



12th ANNUAL REPORT 2016 - 2017



OCEANAA BIOTEK INDUSTRIES LIMITED



12th ANNUAL REPORT

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COMPANY OVERVIEW





L. VANNAMEI

White leg shrimp (*Litopenaeus vannamei*), also known as Pacific white shrimp, is a variety of prawn of the eastern Pacific Ocean commonly caught or farmed for food. *Litopenaeus vannamei* grows to a maximum length of 230 millimeters (9.1 in),. It is restricted to areas where the water temperature remains above 20 °C (68 °F) throughout the year.



BROOD STOCK MANAGEMENT

Method involves manipulating environmental factors surrounding the brood stock to ensure maximum survival and increase fecundity. A matured, full grown Broods measuring 36 to 40 gms were imported from United States for reproduction, under goes a detailed examination by Aquatic Quarantine Facility, Chennai, to facilitate a regulated mode of introduction of non-native *L. vannamei* into India.

OPERATIONS



WATER TREATMENT

Slow Sand Filter - used in water purification for treating raw water to produce a potable product. They are typically 1 to 2 metres deep, can be rectangular or cylindrical in cross section and are used primarily to treat surface water.

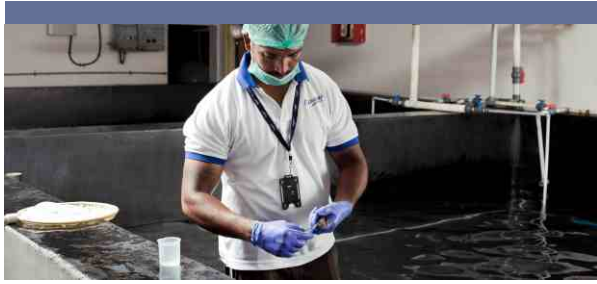
Water storage and filtration tank - The water storage tank is normally elevated to effectively distribute water by gravity to the hatchery. The water storage tank capacity should be at least 20% of the larval rearing tanks. Storage tanks are normally constructed out of reinforced concrete to withstand the water pressure.

Effluent Treatment System (ETP) - All the waste water is collected in the Effluent Treatment Plant and is applied 50ppm Chlorine. It is then subjected to aeration for about 1 hour and released into the sea.



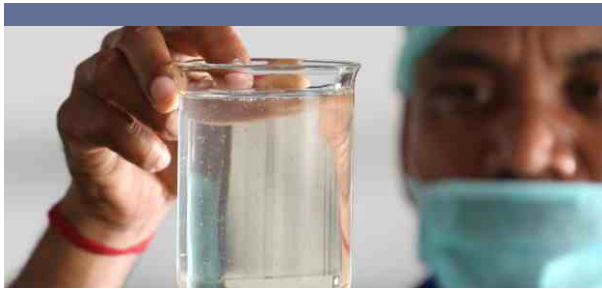
MATURATION

Matured male and female brood stocks are reared about 20-25 days in holding tanks to recover from transport stress & to adopt climate change. They are feed with warms, Squids, Oysters supplemented with feed additives. Mating occurs during the time when the broods are newly molted. Succeeding maturation females release developing embryos into the water. The first larval stage is known as Nauplius.



EYE STALK ABLATION

Removal of one (unilateral) or both (bilateral) eye stalks on female shrimps to stimulate the development of mature ovaries. Eye stalk ablated shrimps respond to their operation with a rapid and unstoppable gonadal development thus augmenting total egg production in given time.



NAUPLII

LRT

The un-segmented body of nauplius undergoes six moltings within 50 hours into a protozoa. The body becomes elongated with a distinct cephalothorax. The early protozoa stage has a pair of protruded compound eyes, the next stage is characterized by the presence of a rostrum and the late protozoa stage has a pair of uropods.

PLRT

After 4–6 days, the protozoa finally turn into a mysis. The mysis remain drifting in the water column until they transform into post larvae within 10–12 days. The animals grow very fast in terms of size and are able to swim freely at a body size of 0.8–1 cm in body length. Brine shrimp (*Artemia*) nauplii are the most widely used food item to feed nauplis.



FEED

ALGAE

The purpose of the algal mass culture system is to provide a dense "starter" culture of the desired species of algae that are known to satisfy the nutritional requirements of shrimp larvae. This is accomplished by producing "pure" algal cultures in the laboratory in enriched sea water medium under controlled environmental conditions and using these cultures to inoculate still larger cultures, eventually used as feed.

The algal cultures are produced daily on a production line basis by transferring small cultures at intervals into larger growth vessels containing new media. The transfers are made according to a schedule of inoculations that provide alternate food organisms to the shrimp larvae.

ARTEMIA

The dormant embryos "cysts" (brine shrimp eggs) are used as live diets for nauplii. Nutritional enrichment of *Artemia* can enhance levels of important marine-based highly unsaturated fatty acids



HARVEST

The larvae in nursery tanks can be harvested by first reducing the water level to about 1/3 of its depth and then can be collected from the bag net positioned at the tip of the drained pipe.

Plastic Bags & containers for Transport - Each bag containing about 4–6 liters of water can be stocked with 2000 SEEDS. The water in the bags are oxygenated and the open end is closed with rubber bands. The survival rate is about 80–90% if transport takes about 10-12 hours.



LABORATORY

A specialized food testing laboratory to provide the market a state-of-the-art lab that is certified and accredited to the highest standards, offers both Indian and International clients scientific and up-to-date technology. Company has a well-equipped R&D Lab infrastructure which focuses on ensuring complete safety by sampling and testing of each day's production and to make sure that the seafood process adheres to the highest industry standards and meticulous product specification.

Lab highlighted with a capacity to run 121 samples in one run. Owns a walk-away Robotic ELISA Station as well as robotic sample preparation and extraction for chemistry.



SERVICES OFFERED

Food Microbiology - 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.

Molecular Biology - Molecular biology explores cells, their characteristics, parts, and chemical processes, and pays special attention to how molecules control a cell's activities and growth.

Food Analytical Chemistry - Analytical Chemistry can determine the presence of a known chemical in a food. The nutritional value of food is determined by chemical analysis for components such as protein, fat and carbohydrates. Even the calorie content is calculated from chemical analysis. Our trained staff use state-of-the-art equipment in this practice.

Dear Stake holder,

India is fast emerging as a major aquaculture destination. Aquaculture in India got more than its fair share of opportunities, especially after 2009, to credit, shrimp producers in India immediately lobbied with the central government to allow import of white leg or Pacific white shrimp (*Litopenaeus Vannamei*) from the US for cultivation.

Company started with food testing laboratory aims to achieve complete safety by sampling and testing of each day's production and to make sure that the seafood process adheres to the highest industry standards and meticulous product specification.

On gaining grip over the Shrimp Cultivation and with the help of Promoter's expertise & aptitude in Hatchery business, the Company purchased a Hatchery business with a capacity of 400 million seed per annum (the survival has taken into 40%) during August, 2014 located at keelaiyur village, sirkali talk, nagapattinam District, Tamil Nadu. For a sale value of Rs. 3.9 Crores allotting 7,81,850 shares with a premium under consideration of cash. As a favorable outcome of Hatchery business Company has recorded revenue of Rs. 46.47 crore in 2015 compared to Rs. 6.70 crore in the year 2014. Resulting in increased profit of Rs. 80 lakhs in 2015 compared to Rs. 34.79 lakhs in 2014. In the year 2016 Company recorded profit of Rs. 2.17 crore reflected radiant progress in business.

Without the maturation facility the company had struggled in producing the good quality seed at right time. To cope up with the magnified evolution of the Hatchery Industry and eternal support received from the stakeholder, the Company invested in acquisition of another Hatchery which possess capacity of 250 million seed production and a big maturation facility which can hold 1600 pairs of brood stock at a time from a partnership firm, a Chennai based firm engaged in rearing of prawn seeds and trading of prawn seeds. To give effect to the purchase Company allotted 33,65,275 shares with Premium to the partners for consideration other than cash amounting sale value of Rs. 20.19 crore.

To bring lot of prawn farmers to purchase our seed, the company is giving the testing service as discount to the farmers for which the value for one test is very minimal when we compared to their purchase volume and value. That is why we were able to sell huge quantity of our own manufacturing seed and rather than trading in the year 2017. The company has recorded a revenue of Rs. 36.70 crore and profit margin Rs. 2.70 crore in the year 2017.

Going forward, the favorable monsoon is expected to result in the significant trading opportunities. Company is planned to introducing new and innovative technologies to cope up with global advancement. The year in retrospect was truly eventful- Enthused by the performance we are redoubling our efforts to face the emerging challenges with greater confidence.

I take this opportunity to thank all the employees of the company, whose dedication and confidence in the management has contributed to the success of the company. I also take this opportunity to thank all the shareholders for their continued faith in the company and understanding they have shown.

Thanks,
Joseb





CORPORATE INFORMATION



**BOARD OF DIRECTORS**

Mrs. VIMALLA JOSEB, Managing Director
Mr. A JOSEB RAJ, Director
Mrs. IRUDAYARAJ BEAULARAJ, Independent Director
Mr. JESURAJ, Independent, Director
Ms. LITHYA JOSEB, Additional Director

CORPORATE IDENTIFICATION NUMBER

L15549TN2005PLC057919

REGISTERED OFFICE

NO.15, ZACKARIA COLONY,
4TH STREET, CHOOLAIMEDU,
CHENNAI-600094
TAMIL NADU

LABORATORY

PUDUKUPPAM VILLAGE,#92, KEELAIYUR VILLAGE,
MANDAVAI POST, MARAKKANAM,
TINDIVANAM TALUK,
VILLUPURAM DISTRICT – 604 303
TAMIL NADU

LISTED STOCK EXCHANGE

BOMBAY STOCK EXCHANGE
PHIROZE JEEJEEBHOY TOWERS,
1ST FLOOR, DALAL STREET,
MUMBAI - 400 001
MAHARASHTRAMAHAARASHTRA

STATUTORY AUDITOR

ELANGO VAN AND CO.,
CHARTERED ACCOUNTANT
NO.15 (OLD NO.4), DR. RANGA ROAD,
METRO HOMES, 3RD FLOOR, MYLAPORE,
CHENNAI - 600 004

CHIEF FINANCIAL OFFICER

MR.S.ARPUTHASAMY

CORPORATE OFFICE

NO.6, 1ST FLOOR, WELLINGTON ESTATE,
NO.53, ETHIRAJ SALAI, EGMORE
CHENNAI – 600 008
TAMIL NADU

HATCHERY PLANT

POOMPUHAR, SEERKAZHI,
NAGAPATTINAM DISTRICT – 609 105,
TAMIL NADU

REGISTRAR & SHARE TRANSFER AGENT

BIG SHARE SERVICES PVT LTD
1ST FLOOR, BHARAT TIN WORKS BUILDING,
OPP. VASANT OASIS, MAKWANA ROAD,
MAROL, ANDERI EAST,
MUMBAI – 400059, MAHARASHTRA

INTERNAL AUDITORS

SRIVATSAN & ASSOCIATES
CHARTERED ACCOUNTANT
NEW NO.21, OLD NO.8,
M.K.AMMAN KOIL STREET,
MYLAPORE, CHENNAI-600 004



COMMITTEE INFORMATION

AUDIT COMMITTEE:

MRS.IRUDAYARAJ BEAULA RAJ, CHAIRMAN
MRS.VIMALLA JOSEB
MR.JESU RAJ

**NOMINATION AND
REMUNERATION COMMITTEE:**

MR.JESU RAJ, CHAIRMAN
MR.JOSEB RAJ
MRS.IRUDAYARAJ BEAULA RAJ

**STAKEHOLDER RELATIONSHIP
COMMITTEE:**

MR.JOSEB RAJ, CHAIRMAN
MRS.IRUDAYARAJ BEAULA RAJ
MRS.VIMALLA JOSEB



FIVE YEARS CONSOLIDATED FINANCIAL HIGHLIGHTS

(Amount in Rs- Actuals)

Financials	2016-17	2015-16	2014-15	2013-14	2012-13
Total Income	36,70,11,732	32,13,37,519	46,44,77,047	6,70,58,499	34,00,000
PBDIT*	5,37,79,357	4,88,44,100	1,89,49,065	58,34,489	4,14,000
Interest	89,894	89,403	29,228	Nil	Nil
Depreciation	1,10,24,537	1,34,19,222	62,52,223	72,616	Nil
Profit/(Loss) Before Tax	4,26,64,926	3,53,35,475	1,26,67,614	57,61,873	4,14,000
Profit/(Loss) After Tax	1,20,48,422	1,22,07,910	80,66,302	34,79,922	2,84,000
Dividend Distributed on Equity Shares	81,39,165	36,00,000	Nil	Nil	Nil
Earnings per Share	2.65	3.63	1.44	0.67	(10.51)
Share Capital	10,20,00,000	6,00,00,000	6,00,00,000	5,21,81,500	3,11,77,000
Reserves	3,48,89,529	5,96,77,497	4,22,37,626	28,97,324	(5,83,000)
Money received against Share Capital	Nil	Nil	Nil	Nil	60,000
Net Worth	13,68,89,529	11,96,77,497	10,22,34,667	5,50,72,906	3,05,94,000

*Profit before Depreciation, Interest and Tax



NOTICE OF ANNUAL GENERAL MEETING

OCEANAA BIOTEK INDUSTRIES LIMITED

CIN: L15549TN2005PLC057919

Registered Office: No.15, Zackaria Colony, 4th Street, Choolaimedu,
Chennai – 600 094, Tamil Nadu

Phone : 044-3024 1900, Fax : 044-3024 1990

Email : obil@oceanaabiotek.com

NOTICE is hereby given that the 12th Annual General Meeting of the members of the Company will be held on, **WEDNESDAY, AUGUST 23, 2017 AT 11:00 A.M. AT THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU** to transact the following businesses.

