivery or registered post/speed post or courier

Hand delivery- Monday to Friday 10.00 to 5.00 PM

Dear Sir(s),

Re: Exit Offer for fully paid up Equity Shares from the Residual Public Shareholders of the Company by the Acquirer in accordance with the provisions of the Delisting Regulations. The Exit Price for the Exit Offer has been determined as Rs. 18.50 per Equity Share.

1. I/We having read and understood the terms and conditions set out below, in the Exit Letter of Offer and hereby tender my/our Equity Shares in response to the Exit Offer at the Exit Price.
2. I/We hereby undertake the responsibility for the Exit Application Form and the Equity Shares tendered under the Exit Offer and I/We hereby confirm that the Acquirer / Registrar to the Exit Offer shall not be held liable for any delay / loss in transit resulting into delayed receipt or non-receipt of the Exit Application Form along with the all the requisite documents, or delay/failure in credit of Equity Shares to the Depository Account within due time, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
3. I/We understand that this Application Form is in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009 as amended and all other applicable laws.
4. I/We understand that the Equity Shares tendered under the Exit Offer shall be held in trust by the Registrar to the Exit Offer until the time of the dispatch/ credit of payment of consideration calculated at Exit Price and/or the unaccepted Equity Shares are returned.
5. I/We also understand that the payment of consideration will be done, if this application is accepted, after due verification of this Exit Application Form, documents and signatures receipt of shares in Demat account.

6. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Exit Application Form or the Exit Letter of Offer, this Exit Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
7. I/We hereby confirm that I have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
8. I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits / restricts my/our rights to tender Equity Shares and I/We are the absolute and only owner of these Equity Shares and legally entitled to tender the Equity Shares under the Exit Offer.
9. I/We authorize the Acquirer, Manager to the Delisting Offer and Registrar to the Delisting Offer to send the payment of consideration by way of crossed account pay order/demand draft/pay order through registered post or speed post at the address registered with the Company or as the case may be, by RTGS/NEFT/Direct Credit.
10. I/We hereby declare that, if for any reason, the income tax authorities were to make a claim and/or seek to recover any tax, interest or penalty from the Acquirer (where such claim or recovery pertains to, or is relatable to, my/our tax liability), in connection with the Equity Shares tendered by me/us under this Exit Offer, I/we agree to indemnify the Acquirer for the same along with costs related thereto.
11. I/We undertake to return the amount immediately, received inadvertently.
12. I/We agree that upon acceptance of the Equity Shares by the Acquirer, tendered by me/us under the Exit Offer, would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Equity Shares.
13. I/We authorize the Acquirer to accept the Equity Shares so offered, which it may decide to accept in terms of the Exit Letter of Offer.
14. I/We understand that in respect of the Equity Shares tendered in physical form, original Share certificate(s) and signed transfer deed(s) will be held in trust for us by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the Equity Shares are returned back.
15. My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository participant's stamp of acknowledgement;
16. If I/we are a Non-resident Residual Public Shareholder, I/we have also enclose with this Exit Application Form the relevant documents referred to in the Exit Letter of Offer, and that if such documents are not enclosed with this Exit Application Form, the Acquirer reserves the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Non-Resident Residual Public Shareholders on the gross consideration amount payable to such Non-Resident Residual Public Shareholders or may treat the Exit Application Form as invalid;
17. I/We hereby confirm that I/we have full power and authority to tender, sell and transfer the Equity Shares which I/we are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
18. I/We agree that upon acceptance of the equity shares by the Acquirer, tendered by me under this exit offer, I/We would cease to enjoy all right, title, claim, and interest whatsoever, in respect of such equity shares of the Company.
19. I/We further authorise the Acquirer to return to us, dematerialized Equity Shares, to the extent not accepted will be released to my/our depository account at my/our sole risk.
20. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection to this Exit Offer and agree to abide by the decisions taken in accordance with the applicable rules and regulations.
21. I/We acknowledge and confirm that all the particulars/statements given are true and correct.

