NOTICE TO THE MEMBERS

Notice is hereby given that the Extra-ordinary General Meeting of the Members of the Company would be held on Tuesday, 11th February 2020 at 10:00 a.m. at the Registered Office of the Company at 15-1-37/3, Nowroji Road, Jayapradha Apartments, Maharanipeta, Visakhapatnam Andhra Pradesh - 530002 for approval of the Scheme of Amalgamation of M/s. Continental Fisheries India Private Limited (wholly owned subsidiary - CIN: U05000AP2014PTC094907) with M/s. Coastal Corporation Limited (the Parent Company).

The despatch of Notice for the EGM of the Company has been completed on 14th January, 2020 by: (a) email to the Members whose email addresses are registered with the Company; (b) physical copies have been sent by permitted mode to the Members who have not registered their email addresses with the Company. Notice of EGM is also available on the website of the Company www.coastalcorp.co.in and on the website of M/s. Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in the Notice. The remote e-voting period commences on Saturday, 8th February 2020 at 9 a.m (IST) and ends on Monday, 10th February 2020 at 5.00 p.m (IST). During this period the Members may cast their votes electronically. The facility to vote will be available at the Meeting and the Members who have not cast their votes electronically would be able to cast their votes at the Meeting. Only a person holding shares either in physical or dematerialised form as on 4th February 2020, the ‘cut-off date’ are being provided with the facility to cast their vote electronically or through voting at EGM.

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cut-off date, may obtain login ID and password for e-voting by sending request at www.evotingindia.com and then cast their vote accordingly. For further details, please refer to the notes given in EGM Notice.

The Company has appointed Mr. Sambhu Prasad, Company Secretary in Practice (Membership No. F8795 and CP No. 11723) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. In case of any query/grievance relating to e-voting, please visit Help & FAQs section of www.evotingindia.com.

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s Website (www.coastalcorp.co.in) and would also be communicated to the Stock Exchange. For further details visit our website at www.coastalcorp.co.in and www.bseindia.com.

The Scheme, if approved at the meeting / the e-voting will be subject to the subsequent approval of the Regional Director, South East Region at Hyderabad.

Visakhapatnam
Date: 14th January, 2020

For Coastal Corporation Limited
Sd/-
Swaroopa Meruva
Company Secretary
Coastal Corporation Limited
CIN:L63040AP1981PLC003047

Extra Ordinary General Meeting

on TUESDAY, 11th FEBRUARY 2020
at 10.00 A.M.

at

Registered Office
D.No. 15-1-37/3, Jayaprada Apartments,
Nowroji Road, Maharanipeta, Visakhapatnam – 530002,
Andhra Pradesh, India.

Phone: 0891-2567118, Fax: 0891-2567132
Email: cclinvestors@gmail.com, cs@coastalcon.com
Website: www.coastalcon.com
MEETING OF THE EQUITY SHAREHOLDERS FOR APPROVAL OF AMALGAMATION OF M/s. CONTINENTAL FISHERIES INDIA PRIVATE LIMITED WITH M/s. COASTAL CORPORATION LIMITED

Day: Tuesday

Date: 11\textsuperscript{th} February, 2020

Time: 10.00 A.M.

Venue: Registered office of the Company at 15-1-37/3, Nowroji Road, Jayapradha Apartments, Mharanipeta, Visakhapatnam Andhra Pradesh - 530002.

<table>
<thead>
<tr>
<th>Sl. No.</th>
<th>Contents</th>
<th>Page No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Notice of the Meeting of the Equity Shareholders of Coastal Corporation Limited under the provisions of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other provisions as applicable.</td>
<td>3</td>
</tr>
<tr>
<td>2.</td>
<td>Explanatory Statement/Statement under Section 230(3) read with sub rule (3)of rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with Section 102 of the Companies Act, 2013.</td>
<td>11</td>
</tr>
<tr>
<td>3.</td>
<td>The Declaration of Solvency made in pursuance of clause (c) of sub-section (1) of section 233 of the Act in Form No. CAA. 10.</td>
<td>26</td>
</tr>
<tr>
<td>4.</td>
<td>Copy of the Scheme of Amalgamation of Coastal Corporation Limited with Continental Fisheries India Private Limited.</td>
<td>33</td>
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<td>5.</td>
<td>Form of Proxy</td>
<td>55</td>
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<td>6.</td>
<td>Attendance Slip and Route Map</td>
<td>57 &amp; 58</td>
</tr>
</tbody>
</table>
NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF COASTAL CORPORATION LIMITED / TRANSFEREE COMPANY.