ORDINARY BUSINESS:

Item No 1 – Adoption of financial Statements

To receive, consider and adopt the audited Balance sheet as at 31st March, 2017 and Profit and Loss Account for the year ended 31st March, 2017 and the reports of Directors and Auditors thereon.

Item No 2 – Declaration of Dividend

To declare a final dividend of Rs.0.60 per equity share of face value of Rs. 10/- each, for the year ended March 31, 2017.

Item No 3 - Re-appointment of M/s. Elangovan and Co., Chartered Accountants, Chennai

To consider passing the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors of the Company, the re-appointment of M/s. Elangovan and Co, Chartered Accountants, having Firm Reg.No:006990S, Chennai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the forthcoming four Annual General Meeting, subject to ratification as to the said appointment at every Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditor, be and is hereby ratified.”



Item No 4 - To appoint a Director in place of Mr. Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider passing the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr. Joseb Raj (holding DIN 00848819), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No 5–Regularisation of Ms. Lithya Joseb as Director of the Company

To consider passing the following resolution as an Ordinary Resolution

"RESOLVED THAT Ms. Lithya Joseb (holding DIN 06869287), appointed as Additional Director in the meeting of the Board of Directors whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as a Director of the Company."

Item No 6- To Maintain Statutory Register and Records at Corporate Office of the Company

To consider passing the following resolution as an Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013, and other applicable rules made thereunder including any statutory modifications or enactments or re-enactments thereof, consent of the Company be and is hereby accorded to keep and maintain Statutory Register and records, copies of all annual returns and copies of certificates and other documents in Corporate office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU"

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

**Date: July 31, 2017
Place: Chennai**

**Vimalla Joseb
Managing Director
DIN: 00849207**



Notes:

- a) Notice of the AGM together with Annual Report for the F.Y.2016-2017 has been sent to all members by permitted mode at their address registered with the Company and/ or electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission/physical dispatch of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2016-2017 are available on the Company's website www.oceanaabiotek.com.
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, August 21, 2017 to Wednesday, August 23, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and such a proxy need not to be a member of a company.
- d) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.
- e) Members/Proxies are please requested to bring their copies of annual report to the meeting.
- f) Members/Proxies are requested to fill the Attendance slip for attending the meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- h) All documents referred to in this Notice/Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 A.M. to 6.00 P.M.) on all working days including Saturday (from 9.30 A.M. to 1.30 P.M.) and including the date of the Annual General Meeting of the Company.
- i) Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
- j) All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of the Annual General Meeting.



- k) The electronic copy of the AGM notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all shareholders whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Company, inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.
- l) The information on the Directors' re-appointment is provided as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Director has submitted the required declarations/information for his re-appointment.
- m) Consent letter of the proposed Auditors M/s. Elangovan and Co., Chartered Accountants, Chennai, can be inspected at the Corporate Office of the Company.
- n) The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, subject to approval of the shareholders and provisions of the Companies Act, 2013 & SEBI regulations, if any will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on August 23, 2017. The final dividend is Rs.0.60 per equity share of face value of Rs.10/- each.
- o) Members whose shareholding is in electronic mode are requested to direct any change in their personal particulars to their respective Depository Participant(s).
- p) Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents and/or to the Company.

M/s. Big Share Services Private Limited

1st Floor, Bharat Tin Works Building,
Marol Maroshi Road, Andheri East,
Mumbai 400059, Maharashtra
investor@bigshareonline.com

M/s. Oceanaa Biotek Industries Limited

No.6, 1st Floor, Wellington Estate,
No.53, EthirajSalai, Egmore
Chennai – 600 008, Tamil Nadu
obil@oceanaabiotek.com



Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereto, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

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

- i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders” tab to cast your votes.
- iv. Select the Electronic Voting Sequence Number (“EVSN”) **170731002** along with “Oceanaa Biotek Industries Limited” from the drop down menu and click on Submit.
- v. Now, fill up the following details in the appropriate boxes:

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

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

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@



\$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii. You can also update your mobile number and e-mail ID in your demat account, which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.

ix. For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in the Notice of AGM.

x. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

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

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

2. The voting period begins on 20th August, 2017 (10:00 am) and ends on 22nd August, 2017 (5:00pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th August 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th August 2017.
5. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
7. Mr. R. Balasubramanian, Practicing Company Secretary (Membership No. ACS 30556, CP No. 11979) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.oceanaabiotek.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.5. – Regularisation of Ms. Lithya Joseb as Director of the Company

Statement pursuant to Section 102(1) of the Companies Act, 2013

The Board of Directors at their meeting held on 13th August, 2016 appointed Ms. Lithya Joseb as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 Articles of Association of the Company holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director subject to approval of Shareholders in General meeting.

Ms. Lithya Joseb, holds a Master's Degree in Food Technology, and is in charge of the administrative affairs of the company. The Board considers that Ms. Joseb's association would be of immense benefit to the Company and is desirable to avail her services as a Director. The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Ms. Lithya Joseb as Director. Accordingly, the Board recommends the Item no. 5, in relation to appointment of Ms. Lithya Joseb as Director, respectively, for the approval by the shareholders of the Company.

None of the Directors, except Mr. A Joseb Raj and Ms. Vimalla Joseb and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the ordinary resolution set out under Item No. 5 of the Notice.

Item No.6. – Maintenance Statutory Register and Records at Corporate Office of the Company

Statement pursuant to Section 102(1) of the Companies Act, 2013

In the interest of operational and administrative convenience, it is proposed to maintain the Statutory Registers and records, copies of all annual returns and copies of certificates and other related documents in the Corporate office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU, a place other than its registered office.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Register and other records etc are to be kept. The Board recommends the special resolution set out under Item No.6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 6 of the Notice.

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Date: July 31, 2017

Place: Chennai

**VIMALLA JOSEB
MANAGING DIRECTOR
DIN: 00849207**



BOARD'S REPORT





BOARD'S REPORT

**To,
The Members**

The Directors have pleasure in presenting before you the Twelfth Annual Report of the Company together with the Financial Statements for the year ended March 31, 2017.

FINANCIAL SUMMARY:

The Highlights of the financial performance of the Company during the period ended March 31, 2017:

(Amount in Rs– Actuals)

PARTICULARS	2016-17	2015-16
Gross Income	36,70,11,732	32,13,37,519
Profit Before Interest and Depreciation	5,37,79,357	4,88,44,100
Finance Charges	89,894	89,403
Provision for Depreciation	1,10,24,537	1,34,19,222
Net Profit Before Tax	4,26,64,926	3,53,35,475
Provision for Tax	1,56,57,410	1,35,62,728
Net Profit After Tax	2,70,07,516	2,17,72,747
Balance of Profit brought forward	3,27,36,373	1,09,63,626
Balance available for appropriation	5,97,43,889	3,27,36,373
Proposed Dividend on Equity Shares	81,39,165	36,00,000
Tax on proposed Dividend	16,56,320	7,32,875
Transfer to General Reserve	3,23,22,634	2,02,74,212
Surplus carried to Balance Sheet	1,32,92,895	81,29,285



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

The Company has reported a steady growth in revenue of Rs. 36.70 crore in FY 16-17 compared to Rs. 32.13 crore in FY 15-16.

In order to expand the business, the Company acquired existing operative Maturation and Hatchery facilities with a capacity of 250 million at a cost of Rs.20,19,16,500/-, from a Partnership firm, established in 2010, a Chennai based trading firm specializing in supply of sea food – Vannamei prawns

The Company issued equity shares for consideration other than cash under preferential issue in joint names of Partners jointly designated by the said Partnership Firm against the assets taken over by the Company. To meet this requirement Company increased its Authorised Capital from Rs. 10.2 crore to Rs. 15 Crore.

The objects of the preferential issue is to accelerate the growth and earning power by acquisition of an existing operative Maturation and Hatchery as stated above. The Company has allotted 33,65,275 equity shares at Rs.60/- per Equity Share (inclusive of Rs.50/- per Share as Premium)

MATERIAL DEVELOPMENTS AFTER THE DATE OF FINANCIAL STATEMENTS:

DIVIDEND AND APPROPRIATION

The Board at its meeting held on May 30, 2017, has recommended a final dividend of Rs.0.60 per equity share of face value of Rs.10/- each for the Financial Year ended March 31, 2017, which is subject to approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on June 30, 2016.

Total amount appropriated for dividend including the dividend tax is Rs. 0.97 crore. Total dividend (including dividend tax) amounts to 36.27% of the net profits after tax. An amount of Rs. 3.23 crore has been transferred to General Reserve.

TRANSFER TO RESERVES:

The Company proposes to transfer Rs.1.20 crore to the general reserve on account of declaration of dividend. An amount of Rs. 0.51 crore is proposed to be retained in the surplus at the standalone level.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no instances of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.



RELATED PARTY TRANSACTIONS:

Related party transactions were entered during the financial year were on arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its approval. The Audit Committee granted omnibus approval for the transactions entered into by the Company in the ordinary course of business and at arm's length.

The details of Related Party Transactions are given in the notes to the financial statements.

BOARD MEETINGS:

The Board of Directors met 7 times during the financial year 2016-17. The dates of the Board meetings held are as follows:

May 30, 2016, June 30 2016, July 30, 2016, August 13, 2016, October 20, 2016, December 19, 2016 and February 14, 2017.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per the provisions of the Companies Act, 2013, Mr. Joseb Raj, having DIN: 00848819 retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The board recommends his re-appointment. Details regarding Mr. Joseb Raj are given under the Corporate Governance report forming part of this Annual Report.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

A separate meeting of the Independent Directors was held on February 14, 2017 to review the performances of;

- (a) Non-independent Directors, Mrs. Vimalla Joseb and Mr. Joseb Raj;
- (b) To assess the quality, quantity and timeliness of flow of Information

**POLICIES:**

The Company is compliant with the following policies/charters as mandated for all listed Companies:

- Audit Committee Charter/Policy
- Nomination and Remuneration Policy
- Vigil Mechanism/Whistle Blower Policy
- Code of conduct for prevention of insider trading and code of practices and procedures for fair disclosure of unpublished price sensitive information
- Policy for preservation of documents and Archival Policy

All the policies are available in the website of the Company www.oceanaabiotek.com

CSR POLICY/COMMITTEE:

The need for constituting a Corporate Social Responsibility Committee has not yet arisen.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Details regarding the Vigil Mechanism are available in the Corporate Governance Report forming part of this Annual Report.

DEPOSITS:

The Company has not accepted any public deposits during the FY 2016-17

- no amount on account of principal or interest on public deposits was outstanding as on the date of the financial statements.
- there has been no non-compliances with the requirements of the Act.

STATUTORY AUDITOR:

The Statutory Auditor, M/s. Elangovan and Co, Chartered Accountants retire at this Annual General Meeting and being eligible, offers himself for re-appointment. The resolution in this regard is included in the notice to the Annual General Meeting.