1. Details of the Residual Public Shareholder:

Sl. No.	Name (in Block Letters) of the Shareholder (s)	Holder	Name	PAN
1	Complete this box with full name, signature and address of the holder of the Equity Shares. In case of joint holdings, full name of all the joint holders must appear in the same order as appearing in the share certificate(s)/ demat account.	Sole/ First Holder		
		Second Holder		
		Third Holder		
2	Contact Details	Tel No.:		
		Email Id:		
		Mobile No.:		
3	Full Address of the First/ Sole Holder (with Pin Code)			
5	Type of Investor (Please tick (v))	Individual		NRI -
		HUF		NRI-
		Domestic Company / Bodies		FII / FPI / OCB
		Mutual Fund		Insurance
		Banks & Financial Institutions		Others (Please
	Date and Place of Incorporation of the holder (if applicable)			

2. For Residual Public Shareholders Holding Equity Shares In Physical Form

Sr. No.	Folio Number	Share Certificate(s) Number	Distinctive Number		Number of Equity Shares
			From	To	
Total					
If space provided is inadequate please attach a separate continuation sheet					

3. FOR RESIDUAL PUBLIC SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM

Details of Residual Public Shareholder's demat account and delivery instruction executed in favour of the Depository Account. Please ensure that your Equity Shares are credited into the Depository Account in OFFMARKET MODE

Beneficiary's Account Name (as appearing in DP's records)	
Depository Participant (DP Name)	
Depository Identification No. (DP ID)	
Client Identification No. (Client ID)	
Date of execution/acknowledgement of delivery instruction/inter depository instruction (copy enclosed)	

Instruction (copy enclosed)	
Number of Equity Shares (in figures)	
Number of Equity Shares (in words)	

Other Enclosures as applicable (please tick (V) the box to the right of the appropriate category).

Power of Attorney		Corporate Authorisation	
Death Certificate		Others (Please specify).....	

4. Details of Bank Account:

The bank account details as available electronically from the Residual Public Shareholder's Depository Participant shall be used for making payment of the consideration. In order to avoid any fraudulent encashment in transit, of the cheque, pay order or demand draft issued by the Acquirer, if any, towards the consideration payable for the Equity Shares tendered under this Form, please fill the following details of the sole shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by issuing an instrument carrying the details of the bank account as available electronically.

Name of the Sole/ First Holder's Bank	
Branch Address	
City & Pin Code of the Branch	
Bank Account No.	
Savings / Current / Others (Please Specify)	
MICR Code (in case you wish to receive funds electronically)	
IFSC Code (In case you wish to receive funds electronically)	

Note: You may enclose copy of a cancelled cheque to enable us to ensure correct bank details. Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you.

Signatures

I/We hereby tender to the Acquirer, the number of Equity Shares set out or deemed to be set out in this Exit Application Form in accordance with and subject to the terms and conditions herein.

Signature			
	Sole/First Holder	Second Holder	Third Holder

Note: In case of joint holdings, all holders must sign. In case of bodies corporate the Exit Application Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Exit Application Form should be attached.

Please note that failure to provide the aforesaid details could result in delays in credit of consideration to the Residual Public Shareholders at their sole risk and none of the Acquirer, the Company, the Manager to the Exit Offer or the Registrar to the Exit Offer shall be held responsible for any such delay.

PHYSICAL SHAREHOLDERS (please tick)	DEMAT SHAREHOLDERS (please tick)
Exit Application Form	Exit Application Form
Original Share Certificate of the Company	Copy of Acknowledged Demat Slip
Valid Share Transfer Deed	Other document, as applicable
Other document, as applicable	

Notes:

1. All documents/remittances sent by / to the Residual Public Shareholders will be at their risk and Residual Public Shareholders are advised to adequately safeguard their interests in this regard.

2. Please read these notes along with the entire contents of the Exit Letter of Offer.
3. In the case of Residual Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/verification of this Exit Application Form shall also be provided; otherwise, the Exit Application Form shall be liable for rejection.
4. Please refer to para 1.8 and 2.2 of the Exit Letter of Offer for details of documents.
5. The number of Equity Shares tendered under the Exit Offer should match with the number of Equity Shares specified in the Share certificate(s) enclosed or Equity Shares credited in the Depository Account under the respective client ID number.
6. The consideration shall be paid in the name of sole/first holder.
7. In case, the Exit Application Form is not complete in all respects, the same may be liable for rejection.
8. It is the sole responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited to the Depository Account in the manner as mentioned above and their Exit Application Form are delivered or reach the Registrar to the Exit Offer on or before the last date of the Exit Window.

9. **FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM:**

- (a) Before submitting this Exit Application Form to the Registrar to the Exit Offer, please issue necessary instructions to your depository participant (where you hold the depository account in which the Equity Shares of Company are presently held) to credit your Equity Shares into the Depository Account (the details are given below) in **OFF MARKET MODE**.