Notice pursuant to Section 101 & 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time

To,

The Members of

COASTAL CORPORATION LIMITED

Notice is hereby given that pursuant to Section 101 & 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, a meeting of the Equity Shareholders of the Company shall be convened and held for considering and, if thought fit, for passing the resolution set out below in relation to approval of the proposed Scheme of Amalgamation of Continental Fisheries India Private Limited (hereinafter referred to as the Transferor Company) with Coastal Corporation Limited (here in after referred to as the Transferee Company) and their respective shareholders.

The Board of Directors in their meeting held on 08th November, 2019 approved the Scheme of Amalgamation and have taken in-principal approval/ No Objection Certificate from the Registrar of Companies, Andhra Pradesh under the provisions of Section 233 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Transferor Company is Wholly Owned Subsidiary of the Coastal Corporation Limited and hence, Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 does not apply to the Scheme of Amalgamation.

Take further notice that a meeting of the Equity Shareholders of the Company will be held at the Registered Office of the Company situated at 15-1-37/3, Nowroji Road, Jayapradha Apartments Maharanipeta Visakhapatnam Andhra Pradesh - 530002 on Tuesday, 11th February 2020 at 10.00 a.m. to transact the following business:
SPECIAL BUSINESS

Item No.1

To consider and if thought fit, to pass the following resolution(s) with or without modifications, in terms of Section 233 of Companies Act, 2013 thereby according consent to the proposed Scheme of Amalgamation by way of a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations), relevant rules of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Registrar of Companies, Andhra Pradesh, The Official Liquidator, High Court, Hyderabad, Andhra Pradesh and Telangana, The Regional Director (being the authorities of Central Government delegated to the Regional Director), Hyderabad, or such other competent authority as may be applicable, and the confirmations, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “Scheme of Amalgamation of Coastal Corporation Limited (Transferee Company) with Continental Fisheries India Private Limited (Transferor Company) and their respective shareholders, providing for amalgamation of Transferor Company with Coastal Corporation Limited (Transferee Company) on a going concern basis with effect from 01.04.2019 (First day of April, Two Thousand and Nineteen) being the appointed date, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed.
by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.”

“RESOLVED FURTHER THAT Mr. T. Valsaraj, Managing Director of the Company and Mr. G.V.V. Satynarayana, Director Finance of the Company be and are hereby severally authorized to make such alteration(s), addition(s) or modification(s) in the proposed Scheme of Amalgamation as they may deem expedient or necessary for satisfying the conditions, if any, imposed by the Hon’ble Regional Director (South East Region) or Hon’ble National Company Law Tribunal Amaravathi Bench or as suggested by the offices of Registrar of Companies, Vijayawada, Andhra Pradesh and/or Official Liquidator or any other regulatory authority in this regard, keeping in view the interest of the Company.”

The Resolution provided in this notice seeks your approval to the said Scheme. The Explanatory Statement under Section 102 read with Section 233 and other applicable provisions of the Companies Act, 2013 and Details & Information as required under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme of Amalgamation are forming part of this notice.

For and on behalf of the Board of M/s. Coastal Corporation Limited

Sd/-

T. Valsaraj
Managing Director
DIN: 00057558

Date: 07.01.2020
Place: Visakhapatnam
Notes:

1. The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the notice:-
   
   1.1. Proposed Scheme of Amalgamation;
   
   1.2. Declaration of Solvency in Form CAA-10;
   
   1.3. Statement with prescribed Disclosures under Rule 25(3)(A) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as a Part of Explanatory Statement.