The Company has received confirmation from the Auditor regarding his consent and eligibility under Sections 139 and 141 of the Companies Act, 2013. The same can be inspected at the Corporate Office of the Company during business hours.

Observations in Auditors' Report

The Auditors' report does not contain any qualification, reservation or adverse remarks.

COST AUDIT:

The Central Government has not prescribed maintenance of cost records for the existing business activities of the Company.

**SECRETARIAL AUDIT:**

According to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company engaged the services of Mr. R. Balasubramanian, Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the Financial Year 2016-17.

The Secretarial Audit Report submitted by the Company Secretary in Practice is enclosed as a part of this Annual report in Annexure-A, which is self-explanatory.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report are covered separately and forms part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in **Annexure-B** to this Annual Report.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-C**.

Particulars of Employees covered by the provisions contained in Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The company has not employed any person during the year,

- whose remuneration was not less than Rs.1,02,00,000/- for the whole year or
- not less than Rs. 8,60,000/- per month, if employed for part of the year.
- if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013 (the Act), the Directors hereby confirm that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;



(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in Annexure-E.

Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Annual Report.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY:

The Company's policy on prevention of sexual harassment of women provides for the protection and prevention against sexual harassment of women employees at the workplace and redressal of such complaints. There were no complaints received or pending for redressal during the FY 16-17.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their gratitude for the support extended to the company by the banks, employees and investors.

For Oceanaa Biotek Industries Limited

Date : May 30, 2017
Place: Chennai

Vimalla Joseb
Managing Director
DIN: 00849207

A Joseb Raj
Director
DIN: 00848819



ANNEXURE-A

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Oceanaa Biotek Industries Limited,
No. 15, Zackaria Colony, 4th Street, Choolaimedu,
Chennai - 600094

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oceanaa Biotek Industries Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March 2017** ('Audit Period'), has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable during the Audit period).**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable during the Audit period).**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable during the Audit period).**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable during the Audit period).**

(vi) Other laws applicable to the Company:-

- a. The Payment of Gratuity Act, 1971;
- b. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- c. The Payment of Bonus Act, 1965;
- d. The Maternity Benefit Act, 1961;
- e. Tamilnadu Tax on Profession, Trade, Calling and Employment Act, 1992;



- f. The Payment of Wages Act, 1936;
- g. The Minimum Wages Act, 1948.

Based on the representation given by the Management of the Company, it is observed that there are no other laws which are specifically applicable to the business of the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreement entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1. The Company has not filed the relevant forms with Ministry of Corporate Affairs during the audit period with regard to appointment of Chief Financial Officer, pursuant to Section 203 of the Companies Act, 2013;**
- 2. The Company has not paid Gratuity and Bonus to specified employees pursuant to the provisions of The Payment of Gratuity Act, 1971 and The Payment of Bonus Act, 1965 during the audit period.**
- 3. The Company has not deposited the employer's and employees' contribution to Provident Fund within the prescribed time with the statutory authorities for the month of March 2017.**

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has

1. Allotted 42,00,000 (Forty Two Lakhs only) full paid up Bonus shares of Rs. 10/- to the existing shareholders in the ratio of 7 equity shares for every 10 equity shares held, dated 30th July, 2016 pursuant to the applicable provisions of the Companies Act, 2013.
2. Increased its authorised share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) consisting of 1,50,00,000 (One Crore Fifty Lakh only) Equity shares of Rs. 10/- (Rupees Ten only) each. The shareholders approval was obtained on 16th March 2017 pursuant to the applicable provisions of Companies Act, 2013.
3. Obtained Shareholders' approval for issue of 33,65,275 (Thirty Three Lakh Sixty Five Thousand Two Hundred and Seventy Five only) Equity Shares on Preferential basis for consideration other than cash in connection with acquisition of the business of M/s. BR Traders, a Partnership firm, engaged in the business of Hatchery for rearing prawn seeds and its trading activities.

Place: Chennai
Date: 30.05.2017

For R. Balasubramanian & Co.,

R. Balasubramanian
Practising Company Secretary
ACS 30556
C.P. 11979



ANNEXURE-B

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO (Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014)

The Company is taking undertaking adequate measures for conservation of energy and technology absorption.

A. Conservation Of Energy

(i) Steps taken or impact on conservation of energy: The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

(ii) Alternate sources of Energy: The management is planning to install more solar powered devices, wherever possible.

(ii) Capital investment on energy conservation equipment: NIL during the year under review.

B. Technology Absorption

The Company entered into an MOU with Indian Institute of Crop processing Technology, Thanjavur, Tamil Nadu for facilitating research and development activities

(i) Specific areas in which Research and Development is carried out by the Company: Waste water treatment, Sanitation monitors, Pathogen testing, Atypical bacteria, Fungi and Parasites testing during rearing of shrimp seeds.

(ii) Benefits derived as a result of above R & D: Reduction in costs and time, hygiene indicators

(iii) Future Plan of action: The nutritional value of food is determined by chemical analysis for components such as protein, fat and carbohydrates. The Company continues its effort on developing rapid testing methodologies with stress on quality.

(iv) Expenditure incurred on Research and Development: Rs.0.74 lakhs.

The Company has a well-equipped R&D Lab infrastructure. Our R & D activities mainly focus on waste management. The wastes obtained during the rearing of produce and make them into value added products. The seeds of *Manilkara sapota* are used for treating the waste water. The Company is working forward to extract the valuable product Chitosan from the shells of shrimps.

C. Foreign Exchange Earnings and Outgo: (Rs. In lakhs)

Particulars	2016-17	2015-16
Earnings in Foreign Exchange	Nil	Nil
Foreign Exchange Outflow	65.69	Nil



ANNEXURE-C

**Annual Return Extracts in MGT 9
Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]**

I.REGISTRATION & OTHER DETAILS :			
i	CIN	:	L15549TN2005PLC057919
ii	Registration Date	:	28/10/2005
iii	Name of the Company	:	Oceanaa Biotek Industries Limited
iv	Category/Sub-category of the Company	:	Company limited by shares
v	Address of the Registered Office & contact details	:	No.15, Zackaria Colony, 4 th Street, Choolaimedu, Chennai – 600 094 Tamil Nadu Phone: +91 44 3024 1900 Fax: + 91 44 3024 1990 E-Mail: obil@oceanaabiotek.com
vi	Whether listed company	:	Yes - BSE LTD
vii	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	:	Big Share Services Pvt Ltd E- 2, Ansa Ind Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai – 400 072 Maharashtra

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SI No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Production and Trading of shrimp seeds	03219 (Other marine aquaculture)	100.00%



III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

SI No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
	NIL				

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i)

S.No	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2016				No. of Shares held at the end of the year: 31/03/2017				% change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(IX)	
(a)	Individual / HUF	3117650	0	3117650	51.96	2070005	0	2070005	20.29	(31.67)
(b)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	
(e)	Any Others (Specify)									
(i)	Group companies	0	0	0	0.00	0	0	0	0.00	
(ii)	Trusts	0	0	0	0.00	0	0	0	0.00	
(iii)	Directors relatives	0	200	200	0.00	3230340	0	3230340	31.67	31.67
	SUB TOTAL (A)(1) :	3117650	200	3117850	51.96	5300345	0	5300345	51.96	-
(a)	Bodies corporate	0	0	0	0.00	0	0	0	0.00	
(b)	Individual	0	0	0	0.00	0	0	0	0.00	
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	
(e)	Any others (specify)	0	0	0	0.00	0	0	0	0.00	
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	-
	Total holding for promoters									
	(A)=(A)(1) + (A)(2)	3117650	200	3117850	51.96	5300345	0	5300345	51.96	-
(a)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	
(b)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	
(c)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	
(d)	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	
(e)	INSURANCE	0	0	0	0.00	0	0	0	0.00	



COMPANIES										
(f)	FII'S	0	0	0	0.00	0	0	0	0.00	
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	
(i)	ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00	-
(a)	BODIES CORPORATE	230000	0	230000	3.83	22351	0	22351	0.22	(3.61)
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO Rs. 1 Lakh)	450000	300	450300	7.51	198638	410	199048	1.95	(5.55)
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	2201850	0	2201850	36.70	4671306	0	4671306	45.80	9.10
(c)	ANY OTHERS (NON RESIDENT INDIANS (NON REPAT))	0	0	0	0.00	2	0	2	0	-
(i)	TRUSTS	0	0	0	0.00	0	0	0	0.00	
(ii)	CLEARING MEMBER	0	0	0	0.00	3948	0	3948	0.04	0.04
(iii)	NON RESIDENT INDIANS (NRI)	0	0	0	0.00	3000	0	3000	0.03	0.03
(iv)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	
(v)	MARKET MAKER	0	0	0	0.00	0	0	0	0.00	
(vi)	EMPLOYEE	0	0	0	0.00	0	0	0	0.00	
(vii)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00	
(viii)	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	
(d)	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	
	SUB TOTAL (B)(2) :	2881850	300	2882150	48.04	4899245	410	4899655	48.04	-
Total Public Shareholding										
	(B)=(B)(1) + (B)(2)	2881850	300	2882150	48.04	4899245	410	4899655	48.04	-
	Total (A) + (B) :	5999500	500	6000000	100.00	10199590	410	10200000	100.00	-
(a)	Shares held by custodians	0	0	0	0.00	0	0	0	0.00	
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	
(ii)	Public	0	0	0	0.00	0	0	0	0.00	
	SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00	-
	(C)=(C)(1)		0		0.00	0	0	0	0.00	
	Grand Total (A) + (B) + (C)	5999500	500	6000000	100.00	10199590	410	10200000	100.00	-


ii) SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	Joseb Raj A	15,58,825	25.98	-	1885002	18.5	-	(7.48)
2	Vimalla Joseb	15,58,825	25.98	-	185003	1.81	-	(24.17)
3	James Walter	100	0.00	-	170	0	-	-
4	Rayappan Salome	100	0.00	-	170	0	-	-
5	Lithya Joseb	0	0.00	-	3230000	31.67	-	31.67
	Total	31,17,850	51.96%		5300345	51.98		

iii) There are changes in Promoters' shareholding during the year 2016-17 as mentioned in segment II above.



iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mrs.Pushpamadha- Public				
	At the beginning of the year	3,11,850	5.20	3,11,850	5.20
	Bonus Share	2,18,295			
	At the end of the Year			5,30,145	5.20
2.	Mr.S.Sagayaraju				
	At the beginning of the year	3,10,000	5.17	3,10,000	5.17
	Bonus Share	2,17,000			
	At the end of the Year			5,27,000	5.17
3.	Mr.A.Sathyaraj				
	At the beginning of the year	2,80,000	4.67	2,80,000	4.67
	Bonus Share	1,96,000			
	At the end of the Year			4,76,000	4.67
4.	A THOMAS VICTOR				
	At the beginning of the year	1,10,000	1.83	1,10,000	1.83
	Purchase	1,50,000	1.47		
	Sales transaction up to 31.03.2017	(1,70,000)	(1.67)		
	Bonus Share	1,61,000			
	At the end of the year			2,51,000	2.46
5.	Emily Bosco Menezes				
	At the beginning of the year	1,20,000	2.00	1,20,000	2.00
	Bonus Share	84,000			
	Purchase & Sales transaction up to 31.03.2017	(50,000)	(0.49)		
	At the end of the Year			1,54,000	1.51
6.	Bosco Armando Menezes				
	At the beginning of the year	60,000	1.00	60,000	1.00
	Purchase	30,000	0.29		
	Sales transaction up to 31.03.2017	(30,000)	(0.29)		
	Bonus Share	56000			
	At the end of the year			1,16,000	1.14