Account Name:	MR. KAUSHIK BABUBHAI PARIKH
Depository Participant (DP Name)	Prudent Broking Services Private Limited
Depository Identification No (DP ID)	12063800
Client Identification No (Client ID)	00008796
Depository	Central Depository Services (India) Limited

Residual Public Shareholders having their beneficiary account with NSDL have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Account opened with CDSL.

- (b) a photocopy/counterfoil of my/our delivery instructions to my/our depository participant (duly acknowledged by such depository participant), crediting my/our Equity Shares to the Depository Account.
- (c) It is the sole responsibility of Residual Public Shareholders to ensure that their Equity Shares are credited to the Depository Account before the Exit Window closes.

10. **FOR EQUITY SHARES HELD IN PHYSICAL FORM:**

- (a) Before submitting this Exit Application Form to the Registrar to the Exit Offer, you must execute valid share transfer form(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant original physical share certificate(s). The share transfer form(s) shall be signed by the respective Residual Public Shareholders (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company/Registrar to the Exit Offer and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience. In case, the sole/ any joint holder has died, but the share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/will/probate/succession certificate and other relevant papers, as applicable.
- (b) Unregistered Shareholders should enclose, as applicable, (a) this Exit Application Form, duly completed and signed in accordance with the instructions contained therein, (b) original Share certificate(s), (c) original broker contract note, (d) valid share transfer form(s) as received from the market, duly stamped and executed as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. The Transfer Deed should be in favour of the Acquirer. All other requirements for valid transfer will be preconditions for acceptance.
- (c) By agreeing to participate in the Exit Offer the NR and NRI shareholders give the Company/Acquirer, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/ Acquirer for such regulatory reporting, if required by the Company/Acquirer.

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ACKNOWLEDGEMENT SLIP

Received from _____ an Exit Application Form for _____ Equity Shares of **Ocean Agro India Ltd** at an Exit Price of Rs. 18.50 per Equity Share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID NO.		Folio No.	
Client id no.		Share Certificate No.	
Number of Shares		Number of Shares	

Note for Physical Shareholders: Received but not verified share certificate(s) and share transfer form(s).

Signature of Official: _____

Date of Receipt: _____

THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR REGISTERED POST OR SPEED POST OR COURIER (AT OWN RISK AND COST) ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT LETTER OF OFFER

MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
	
Vivro Financial Services Private Limited "Vivro House" 11, Shashi Colony, Opposite Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat, India. Tel.: +91 79-40404242 E-mail: investors@vivro.net ; Website: www.vivro.net SEBI Registration No.: INM000010122 CIN: U67120GJ1996PTC029182 Contact Person: Ms. Shashi Singhvi	Adroit Corporate Services Private Limited 19/20, Jaferbhoy Industrial Estate, 1st Floor, Plot No. 639, Makwana Road, Marol Naka, Marol Andheri (East), Mumbai-400 059, Maharashtra, India. Tel.: 91-22-4227 0400 E-mail: info@adroitcorporate.com ; Website: www.adroitcorporate.com SEBI Registration No.: INR000002227 CIN: U67190MH1994PTC079160 Contact Person: Mr. N. Surreash

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SECURITIES TRANSFER FORM**Form No. SH – 4****[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution.....

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: **L15174GJ1990PLC013922**Name of the Company (in full): **Ocean Agro (India) Limited**Name of the Stock Exchange where the company is listed, if any: **BSE Limited****DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10.00	₹ 10.00	₹ 10.00

No. of securities being transferred		Consideration received	
In figures	In words	In words	In figures

Distinctive number	From						
	To						
Corresponding Certificate Nos.							

Transferor's Particulars

Registered Folio Number:

Name (s) in full

Signature(s)

1.

2.

3.

I, hereby confirm that the transferor has signed before me.

Signature of witness

Name and Address

.....

.....

Transferee's Particulars

Name in full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee

Specimen Signature of Transferee

.....

.....

Value of stamp affixed: Rs.

(Rupees

Enclosures:

- (1) Certificate of shares ~~or debentures or other securities~~
(2) If no certificate is issued, letter of allotment.
(3) Copy of PAN Card of all the Transferees (For all listed Cos.)
(4) Others, specify.....

Stamps:

--

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____
Signature of authorized signatory			

For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on vide Transfer No.....

Approval Date.....

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on at
..... No.....