2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company.

3. The related Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed here to and forms part of notes.

4. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

5. In case you are holding the Company’s shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.

   In case you are holding Company’s shares in physical form, please inform Company’s RTA viz. M/s. Bigshare Services Private Limited at 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad - 500082 by enclosing a photocopy of blank cancelled cheque of your bank account, latest addresses & email IDs.

6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.

7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days, between 10.00 A.M. to 6.00 P.M. upto the date of the meeting.

9. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.

10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

11. In case of Joint holders attending the meeting, the Member whose name appears as the First Holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. The notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the RTA/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this notice will also be available on the Company’s website viz. www.coastalcorp.co.in. To support the Green initiative members who have not registered their email address are requested to update the same with RTA/Depositories.

13. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on the cut off date i.e. 4th February, 2020 as per the Register of Members of the Company.

14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the EGM.
Procedure for E-voting

A. In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on “Shareholders” tab.

(iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”

<table>
<thead>
<tr>
<th>E-Voting Start Date &amp; Time</th>
<th>E-Voting End Date &amp; Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>08.02.2020 at 9.00 A.M</td>
<td>10.02.2020 at 5.00 P.M</td>
</tr>
</tbody>
</table>

During this period shareholders of the company holding shares either in physical form or in demat form as on cut off date i.e., 4th February, 2020 may cast their vote electronically.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form

| PAN   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical Shareholders)  
|       | • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Serial Number (refer Serial No. printed on the name and Address Sticker/Postal Ballot Form) in the PAN Field.  
|       | • In case the Serial Number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL Letters. Eg. if your name is Vikas Rao with Serial Number 1 then enter V100000001 in the PAN field. |

| DOB   | Enter the Date of Birth as recorded in your Demat account or in the Company Records for the said Demat account or folio in dd/mm/yyyy format. |

| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your Demat account or in the Company Records for the said Demat account or folio.  
|                      | • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / Folio Number in the Dividend Bank details field. |

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

B. In case of members receiving the physical copy of notice of Extra Ordinary General meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all steps from Sl.No.(i) to Sl.No. (xvii) Above to cast vote.

15. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

16. Mr. Sambhu Prasad, Company Secretary (Membership No. F8795 and CP No. 11723) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

17. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.coastalcorp.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)  

Item No.1  
The entire share capital of the Continental Fisheries India Private Limited, Transferor Company is held by the Transferee Company, Coastal Corporation Limited and furthermore both the companies are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as to eliminate the duplication of various processes it is proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.  

CAPITAL STRUCTURE PRE AND POST AMALGAMATION  
Pre and Post Amalgamation capital structure of Coastal Corporation Limited is as follows:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Pre Amalgamation</th>
<th>Post Amalgamation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No. of Shares</td>
<td>Amount</td>
</tr>
<tr>
<td>Authorised Share Capital</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity shares of Rs.10/- each</td>
<td>1,50,00,000</td>
<td>15,00,00,000</td>
</tr>
<tr>
<td>Issued, Subscribed and Paid up Share Capital</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity Shares of Rs.10/- each</td>
<td>1,01,68,800</td>
<td>10,16,88,000</td>
</tr>
</tbody>
</table>

PRE AND POST AMALGAMATION SHAREHOLDING PATTERN OF THE COMPANY:  
As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding would remain unchanged. The shareholding pattern of the Transferee Company as on 31.03.2019 is given below:-

<table>
<thead>
<tr>
<th>Category of shareholders</th>
<th>Pre Amalgamation</th>
<th>Post Amalgamation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No. of Shares</td>
<td>%</td>
</tr>
<tr>
<td>Promoters</td>
<td>33,27,040</td>
<td>32.72</td>
</tr>
<tr>
<td>Public</td>
<td>68,41,760</td>
<td>67.28</td>
</tr>
<tr>
<td>Non-Promoter Non-public</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(shares held by employees trust)</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>