7.	A MICHAEL PRABAKAR				
	At the beginning of the year	60,000	1.00	60,000	1.00
	Bonus Share	42,000			
	At the end of the Year			1,02,000	1.00
8.	JOSEPHINE				
	At the beginning of the year	50,000	0.83	50,000	0.83
	Bonus Share	35,000			
	At the end of the Year			85,000	0.83
9.	JUSTIN AROCKIA JEGAN J				
	At the beginning of the year	50,000	0.83	50,000	0.83
	Bonus Share	35,000			
	At the end of the Year			85,000	0.83
10.	MARIA LOUIS M				
	At the beginning of the year	50,000	0.83	50,000	0.83
	Bonus Share	35,000			
	At the end of the Year			85,000	0.83



iv) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mrs.Vimalla Joseb, Director				
	At the beginning of the year	15,58,825	25.98%	15,58,825	25.98%
	1. 24.06.2016 Gift of shares to Ms. Lithya Joseb	14,50,000	24.17%	1,08,825	1.81%
	2. 30.07.2016 Bonus shares	76,178	0.75%	1,85,003	1.81%
	At the end of the Year	1,85,003	01.81%	1,85,003	01.81%
2	Mr.A Joseb Raj, Director				
	At the beginning of the year	15,58,825	25.98%	15,58,825	25.98%
	1. 24.06.2016 Gift of shares to Ms. Lithya Joseb	4,50,000	7.50%	11,08,825	18.48%
	2. 30.07.2016 Bonus shares	77,61,77	7.61%	18,85,002	18.48%
	At the end of the Year	15,58,825	25.98%	18,85,002	18.48%
3	Mr.Jesuraj, Director				
	At the beginning of the year	100	0.00%	170	0.00%
	1. 30.07.2016 Bonus shares	70	0.00%	170	0.00%
	At the end of the Year	170	0.00%	170	0.00%
4	Mrs.Beaula Raj, Director				
	At the beginning of the year	100	0.00%	170	0.00%
	1. 30.07.2016 Bonus shares	70	0.00%	170	0.00%
	At the end of the Year	170	0.00%	170	0.00%
5	Ms. Lithya Joseb, Additional Director				
	At the beginning of the year	-	-		



	1. 24.06.2016 Gift of shares from Mr. Joseb Raj & Mrs. Vimalla Joseb	19,00,000	31.67%	19,00,000	31.67%
	2. 30.07.2016 Bonus shares	13,30,000	13.04%	32,30,000	31.67%
	At the end of the Year	32,30,000	31.67	32,30,000	31.67
6	Mr.S.Arputhasamy, Chief Financial Officer				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	-	-	-	-
7	Ms.R.Neeraja, Company Secretary				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	-	-	-	-



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL – ANNEXURE D

A) Remuneration to Managing Director, Whole-time Directors and/or Manager: **(Rs.in Lakhs)**

Sl. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mrs. Vimalla Joseb*	
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of 17(3) Income- tax Act, 1961	6.00 - -	6.00 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	- -	-
5.	Others, please specify	-	-
	Total (A)	6.00	6.00
	Overall Ceiling as per the Act	As a percentage of net profit calculated as per Sec.198 of the Companies Act, 2013 – within 5%	



B) Remuneration to other directors:

(Rs.in Lakhs)

Sl. No.	Particulars of Remuneration			Total Amount
1	Independent Directors	Mrs. Beaula Raj*	Mr. Jesuraj*	
	Fee for attending board / committee meetings	0.89	0.79	
	Commission	-	-	
	Others, please specify	-	-	
	Total (1)	0.89	0.79	1.68
2	Other Non-Executive Directors	Mr. Joseb Raj A*		
	Fee for attending board / committee meetings	0.69		
	Commission	-		
	Others, please specify	-		
	Remuneration	-		
	Total (2)	0.69		0.69
	Total Managerial Remuneration (1+2)			2.37

*Other than the Managing Director none of the other Directors are paid remuneration, except sitting fees.

Sitting fees paid to Directors has been reduced from Rs. 10,000 to Rs. 3,000 for Board meeting and Rs. 5,000 to Rs. 1,500 for all Committee meetings at the meeting of the Board of Directors held on 14.02.2017



C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD : (Rs.in lakhs)

		Key Managerial Personnel		
		Mr. S. Arputhasamy, Chief Financial Officer*	Ms. R. Neeraja, Company Secretary*	Total
1	Gross salary			
	A. Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	1.13	3.30	4.43
	B. Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	
	C. Profits under in lieu section of Salary 17(3) Income-Tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify	- -	- -	
5	Others, please specify	-	-	
	Total	1.13	3.30	4.43

*Remuneration to Mr. S. Arputhasamy, Chief Financial Officer was reduced from April, 2016

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

**FORM NO. AOC.2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis
 - (a) Name(s) of the related party and nature of relationship: NIL
 - (b) Nature of contracts/arrangements/transactions: NIL
 - (c) Duration of the contracts/arrangements/transactions: NIL
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
 - (e) Justification for entering into such contracts or arrangements or transactions: NIL
 - (g) Amount paid as advances, if any: NIL
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship: NIL
 - (b) Nature of contracts/arrangements/transactions : NIL
 - (c) Duration of the contracts/arrangements/transactions NIL
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
 - (e) Date(s) of approval by the Board, if any: NIL
 - (f) Amount paid as advances, if any: NIL



ANNEXURE – D
REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

Pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

(Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2016-17 are given below:

No	Name	Designation	Percentage increase in remuneration	Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year
1	Vimalla Joseb	Managing Director	34%	3.64
2	A Joseb Raj	Non-executive Director	-	-
3	Jesuraj	Non-executive Independent Director	-	-
4	Beaula Raj	Non-executive Independent Director	-	-
5	Lithya Joseb	Additional Director	-	-
6	S. Arputhasamy	Chief Financial Officer	(1087.16%)	N.A
7	R. Neeraja	Company Secretary	1.53%	N.A



3. The percentage increase in the median remuneration of employees in the financial year: 8.58%
4. The number of permanent employees on the rolls of the Company: 26.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The percentage decrease in the salaries of employees other than the managerial personnel in the last financial year is 8.69% on a cost to Company basis, as against an increase of 34% in the salary of the Managing Director (managerial Personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

The net worth as at March 31, 2016 was Rs.11.97 crore and as at March 31, 2017 was 13.69 crore.



ANNEXURE – E

REPORT ON CORPORATE GOVERNANCE

On September 2, 2015, The Securities and Exchange Board of India (SEBI) had notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 replacing the erstwhile Listing Agreement, effective from December 1, 2015. The new Listing Agreement is aimed at consolidating and streamlining the provisions of existing listing agreements for different segment of the capital markets.

The Company's corporate governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. The Company's has been diligently developing best practices to ensure its responsibility to the stakeholders.

The Company believes that good corporate governance practices help to enhance performance and valuation of the Company. The Company also respects the right of its shareholders to information on the

Performance of the Company and considers itself as trustee of its shareholders.

1. Board of Directors

a) The Board of Directors consists of 5 Directors as on 31 March, 2017, of whom 2 are Non- Executive Independent Directors.

Mr. Joseb Raj – Non Executive Director and Chairman

Mrs. Vimalla Joseb – Managing Director

Mr. Jesu Raj – Independent Director

Mrs. IrudayarajBeaula Raj – Independent Director

Ms. Lithya Joseb – Additional Director

b) The Board of Directors met 7 times during the financial year 2016-17. The dates of the Board meetings held are as follows:

May 30, 2016, June 30, 2016, July 30, 2016, August 13, 2016, October 20, 2016, December 19, 2016 and February 14, 2017.

c) Apart from Mr. Joseb Raj and Mrs. Vimalla Joseb, who are husband and wife and Ms. Lithya Joseb, daughter of Mr. Joseb Raj and Mrs. Vimalla Joseb, none of the Directors are related to each other.



d) The attendance of each Director at the meetings, the last Annual General Meeting and number of other Directorships/Committee memberships held by them as on 31 March, 2017 are as follows:

Sl.No.	Name of Director	Board meetings attended (no. of meetings held)	Number of other Directorships *	Number of committee Chairmanships *	Number of committee memberships*	Attendance at last AGM	No. of Shares held as on 31 March, 2017
1	Mrs.Vimalla Joseb	7(7)	6	-	2	Present	1,85,003
2	Mr.Joseb Raj	7(7)	6	1	2	Present	18,85,002
3	Mrs.IrudayarajBeaularaj	7(7)	-	1	3	Present	170
4	Mr.JesuRaj	7(6)	-	1	2	Present	170
5	Ms. Lithya Joseb	3(3)	2			NA	32,30,000

* Includes Private limited Companies

*Includes only Chairmanship/Membership in Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

2. Audit Committee

The Audit Committee consists of 3 directors, out of which 2 are Independent Directors. The Chairman of the Audit Committee is Mrs. Irudayaraj Beaula Raj, an Independent Director

The terms of reference to the Audit Committee cover all matters specified under the New Listing Agreement and the Companies Act, 2013. The same can be viewed at the website of the Company www.oceanaabiotek.com under Investor Info.

The Audit Committee met four times during the financial year 2016-17. The dates of the meetings were May30, 2016, August 13, 2016, October 20, 2016, and February14, 2017.

The Composition of the Audit Committee and attendance of each member at these meetings are as follows:

Name of the Director	Position	Category	No. of Committee meetings held	No. of Committee meetings attended
Mrs. IrudayarajBeaula Raj	Chairperson	Independent Director	4	4
Mrs. Vimalla Joseb	Member	Executive Director	4	4
Mr. Jesu Raj	Member	Independent Director	4	4

The Company Secretary is the Secretary to the Committee.



3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of 3 Directors.

The Composition of Stakeholders Relationship Committee is as follows:

Name of the Director	Position	Category	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Joseb Raj	Chairman	Non-Executive, Non-Independent Director	1	1
Mrs. Irudayaraj Beaula Raj	Member	Non-Executive Independent Director	1	1
Mrs. Vimalla Joseb	Member	Executive, Non-Independent Director	1	1

During the year, the Committee met on February 14, 2017.

The Company Secretary is the Secretary to the Committee.

During the year no letters/complaints were received from investors, which were replied/resolved to the satisfaction of the investors and none of the complaints is pending as on date. The Stakeholders Relationship Committee also reviewed the performance of Registrar and Transfer Agent, BigShare Services Pvt Ltd.

There was no request for Share Transfer and Dematerialization pending as on March 31, 2017.

The Company has designated an e-mail id exclusively for Investor Relations viz., obil@oceanaabiotek.com.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 Directors.

The Composition of Nomination and Remuneration Committee is as follows:

Name of the Director	Position	Category	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Jesu Raj	Chairperson	Independent Director	2	2
Mr. Joseb Raj	Member	Non-Executive Independent Director	2	2
Mrs. Irudayaraj Beaula Raj	Member	Non-Executive Independent Director	2	2



During the year, the committee met twice on 20th October, 2016 and 14th February, 2017. The Committee at its meeting held on February 14, 2017 recommended to the Board of Directors reduction in the sitting fees payable to the Non-Executive Directors' for meetings of the Board and Committees.

The Board considered the proposal for reduction in payment of sitting fees and approved the following to the Non-Executive Directors

Rs. 3,000/- (Rupees Three Thousand only) per Director per Meeting for Board Meetings.

Rs. 1,500/- (Rupees One Thousand and Five Hundred only) per Director per Meeting for Committee meetings.

The performance evaluation criteria for Independent Directors and other members of the Board are based on their personal attributes, understanding of their profile, their leadership & innovation and knowledge.

Remuneration paid to Directors

The remuneration payable to the directors is determined by the Board on the recommendation of the remuneration committee.

a) Details of Remuneration paid to Directors (for FY 2016-17):

Sl. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount Rs.in lakhs
		MRS.VIMALLA JOSEB	
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of 17(3) Income- tax Act, 1961	6.00 - -	6.00
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	-	-
5.	Others, please specify	-	-
	Total (A)	6.00	6.00



b) Details of Sitting Fees paid/payable to Non-Executive Directors during the financial year 2016-2017

S.No	Name of the non-executive director	Board Meetings (Amount in Rs.)	Committee Meetings (Amount in Rs.)
1.	A Joseb Raj	63000	6500
2.	Jesu Raj	53000	26000
3.	IrudayarajBeaula Raj	63000	26000

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company during the Financial Year ended March 31, 2017.

5. Certifications

CEO Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange has been submitted to the Board and form part of this Annual Report.

6. Disclosure on Materially significant related party transaction

There have been no materially significant related party transactions with the company’s promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the company at large. The Company has also formulated a policy on dealing with the Related

Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

Full disclosure of related party transactions as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India is given under Note No. 25 of Notes to Financial Statements. All the transactions covered under related party transaction were fair, transparent and at arm’s length.

7. Compliances

There have been no instances of non-compliance by the company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

8. Vigil Mechanism/Whistle Blower Policy

The Policy covers disclosures or formal reporting by the whistleblowers of any unethical and improper practices and events which have taken place/ suspected to have taken place. This policy provides for transparency in dealings and timely and regular response of whistleblower investigations.

This Policy is applicable to all the Employees and Directors of the Company and they are eligible to make Protected Disclosures under the Policy.

This policy also ensures disciplinary action against any whistleblower that misuse or abuse the policy.



The whistleblower policy is available on the Company's website www.oceanaabiotek.com

Any amendments/modifications to the code shall be intimated to the Stock Exchange and displayed on the website of the Company.

9. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

(i) The Board

A non-executive Chairman heads the Board.

Independent Directors possess the requisite qualification and experience to contribute effectively to the company in their capacity as independent director.

(ii) Shareholder rights:

The unaudited half yearly and Quarterly results of the company are uploaded in the website of the Company. These are not sent individually to the shareholders.

(iii) Audit Qualifications

The audited financial statements of the company are unqualified.

(iv) Separate posts of Chairman and CEO

The Company has separate posts of Chairman and CEO.

10. Means of Communication

a. The company's website address is: www.oceanaabiotek.com The website contains basic information about the company and such other details as required under the SME listing agreement. The company ensures periodical updation of its website. The company has designated the email-id obil@oceanaabiotek.com to enable the shareholders to register their grievances.

b. No presentations have been made to institutional investors or to analysts.

11. General Share Holders Information

A separate section has been annexed to the Annual Report furnishing various details viz., previous annual General Meeting, its time and venue, share price movement, distribution of shareholding, location of factories, means of communication, etc., for shareholders reference.



12. Meeting of independent directors:

The Independent Directors of the Company had met during the year on February 14, 2017 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

13. Annual General Meetings and Extraordinary General Meeting

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Annual General Meetings of the Company:

Venue	Financial Year	Date & Time	Time
No.6, 1 st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu	2013-2014	24 th September, 2014	11:00 a.m.
No.6, 1 st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu	2014-2015	28 th September, 2015	3:00 p.m.
No.6, 1 st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu	2015-2016	30 th June, 2016	2:00 p.m.

The details of resolutions passed in EGM in the last 3 years are as follows:

EGM	Subject
28 th September, 2015	1. Alteration of the Capital Clause of the Memorandum of Association 2. Alteration of the Capital Clause of the Articles of Association
17 th September, 2016	1. Listing Migration from BSE SME platform to BSE Main Board
16 th March, 2017	1. Alteration of the Capital Clause of the Memorandum of Association 2. Issue of Equity shares on preferential basis

E-Voting/Poll: {Details of E-voting/Poll carried out at AGM/EGM}

No resolutions were required to be passed by the shareholders of the company through postal ballot during the year FY 2012-13, 2013-14, 2014-15.



Following resolutions were passed at the Annual General Meeting held for FY 2015-16:

Items	Type of Resolution
To receive, consider and adopt the audited Balance sheet as at 31st March, 2016 and Profit and Loss Account for the year ended 31st March, 2016 and the reports of Directors and Auditors thereon	Ordinary Resolution
To declare a final dividend of Rs.0.60 per equity share of face value of Rs.10/- each, for the year ended March 31, 2016.	Ordinary Resolution
Re-appointment of M/s V.Krishnamoorthy & Co, Chartered Accountants, Chennai	Ordinary Resolution
Re-appointment of Mr.Joseb Raj A as Director	Ordinary Resolution
Approval for the issue of bonus shares	Special Business

14. Risk Management

Periodic assessments to identify the risk areas are carried out and management is briefed on the risks in advance to enable the company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks also the Company oversight into strategic, legal and compliance risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company also looks into the following:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a “risk” culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company’s human, physical and financial assets.



15. Details of the directors seeking re-appointment in the forthcoming annual general meeting (in pursuance of Regulation 36 of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. JOSEB RAJ A	Ms. LITHYA JOSEB
Mode of Appointment	Retire by Rotation Eligible for Re-appointment	Additional Director to be appointed as Director by Shareholders
Date of Birth	01/06/1963	25/08/1993
Number of Shares held	18,85,003 Equity shares	32,30,000 Equity shares
Qualifications	Master's in Business Administration	M.Sc., B.Tech
Experience in special functional Area	Over 25 years of experience in the fields of food processing, prawn hatchery, marine processing, bottling & canning, farming & retail stores.	Holds a Master Degree in Food Technology, and she is in charge of the administration of the company.
Directorship held in other Companies as on (March 31, 2017)	Oceanic Edibles International Limited Oceanic Bio-Harvests Limited Oceanic Tropical Fruits Private Limited Oceanaa AJR Cine Arts Private Limited Object- Frontier Software Private Limited Oceanaa AJR Entertainers Limited	Acewin Biotech India Limited OFS Consultancy Services Private Limited
Chairman/Membership in Committees of other Companies	Nil	Nil

Apart from Mr. Joseb Raj and Mrs. Vimalla Joseb, who are husband and wife and Ms. Lithya Joseb, daughter of Mr. Joseb Raj and Mrs. Vimalla Joseb, none of the Directors are related to each other.

16. Code of conduct for the board of directors and the senior management

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website www.oceanaabiotek.com. The Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2016-2017.



GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Date and time	August 23,2017 at 11.00 a.m.
Venue	THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU
Book Closure Date	August 21, 2017 to August 23, 2017 (both days inclusive)
Financial Year	1 st April, 2016 to 31 st March, 2017

b) Financial year: 1st April to 31st March

Financial Calendar: 2017-2018 (tentative)

c) The Company submits Quarterly results to the stock exchanges as per financial calendar.

d) Particulars of Dividend for the year ended 31.03.2017 – The Board at its meeting held on May 30, 2017 has recommended dividend at Rs.0.60 per equity share of face value of Rs.10/- each, which is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on August 23, 2017.

e) Listing of Shares

Name of the Stock Exchange	Stock Code
BSE Limited	538019
ISIN allotted by Depositories (Company ID Number)	INE732P01018

Note: Annual Listing fees for the year 2017-18 were duly paid to the BSE Limited.



f) Stock Market Data

Month	The Bombay Stock Exchange Limited		
	Month's High	Month's	Volume (No of shares traded)
	Price Rs.	Low Price Rs.	
APR 2016	29.6	18.6	4,70,000
MAY 2016	31.2	28	4,00,000
JUN 2016	39.05	30.55	50,000
JUL 2016	50.4	31.1	2,50,000
AUG 2016	31.5	31.2	3,30,000
SEP 2016	31.5	19	4,90,000
OCT 2016	34.85	23	1,40,000
NOV 2016	35.05	25.6	1,70,000
DEC 2016	26.05	25	20,000
JAN 2017	32.5	25.85	1,59,765
FEB 2017	50	32.55	1,24,874
MAR 2017	50	45.65	56,019

g) Shareholding Pattern as on March 31, 2017

Particulars	Number of Share holders	Shares held in Physical form	Shares held in dematerialised form	Total Number of shares held	% of capital
Promoter and Promoter Group					
a. Bodies Corporate					
b. Directors & their relatives	5	-	53,00,345	53,00,345	51.96
Public Shareholding					
I. Institutions					
a. Mutual Funds/UTI					
b. Financial Institutions/Banks					
c. Insurance Companies					
d. Foreign Institutional Investors					
II. Non Institutions	10	-	22,351	22,351	0.22
a. Bodies Corporate	239	410	48,69,944	48,70,354	47.75
b. Individuals	2	-	3,002	3,002	0.03
c. Non Resident Indians	-	-	-	-	-
d. Market Maker	9	-	3,948	3,948	0.04
e. Clearing Member					
Total	265	410	1,01,99,590	1,02,00,000	100



f. (i) Distribution of Shareholding as on March 31, 2017

Number of Equity Shares held	Number of Share holders	Number of Shares	% of Capital
Upto 500	131	18501	0.18
501-1000	13	11790	0.12
1001-2000	13	22161	0.22
2001-3000	6	16763	0.16
3001-4000	8	28676	0.28
4001-5000	2	9500	0.09
5001-10000	13	103298	1.01
10001 and above	79	9989311	97.93
Total	265	1,02,00,000	100.00

(ii) Shareholders' Category as on March 31, 2017

S.No	Category	Number of shareholders	Percentage %	Number of shares	Percentage %
1	Resident Individuals	244	92.08	10170699	99.71
2	Bodies Corporate	10	3.77	22351	0.22
3	Clearing Member	9	3.39	3948	0.04
4	NRI	2	0.75	3002	0.03

(iii) List of Top 10 Shareholders as on March 31, 2017

S.No	Name of Shareholder	No of shares held as on 31.03.2017	% of holding
1	Lithya Joseb	3230000	31.67
2	A Joseb Raj	1885002	18.48
3	Pushpamadha	530145	5.20
4	S Sagayaraju	527000	5.17
5	A Sathyaraj	476000	4.67
6	A Thomas Victor	251000	2.46
7	Vimalla Joseb	185003	1.81
8	Emily Bosco Menezes	154000	1.51



9	Bosco Armando Menezes	116000	1.14
10	A Michael Prabakar	102000	1.00

(iv) Dematerialization of shares

Category	No. of Shareholders	No. of Shares	Percentage %
Physical	3	410	0.00
NSDL	138	37,23,692	36.51
CDSL	124	64,75,898	63.49
Total	265	1,02,00,000	100

h) Registrar and Share Transfer Agents

BIGSHARE SERVICES PRIVATE LIMITED

REGISTERED OFFICE

1ST FLOOR, BHARAT TIN WORKS BUILDING,
MAROL MAROSHI ROAD, ANDHERI EAST,
MUMBAI 400059, MAHARASHTRA

E-Mail Id: investor@bigshareonline.com

Big Share Services Private Limited are the Registrars for the demat segment and also the share transfer agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgement. A Practicing Company Secretary certifies on a half yearly basis timely dematerialization of shares of the company.

i) Information in respect of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF) is given below:

Under the provisions of the Companies Act, 2013 dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. There was no unclaimed dividend as on March 31, 2017.

Shareholders holding shares in electronic form are requested to deal only with their Depository Participant in respect of change of address, nomination facility and furnishing bank account number, etc.



j) Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the company.

- Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.
- Shareholders holding shares in physical form, should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same, by submitting the nomination in Form No. SH-13. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

k) Reconciliation of Share Capital Audit

A quarterly audit was conducted by a Practicing Company Secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2017 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 10199590 Equity shares representing 99.99% of the paid up equity capital have been dematerialized as on March 31, 2017.

The Company is also in the process of obtaining 100% dematerialization of shares and is undertaking due procedures for conversion from physical to electronic form.

l) Information to Shareholders

A brief resume of the director re-appointed together with the nature of his experience and details of the other directorships held by him is annexed as part of the Corporate Governance section of this Annual Report.



m) Plant Locations

Hatchery Plant:

#92, Keelaiyur Village, Poompuhar,
Seerkazhi, Nagapattinam District – 609 105,
Tamil Nadu

Laboratory:

Pudukuppam Village,
Mandavai Post, Marakkanam,
Tindivanam Taluk, Villupuram District,
Tamil Nadu 604 303

Contact: Tel: +91 4147 302300

www.oceanaabiotek.com

Address for Correspondence

To contact Registrar & Share Transfer
Agent for matters relating to shares

Big Share Services Private Limited

1ST FLOOR, BHARAT TIN WORKS BUILDING,
MAROL MAROSHI ROAD, ANDHERI EAST,
MUMBAI 400059, MAHARASHTRA

Tel : 91-22-40430200; Fax : 91-22-28475207

E-mail : investor@bigshareonline.com

For any other general matters or in
case of any difficulties / grievance

Mrs. Vimalla Joseb

Managing Director

Tel : +91 3024 1929

Fax : +91 3024 1990

E-mail : obil@oceanaabiotek.com



MANAGEMENT DISCUSSION AND ANALYSIS REPORT





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

On the basis of increasing demand of shrimp and fish in global markets, the export of Indian sea food has risen by over 23 per cent to USD 5.78 billion in 2016-17

Shrimp farming has changed from traditional, small-scale businesses into a global industry. Technological advances have led to growing shrimp at ever higher densities, and brood stock is shipped worldwide. Farming implies some form of intervention in the rearing process to enhance production, such as regular stocking, feeding, protection from predators, etc.

Indian aquaculture shrimp production is set to grow at 4.9 per cent annually during 2014-18. The projected growth rate is second highest among the major shrimp-producing regions. This provides opportunities for Indian firms to expand further,

Companies that supply quality seed and feed, and share the right aquaculture practice with farmers, stand to gain in the market.

As per an estimate, currently, India's aqua feed consumption is around 1 million tons and assuming on an average 1.5 feed conversion ratio (industry standards), the demand for aqua feed comes to around 7 million tons by 2017-18, the report said.

State of affairs/Segment-wise or product-wise performance:

During the year under review, the Company has majorly focused on production and sale of shrimp seeds and testing of their quality before sale to farmers or end customers. Our major customers are spread across Tamil Nadu, Andhra Pradesh, Maharashtra, Gujarat and west Bengal.

In seafood cultivation, the most stringent bio-security measures are adhered to, to produce 100% antibiotic-free seafood that meets international food safety standards.

During previous year, the Company received permit from the Coastal Aquaculture Authority, Ministry of Agriculture and Farmers Welfare, Government of India to import 4400 numbers of SPF L. Vannamei brood stock (shrimp) per annum for rearing to adult brood stock for seed production at the Hatchery located at Keelaiyur Village, Poombuhar, Sirkali Taluk, Nagapattinam District, Tamil Nadu. The permission to import is valid from April 01, 2016 to March 31, 2020.

We are nurturing our indigenous L.Vannamei (Vannamei shrimp – *Litopenaeus Vannamei*, formerly *PenaeusVannamei*) seeds and selling to farmers across India.

The specific pathogen free (SPF) *LitopenaeusVannamei* has the capacity to produce quality seeds with faster growth and higher survival rates.

Even though shrimp farming has taken a downfall this year as compared to last year, our reputation in the market has contributed to our increased sales. Also, our group companies have a good reputation in the market. We are scaling on this factor to expand our business further.



In order to expand the business, the Company acquired existing operative Maturation and Hatchery facilities from a Partnership firm, having office at Chennai at a cost of Rs.20,19,16,500/-. The Company issued equity shares for consideration other than cash under preferential issue in the joint names of Partners jointly designated by the said Partnership Firm against the assets to be taken over by the Company. To meet this requirement Company increased its Authorised Capital from Rs. 10.2 crore to Rs. 15 Crore.

The objects of the preferential issue is to accelerate growth and earning power by acquisition of an existing operative Maturation and Hatchery as stated above. The Company allotted 33,65,275 equity shares at Rs.60/- per Equity Share (inclusive of Rs.50/- per Share as Premium)

Company Outlook:

We have been operating all our business operations from India and are planning to broaden operations through exports.

India's aquaculture industry continues to strive and the Company is positive that it will continue to factor on this to establish its credibility in the market.

Strength and weakness:

The Company has been in the field of aqua culture industry engaged in manufacturing high quality Shrimp seeds. The Company has well trained technical team in production and marketing of shrimps. The Company also provides technical support to the farmers and assisting farmers with information and knowledge of shrimp farming and also updating developments in culture methods and processes. Presence of strong dealership network, farmer base and committed work force stands in good stead in sustained growth of company's business.

Time gap is longer in adoption of technological advancement used across the world.

Opportunities and Threats:

We are striving continually to adopt the best aquaculture methods, ensuring regular incomes for farmers, while encouraging environmentally sound and sustainable practices. By distributing the best seeds as well as continuously monitoring and testing for quality, and providing a buy-back guarantee, we ensure that only the best products bear our stamp.

- Risks:

- Due to unfavorable monsoon predictions, our business would be affected and would result in increased costs of feed and other raw materials required for production of seeds. Volume featured with temperature, salinity, pH, rain fall and other climate parameters affect the rearing of seeds.
- Our performance also depends upon the prices in the International Shrimp markets.
- General business and economic conditions and change in government regulations could affect business.



Internal control systems and their adequacy:

The company has a proper and adequate system of internal controls that commensurate with the nature of business. The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors.

The Directors at their meeting held on May 30, 2017 have appointed M/s Srivatsan & Associates, Chartered Accountants, FRN: 014921F, Chennai as the Internal Auditors of the Company for the FY 17-18.

Risk management:

Information pertaining to risk management is given under the Corporate Governance section of the Annual Report.

Operations:

On the operations side, the Company has recorded a turnover of Rs. 36.70 crore as against Rs.32.13 crore during the previous year.

There is an increase in profits from Rs.2.17 crore in the previous year to Rs. 2.70 crore in the current year.

Transferred to General Reserve as on March 31, 2017 was Rs. 1.20 crore as compared to Rs. 1.22 crore.

Human Resources

The number of permanent employee on the Company's roll is 26.

The team consists of skilled crew with experience in their respective fields, production techniques, diverse expertise and professional background in food technology, engineering, finance and marketing.

The Company continues to run an in-house training programme held at regular intervals and aimed at updating their knowledge about food safety issues.



Declaration Regarding Compliance by Members of the Board with the Code of Conduct

I, Vimalla Joseb, Managing Director of M/s. Oceanaa Biotek Industries Limited, hereby confirm that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the Financial Year 2016-2017.

Date: **May 30, 2017**

Place: **Chennai**

Vimalla Joseb
Managing Director

DIN: 00849207



CERTIFICATION BY THE MANAGING DIRECTOR TO THE BOARD

To,
The Members,
Oceanaa Biotek Industries Limited

I, Vimalla Joseb, Managing Director of Oceanaa Biotek Industries Limited, certify that:

1. I have reviewed the financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for establishing and maintaining internal controls for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. I indicate to the auditors and to the audit committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Date: **May 30, 2017**
Place: **Chennai**

Vimalla Joseb
Managing Director
DIN: 00849207



**PRACTISING CHARTERED ACCOUNTANT'S REPORT ON CORPORATE GOVERNANCE TO THE MEMBERS OF
OCEANAA BIOTEK INDUSTRIES LIMITED**

**To,
The Members
Oceanaa Biotek Industries Limited**

We have examined the compliance of conditions of Corporate Governance by Oceanaa Biotek Industries Limited for the year ended March 31, 2017 as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as was applicable from effective) with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Elangovan And Co
Chartered Accountants
FRN: 006990S**

Date : **May 30, 2017**
Place : **Chennai**

**S. Sathish Kumar
Partner
M.No.: 226384**



INDEPENDENT AUDITORS' REPORT





INDEPENDENT AUDITOR'S REPORT

**To the Members of
Oceanaa Biotek Industries Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Oceanaa Biotek Industries Limited (“the Company”), which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on auditing specified under Section 143(10) the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the



reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representation received from the directors, as on March 31, 2017 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Sub section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in "Annexure B"; and



- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company is not applicable to provide any disclosures relating to Ind AS financial statements and the company has provided required disclosures dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 in accordance with the books of accounts maintained by the company *subject to disclosures as made out in the notes which is based on information provided by the management of the Company. We were not able to verify the records as the same was not made available to us.*

For Elangovan and Co
Chartered Accountants
FRN: 006990S

Place: Chennai
Date: May 30, 2017

S. Sathish Kumar
Partner
M.No. 226384



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report on Other Legal and Regulatory Requirements, of our report of even date for the year ended March 31, 2017:

1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

b) As explained to us, all the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. a) According to the information and explanations given to us, inventories have been physically verified at reasonable intervals by the management.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
7. a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including employees state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities except for few delays other than provident fund of Rs. 67,682/- and TDS of Rs. 2,98,315/- provided in the books of accounts by the company was not deposited pertaining to March 2017.

b) According to the information and explanations given to us there were no undisputed amounts in respect of Sales tax, Service tax, Customs duty, Excise duty, Value Added Tax or cess and other material statutory dues which were in arrears as at March 31, 2017 for a period of more than six months from the day they became payable.



- c) According to the records of the company, undisputed statutory dues amounting to Rs. 76,44,490/- pertains to income tax related to FY 2015-16 have not been deposited with the appropriate authority.
8. According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowing to any financial institutions or banks or dues to debenture holders.
 9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
 10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
 11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
 12. The Company is not a nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
 13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
 15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
 16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Elangovan and Co
Chartered Accountants
FRN: 006990S

Place: Chennai
Date: May 30, 2017

S. Sathish Kumar
Partner
M.No. 226384



STANDALONE FINANCIAL STATEMENTS



The image features a collage of financial data and tools. On the left, a portion of a silver calculator is visible, showing buttons for 'ON AC', 'M-', 'M+', 'CE', and a numeric keypad. In the center, a magnifying glass is positioned over a detailed spreadsheet, highlighting a specific section of data. To the right, there are several charts: a 3D pie chart with a red slice, a bar chart with blue and red bars, and a line graph. The background is filled with various financial tables and spreadsheets, some showing columns for 'Current Month' and 'Year to Date'.

	2020,000	0	2020,000	0
Gross profit (loss)	20,000	0	95,000	0
	1,060,000	1	1,825,000	1

Operating Expenses	Current Month		Year to Date	
	Amount	% of Sales	Amount	% of Sales
Selling				
Salaries and wages	122,000			
Commissions	112,000	0	32,000	0
Advertising	335	0	22,000	0
Depreciation	10,000	0		
Total selling expenses	244,000	1	57,000	
General/Administrative				
Salaries and wages	20,000	0		
Employee benefits	63,000			
Payroll taxes	70,000			
Insurance				
Rent				
Utilities				
Depreciation				



M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.15, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

BALANCE SHEET AS AT 31ST MARCH 2017

Particulars	Note No	As at March 31, 2017 INR	As at March 31, 2016 INR
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	1	102,000,000	60,000,000
(b) Reserve and Surplus	2	34,889,529	59,677,497
Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Long-term provisions	3	1,064,309	-
(c) Deferred tax liabilities (Net)		-	-
Current Liabilities			
(a) Short-term borrowings	4	354,918	739,392
(b) Trade payables	5	43,104,741	50,549,405
(c) Other current liabilities	6	3,568,953	4,402,290
(d) Short-term provisions	7	33,578,940	19,170,528
		218,561,390	194,539,113
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	58,101,347	67,642,425
(ii) Intangible Assets		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (Net)	9	1,596,850	837,460
(d) Long term loans and advances	10	5,933	2,790
Current Assets			
(a) Inventories		42,986,618	47,255,214
(b) Current Investments	11	553,383	525,104
(c) Trade receivables	12	48,562,961	25,484,069
(d) Cash and cash equivalents	13	3,017,758	4,014,288
(e) Short-term loans and advances	14	63,717,219	48,777,763
(f) Other current assets	15	19,322	-
		218,561,390	194,539,113
III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS			

As per my report of even date

For Elangovan and Co.
Chartered Accountants
FRN: 006990S

For and on behalf of Board of Directors

S. Sathish Kumar
Partner
M. No. 226384

Vimalla Joseb
Managing Director
DIN:00849207

A Joseb Raj
Director
DIN:00848819

Place: Chennai
Date: 30-May-2017



M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.15, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Note No	As at March 31, 2017 INR	As at March 31, 2016 INR
I. REVENUE FROM OPERATIONS	16	367,011,732	321,337,519
II. OTHER INCOME	17	404,552	27,894
Total Revenue (I + II)		367,416,284	321,365,413
III. EXPENSES			
a) Purchase of stock in trade	18	205,788,055	232,616,672
b) Change in inventory	19	4,268,596	(47,255,214)
c) Employee benefit expenses	20	20,520,186	14,561,928
d) Financial costs	21	246,228	289,625
e) Depreciation and amortization expenses	22	11,024,537	13,419,222
f) Other expenses	23	82,903,757	70,900,035
Total Expenses		324,751,358	284,532,269
IV. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I + II + III)		42,664,926	36,833,144
V. EXCEPTIONAL ITEM			
Exceptional Item		-	1,497,670
PROFIT BEFORE TAX (I + II + III)		42,664,926	35,335,475
V. TAX EXPENSE:			
(1) Current year tax provision		16,416,800	14,826,970
(2) Deferred tax/Adjustment for MAT		(759,390)	(1,264,242)
VI. PROFIT CARRIED TO BALANCE SHEET		27,007,516	21,772,747
VII. APPROPRIATION			
Provision for dividend		8,139,165	3,600,000
Provision for dividend distribution tax		1,656,320	732,875
Transferred to general reserve		12,048,422	12,207,910
Balance transferred to reserve & surplus		5,163,609	5,231,961
VIII. EARNINGS PER EQUITY SHARE			
(1) Basic		2.65	3.63
(2) Diluted		2.65	3.63
IX. NOTES FORMING PART OF THE FINANCIAL STATEMENTS			

As per my report of even date

For Elangovan and Co.
Chartered Accountants
FRN: 006990S

For and on behalf of Board of Directors

S. Sathish Kumar
Partner
M. No. 226384

Vimalla Joseb
Managing Director
DIN:00849207

A Joseb Raj
Director
DIN:00848819

Place: Chennai
Date: 30-May-2017



M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.15, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Particulars		Note No	As at 31-Mar-17 INR	As at 31-Mar-16 INR
A.	CASH FLOW FROM OPERATING ACTIVITIES			
	Net profit before taxes		42,664,926	35,335,475
	Adjustment for:			
	Depreciation		11,024,537	13,419,222
	Interest Income		(404,552)	(27,894)
	Operating profit before working capital changes		53,284,911	48,726,803
	Adjustment for increase/ (-) decrease in			
	Inventory		4,268,596	(47,255,214)
	Trade receivables		(23,078,892)	25,332,538
	Loans, advances and other current assets		(14,958,777)	(40,863,592)
	Trade payables		(7,444,664)	25,310,148
	Other current liabilities		(833,337)	3,463,319
	Short term provisions		4,612,927	10,662,718
	Long term provisions		1,064,309	-
	Cash generated from / (used in) operations		16,915,073	25,376,720
	Exceptional Item		-	-
	Less: Current year provision / Taxes paid		16,416,800	14,826,970
	Net cash flow from operating activities (A)		498,273	10,549,750
B.	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase for fixed assets		(1,483,459)	(6,230,076)
	Investment in bank		(28,279)	(525,104)
	Interest income		404,552	27,894
	Net cash flow/used in from investing activities (B)		(1,107,185)	(6,727,286)
C.	CASH FLOW FROM FINANCING ACTIVITIES			
	Proceeds from long term borrowings (Net)		-	-
	Repayment of short term borrowings		(384,474)	(420,456)
	Long term loans and advances		(3,143)	(2,790)
	Net cash flow from financing activities (C)		(387,617)	(423,246)
D.	Net increase/decrease in cash and cash equivalents (A+B+C)		(996,530)	3,399,218
	Cash and cash equivalents (Opening balance)		4,014,288	615,070
	Cash and cash equivalents (Closing balance)		3,017,758	4,014,288
	Components of cash and cash equivalents:			
	Cash on hand		2,551,487	2,300,804
	Balance with Banks		466,271	1,713,483

As per my report of even date

For Elangovan and Co.

Chartered Accountants

FRN: 006990S

For and on behalf of Board of Directors

S. Sathish Kumar

Partner

M. No. 226384

Vimalla Joseb

Managing Director

DIN:00849207

A Joseb Raj

Director

DIN:00848819

Place: Chennai

Date: 30-May-2017



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

24. SIGNIFICANT POLICIES

1. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the 2013 Act”) / Companies Act, 1956 (“the 1956 Act”), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2. Use of estimates

The Preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

4. Fixed assets

Fixed Assets are stated at cost less accumulated depreciation. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the asset. Subsequent expenditure on fixed assets after their purchase /completion is capitalised, only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.



5. Depreciation

Depreciation on fixed assets has been provided on the written-down value method as per Schedule II to the Companies Act, 2013.

Depreciation for assets purchased / sold during a period is also proportionately charged.

6. Impairment

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

7. Inventories

Inventories are valued at the lower of cost and net realizable value, after providing for obsolescence.

Costs of inventories comprise all costs of purchase and it includes any other costs incurred in bringing the inventory to their present location and condition.

8. Investments

Investments which are long-term in nature are stated at cost. Provision is made for diminution in value, if it is of nature other than temporary.

Current investments are valued at the lower of cost and fair value.

9. Revenue recognition

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of products is recognised on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership have been transferred and no effective ownership control is retained.

Interest income on deposits is recognised on accrual basis.

10. Segment reporting

The board of directors of the company assess the financial performance and position of the company and makes strategic decisions.



Segment Information:

The company is engaged in only one business namely producing and trading of Prawn Seeds and accordingly there is a single reportable segment. The Company does not have any income from Lab services/sales.

Segment revenue:

(Amount in Rs.)

Particulars	March 31, 2017	
	Total Segment Revenue	Revenue from Customers
Production - Hatchery	36,70,11,732/-	36,70,11,732/-

11. Retirement benefits to employees

Gratuity, Pension plan, Provident fund etc.,

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'. The Company's overall expected long-term rate-of-return on assets has been determined based on consideration of available market information, current provisions of Indian law specifying the instruments in which investments can be made, and historical returns. The discount rate is based on the Government securities yield. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

Contributions to provident fund, a defined contribution scheme are made as required by the statute and expensed to the statement of profit and loss.

12. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised only when the Company has present or legal or constructive obligations as a result of past events, for which it is probable that an outflow of economic benefit will be required to settle the transaction and a reliable estimate can be made for the amount of the obligation.

Contingent liability is disclosed for –

- I. Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- II. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements.



13. Disclosure of specified Bank Notes

During the year, the company had specified notes (SBN) and other denomination notes as defined in the MCA Notification G.S.R 308(E) dated March 30, 2017 on the details of specified bank notes held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBN's and other notes as per the notification as follows: (Amt in Rs)

Particulars	SBN *	Other Denomination Notes	Total
Closing cash in hand as on November, 8 2016	21,36,200	19,74,330	41,10,530
Add: Permitted receipts	-	1,24,62,332	1,24,62,332
Less: Permitted Payments	-	1,42,31,355	1,42,31,355
Less: Amount Deposited in Banks	21,36,200	-	21,36,200
Closing cash in hand as on December, 30 2016	-	2,05,307	2,05,307

* For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated November 8, 2016

14. Taxes on income

Income Tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax: Deferred tax is recognised, on timing differences, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in reserves and not in the Statement of Profit and Loss.



15. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

As per my report of even date
For Elangovan and Co.
Chartered Accountants
FRN: 006990S

For and on behalf of Board of Directors

S. Sathish Kumar
Partner
M.No. 226384

Vimalla Joseb
Managing Director
DIN:00849207

A Joseb Raj
Director
DIN:00848819

Date: 30-May-2017
Place: Chennai


NOTES FORMING PART OF THE FINANCIAL STATEMENTS
INR

	Particulars	As at March 31, 2017	As at March 31, 2016
1. Share Capital			
	Authorised capital 1,50,00,000 equity shares of Rs. 10/- each	150,000,000	-
	Authorised capital 1,10,00,000 equity shares of Rs. 10/- each	-	110,000,000
	Issued, Subscribed and paid up capital:-		
	1,02,00,000 Equity shares of Rs. 10/- each (Previous year 60,00,000)	102,000,000	60,000,000
		102,000,000	60,000,000
	a) Reconciliation of number of shares		
	Equity Shares		
	Opening balance	6,000,000	6,000,000
	Changes during the year	4,200,000	-
	Closing balance	10,200,000	6,000,000
		10,200,000	6,000,000
	b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company		
	Joseb Raj.A	1,885,002	1,558,825
		18.48%	25.98%
	Lithya Joseb	3,230,000	-
		31.67%	0.00%
	Vimala Joseb	185,003	1,558,825
		1.81%	25.98%
	Mrs. Pushpamadha	530,145	311,850
		5.20%	5.20%
	Sagayaraju.S	527,000	310,000
		5.17%	5.17%
		3,127,150	3,739,500
2. Reserve & Surplus			
	a) Securities Premium account	31,274,000	31,274,000
	b) General reserve / Free reserve		
	Opening balance	20,274,212	8,066,302
	Add: During the year	12,048,422	12,207,910
	Closing balance	32,322,634	20,274,212
	c) Bonus issue (7 equity share for every 10 equity shares held)	(42,000,000)	-
	Surplus in the statement of Profit and loss		
	Opening balance	8,129,285	2,897,324
	Add/Less: Profit/Loss during the year	5,163,610	5,231,961
	Closing balance	13,292,895	8,129,285
		34,889,529	59,677,497
3. Long Term Provisions			
	Provision for gratuity	887,415	-
	Provision for leave encashment	176,894	81
		1,064,309	-



Current liabilities			
4. Short Term Borrowings			
Vehicle Loan		354,918	739,392
		354,918	739,392
5. Trade payables			
Trade payables		43,104,741	50,549,405
		43,104,741	50,549,405
6. Other Current liabilities			
TDS Payable		298,315	272,125
Advance from customers		1,748,704	3,258,147
Outstanding expenses payable		1,521,934	872,018
		3,568,953	4,402,290
7. Short-term Provisions			
Provision for taxation		23,754,453	14,837,653
Provision for gratuity		24,363	-
Provision for leave encashment		4,639	-
Dividend		8,139,165	3,600,000
Dividend distribution tax		1,656,320	732,875
		33,578,940	19,170,528
Non-Current assets			
8. Fixed assets			
i) Tangible assets		58,101,347	67,642,425
ii) Intangible assets		-	-
		58,101,347	67,642,425
9. Deferred tax assets (Net)			
Deferred tax assets - Timing differences on account of depreciation		1,596,850	837,460
		1,596,850	837,460
10. Long-term loans and advances			
TDS, Advance tax (Net of Provisions)		5,933	2,790
		5,933	2,790



	Current assets		
11. Current investments			
	Bank Deposit (Guarantee deposit) with Interest	553,383	525,104
		553,383	525,104
12. Trade receivables			
	Debtors due more than 6 months (Considered good)	2,448,419	476,652
	Other debtors (Considered good)	46,114,542	25,007,417
		48,562,961	25,484,069
13. Cash and cash equivalents			
	Cash in hand	2,551,487	2,300,804
	Cash at bank	466,271	1,713,483
		3,017,758	4,014,288
14. Short-term loans and advances			
	Security deposit	25,000	25,000
	Salary advance	322,253	1,686,088
	Advances paid to vendors	63,369,966	47,066,675
		63,717,219	48,777,763
15. Other current assets			
	Prepaid expenses	19,322	-
		19,322	-

As per my report of even date

For Elangovan and Co.
Chartered Accountants
FRN: 006990S

S. Sathish Kumar
Partner
M. No. 226384

Place: Chennai
Date: 30-May-2017

For and on behalf of Board of Directors

Vimalla Joseb
Managing Director
DIN:00849207

A Joseb Raj
Director
DIN:00848819



NOTES FORMING PART OF THE FINANCIAL STATEMENTS				INR
	Particulars	As at March 31, 2017	As at March 31, 2016	
16.	Revenue from operations			
	Income from Sales - Hatchery	367,011,732	321,337,519	
	Income from Lab	-	-	
		367,011,732	321,337,519	
17.	Other Income			
	Interest received on bank deposits	31,422	27,894	
	Scrap Sales	373,130	-	
		404,552	27,894	
18.	Purchase of stock in trade			
	Raw materials	205,788,055	232,616,672	
	Direct expenses	-	-	
		205,788,055	232,616,672	
19.	Change in inventory			
	Opening Stock	47,255,214	-	
	Closing Stock	42,986,618	47,255,214	
	Net increase/decrease	4,268,596	-	47,255,214
20.	Employee benefit expenses			
	Wages & Labour charges	6,964,938	2,789,113	
	Salary & allowances	6,376,498	7,424,353	
	Director remuneration	825,000	447,000	
	Director sitting fees	-	80,000	
	Staff welfare	4,844,275	3,384,656	
	EPF payments	415,705	436,806	
	Gratuity	911,778	-	
	Leave encashment	181,532	-	
	Employer labour fund	460	-	
		20,520,186	14,561,928	
21.	Finance costs			
	Bank charges	156,334	200,222	
	Interest on vehicle loan	89,894	89,403	
		246,228	289,625	
22.	Depreciation and amortization expenses			
	Depreciation	11,024,537	13,419,222	
		11,024,537	13,419,222	



23. Other expenses		
Rent & amenities	1,543,000	1,661,590
Transportation charges	3,498,819	2,519,846
Printing & stationery	91,182	75,029
Postage expenses	15,456	2,169
Telephone expenses	45,315	20,758
Travelling & Conveyance	801,796	723,870
Rates & Taxes	11,024	2,190
Electricity expenses	16,429,512	13,933,990
Insurance	8,905	32,343
Audit fees	100,000	136,300
Director sitting fees	237,500	
Clearing & forwarding expenses	29,425,857	24,430,669
Diesel expenses	13,554,407	16,048,531
Freight Inward	983,005	778,480
Repairs & Maintenance:		-
- Vehicle maintenance	395,307	310,018
- Genset maintenance	53,062	48,136
- Hatchery maintenance	9,107,163	7,527,066
- Electrical maintenance	425,814	-
- Others	19,452	330,074
Office maintenance	76,412	182,271
Exchange fluctuation	34,975	-
Fees & License	710,960	187,274
Lab expenses	16,063	3,500
Donations	101,000	204,800
Business promotion expenses	331,222	117,797
Rebates & Discounts	2,512,113	62,277
Advertisement	116,100	12,000
Professional & legal expenses	2,113,443	621,752
Penalty	2,307	-
Interest on TDS/ST/IT	109,893	847,640
Preliminary expenses written off		2,959
General expenses	32,692	76,706
	82,903,757	70,900,035

As per my report of even date

For and on behalf of Board of Directors

For Elangovan and Co.
Chartered Accountants
FRN: 006990S

S. Sathish Kumar

Partner
M. No. 226384

Vimalla Joseb

Managing Director
DIN:00849207

A Joseb Raj

Director
DIN:00848819

Place: Chennai

Date: 30-May-2017



8. FIXED ASSETS SCHEDULE AS PER COMPANIES ACT 2013 FOR THE YEAR ENDED 31ST MARCH 2017											INR
Description	Rate (In %)	Gross Block			Accumulated Depreciation				Net Block		
		As at April 1, 2016	Additions	Deletions	As at March 31, 2017	As at April 1, 2016	Depreciation during the year	Deletions	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
Buildings	9.50	42,916,726	684,929	-	43,601,655	4,693,229	3,669,604	-	8,362,833	35,238,822	38,223,497
Plant & Machinery	18.10	5,453,717	167,731	-	5,621,448	1,129,402	800,426	-	1,929,827	3,691,620	4,324,315
Vehicles	25.89	1,732,641		-	1,732,641	573,213	300,176	-	873,389	859,252	1,159,428
Furniture & Fittings	25.89	288,712		-	288,712	124,553	42,501	-	167,054	121,658	164,159
Lab Equipments	25.89	30,894,130		-	30,894,130	11,292,664	5,074,820	-	16,367,483	14,526,647	19,601,466
Electrical Equipments	25.89	6,100,560	630,799	-	6,731,359	1,931,001	1,137,010	-	3,068,012	3,663,347	4,169,559
Total		87,386,486	1,483,459	-	88,869,945	19,744,061	11,024,537	-	30,768,598	58,101,347	67,642,425

DEPRECIATION SCHEDULE AS PER INCOME TAX ACT, 1961 FOR THE YEAR ENDED 31st March 2017										INR
Block of Assets	WDV as on 01.04.2016	Additions		Total	Deletions		Depreciation		Depreciation on for the year	WDV as on 31.03.2017
		Before 30.09.2016	After 30.09.2016		Before 30.09.2016	After 30.09.2016	Before 30.09.2016	After 30.09.2016		
Block - A (10%)										
Building	36,954,701	571,379	113,550	37,639,630	-	-	3,752,608	5,678	3,758,286	33,881,345
	36,954,701	571,379	113,550	37,639,630			3,752,608	5,678	3,758,286	33,881,345
Block - B (15%)										
Plant & Machinery	4,178,374	138,648	29,083	4,346,105	-	-	647,553	2,181	649,734	3,696,370
Lab Equipments	22,377,050	-	-	22,377,050	-	-	3,356,558	-	3,356,558	19,020,493
	26,555,424	138,648	29,083	26,723,155			4,004,111	2,181	4,006,292	22,716,863
Block - C (10%)										
Furniture & Fittings	1,716,348	-	-	1,716,348	-	-	171,635	-	171,635	1,544,713
Electrical Equipment	3,669,911	275,170	355,629	4,300,710	-	-	394,508	17,781	412,290	3,888,421
	5,386,259	275,170	355,629	6,017,058	-	-	566,143	17,781	583,924	5,433,134
Block - D (15%)										
Motor Vehicles	1,456,258	-	-	1,456,258	-	-	218,439	-	218,439	1,237,820
	1,456,258	-	-	1,456,258			218,439	-	218,439	1,237,820
Grand Total	70,352,643	985,197	498,262	71,836,101			8,541,300	25,640	8,566,941	63,269,161



25. Related party transactions under accounting standards (AS) -18:

Related Party and their relationship

A. Enterprises/parties on which promoters, directors and/or their relatives have significant influence.

Associate Companies as defined under Accounting Standard (AS) – 18

1. Oceanic Edibles International Limited
2. Oceanic Tropical Fruits Private Limited
3. Oceanic Bio-Harvests Limited
4. Object- Frontier Software Private Limited

B. List of key managerial personnel as defined under Accounting Standard (AS) 18

- Mr. Joseb Raj A
- Mrs. Vimalla Joseb
- Ms. Neeraja Rajendran
- Mr. S. Arputhasamy

C. Directors and Relatives

- Mr. Joseb Raj A
- Mrs. Vimalla Joseb
- Ms. Lithya Joseb
- Mr. James Walter
- Mr. Dominic Savio



D. Related Party Transactions

Sl.no.	Nature of transactions	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
1.	Remuneration paid to Vimalla Joseb	6,00,000	4,47,000
2.	Salary paid to Neeraja Rajendran	3,30,000	3,25,000
3.	Salary paid to Arputhasamy	1,13,333	13,45,447
4.	Purchase made from Oceanic Bio-Harvests Limited	16,63,150	71,07,005
5.	Rent - Oceanic Bio-Harvests Limited	25,000	30,000
6.	Rental advances - Oceanic Bio-Harvests Limited	25,000	25,000
7.	Operating and Other expenses - Oceanic Bio-Harvests Limited	1,21,37,597	88,31,818
8.	Purchase made from Oceanic Edibles International Limited	2,00,00,000	-
9.	Rent - Oceanic Edibles International Limited	12,00,000	12,90,000
10.	Rental advances - Oceanic Edibles International Limited	50,00,000	50,00,000
11.	Operating and other expenses - Oceanic Edibles International Limited	43,45,375	50,96,316

26. Payment to Auditors

Statutory Audit Fees – Rs. 1,00,000/-

27. Earnings and Expenditures in foreign currency:

Earnings in foreign currency – Nil

Expenditure in foreign currency – Rs. 65,69,805/- (USD 98,800)

(Note: The above figures excludes foreign exchange gain/loss if any)

**28. Earnings Per share (EPS):**

Particulars	2016-17 (Amount in Rs.)	2015-16 (Amount in Rs.)
Profit/(Loss) Attributable to Equity Share Holders	2,70,07,516	2,17,72,747
Weighted Average No. of Equity Shares	1,02,00,000	60,00,000
Earnings per Share Basic & Diluted	2.65	3.63

29. The previous year's figures have been regrouped wherever necessary to confirm to current year's classification and figures have been rounded off to the nearest rupee.

As per my report of even date
For Elangovan and Co
Chartered Accountants
FRN: 006990S

For and on behalf of Board of Directors

S. Sathish Kumar
Partner
M.No. 226384

Vimalla Joseb
Managing Director
DIN: 00849207

A Joseb Raj
Director
DIN: 00848819

Date: 30-May-2017

Place: Chennai



OCEANAA BIOTEK INDUSTRIES LIMITED

Regd Office: No.15, Zackaria Colony, 4th Street, Choolaimedu, Chennai – 600 094, Tamil Nadu
CIN: L15549TN2005PLC057919

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

_____ E-mail ID : _____

DP ID _____ Reg Folio No./ Client Id _____

I/We holding _____ shares of the above named Company, hereby appoint

1. Name: _____ E-mail ID _____

Address: _____

Signature: _____ or failing him/her

1. Name: _____ E-mail ID _____

Address: _____

Signature: _____

as my/our proxy to attend the 12th Annual General Meeting of the Company to be held on WEDNESDAY, AUGUST 23, 2017 AT 11:00 A.M. At THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU and at any adjournment thereof.



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

Resolution No.	Business to be transacted	For	Against
	Ordinary business		
1	To receive, consider and adopt the audited Balance sheet as at 31 st March, 2017 and Profit and Loss Account for the year ended 31 st March, 2017 and the reports of Directors and Auditors thereon.		
2	To declare a final dividend of Rs.0.60 per equity share, for the year ended March 31, 2017.		
3	To re-appoint M/s. Elangovan and Co., Chartered Accountants, Chennai., Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next four Annual General Meeting subject to ratification every year.		
4	To appoint a Director in place of Mr. Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.		
	Special business		
5	To regularize the appointment of Ms. Lithya Joseb as Director of the Company		
6	To Maintain Statutory Register and Records at Corporate Office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU		

Signed this _____ day of _____ 2017

Signature of member

Signature of Proxy Holder(s)

Affix
Revenue
stamp

Note:
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Please refer to the Notice convening the 12th Annual General Meeting dated 23rd August, 2017.



OCEANAA BIOTEK INDUSTRIES LIMITED

Regd Office: No.15, Zackaria Colony, 4th Street, Choolaimedu, Chennai – 600 094, Tamil Nadu
CIN: L15549TN2005PLC057919

12TH ANNUAL GENERAL MEETING

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s) : _____
Registered Address : _____
_____ E-mail ID : _____
DP ID _____ Reg Folio No./ Client Id _____

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Twelfth Annual General Meeting of the Company, to be held on Wednesday, 23rd August, 2017 at 11.00 a.m. at THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU, respect of businesses as stated in the Notice dated 31st July, 2017 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the box against the respective matters:

Resolution No.	Business to be transacted	For	Against
	Ordinary business		
1	To receive, consider and adopt the audited Balance sheet as at 31 st March, 2017 and Profit and Loss Account for the year ended 31 st March, 2017 and the reports of Directors and Auditors thereon.		
2	To declare a final dividend of Rs.0.60 per equity share, for the year ended March 31, 2017.		
3	To re-appoint M/s. Elangovan and Co., Chartered Accountants, Chennai., Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next four Annual General Meeting subject to ratification every year.		
4	To appoint a Director in place of Mr. Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.		
	Special business		
5	To regularize the appointment of Ms. Lithya Joseb as Director of the Company		
6	To Maintain Statutory Register and Records at Corporate Office of the Company situated at NO.6, 1ST FLOOR, WELLINGTON ESTATE, NO.53, ETHIRAJ SALAI, EGMORE, CHENNAI – 600 008, TAMIL NADU		

* Applicable for investors holding shares in Electronic Form.

Place:

Date:

Signature of the Member/ Beneficial Owner



INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. R. Balasubramanian., Practicing Company Secretary at S-1, II Floor, Plot no.21, Jayatheertha Rao Street, LIC Colony Extn, Pammal, Chennai – 600075, Tamil Nadu
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than Friday, 22nd August, 2017.
6. The Scrutinizer's decision on the validity of a ballot form will be final.



OCEANAA BIOTEK INDUSTRIES LIMITED

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CIN: L15549TN2005PLC057919

ATTENDANCE SLIP

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

Name of the Member(s) : _____	
Registered Address : _____ _____	
DP ID _____	Reg Folio No./ Client Id _____
No of Shares held: _____	E-mail ID : _____

I/We record my/our presence at the 12th Annual General Meeting of the Company being held on Wednesday, 23rd August, 2017 at 11.00 a.m. at THE PRESIDENCY CLUB, FAIRLAWNS, 51, ETHIRAJ SALAI, EGMORE, CHENNAI - 600 008, TAMIL NADU

Signature of Member/proxy

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.



FORWARD LOOKING STATEMENT





FORWARD LOOKING STATEMENT

These forward looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Annual Report. These forward – looking statements contained in the Annual Report involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements expressed or implied to vary.

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 introduction.
- 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



[ROUTE MAP FOR ANNUAL GENERAL MEETING](#)



[Scan here to reach AGM venue](#)





All communication to be addressed to
Oceanaa Biotek Industries Limited
No. 6, 1st Floor, Wellington Estate, 53, Ethiraj Salai,
Egmore, Chennai 600 008, India
Tel: +91 44 3024 1900 | Fax: +91 44 3020 1990

Laboratory:
Pudukuppam Village, Mandavai Post, Marakkanam,
Tindivanam Taluk, Villupuram District, Tamil Nadu 604 303
Tel: +91 4147 302300

 oceanaabiotek.com

 obil@oceanaabiotek.com