Oceanaa Biotek Industries Limited
Regd. Off.
15, Zackaria Colony, 4th Street, Choolaimedu,
Chennai - 600 094. India.

Corp. Off.
6,1st Floor, Wellington Estate,
53, Ethiraj Salai, Egmore, Chennai - 600 008. India.
T : + 91 44 3024 1900 F : + 91 44 3024 1990
E : obil@oceanaabiotek.com

OBIL

L15549TN2005PLC057919

OBIL/BSE/077/2015-2016

7th June, 2016

To,
The Corporate Relations Department
The Bombay Stock Exchange Ltd,
P J Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Ref: Scrip Code: **538019**

ISIN: **INE732P01018**

Sub: Intimation of information pertaining to Annual General Meeting for FY 15-16 and submission of Notice to AGM and Annual Report for FY 15-16

This is to inform you that the **11th Annual general Meeting** of the Company will be held on **Thursday, June 30, 2016** at **2:00 P.M.** at **No.6, 1st Floor, Wellington Estate (near Ethiraj College), No.53, Ethiraj Salai, Egmore, Chennai - 600 008, Tamil Nadu**

Further, the Company has fixed **June 03, 2016** as the cut-off date for the shareholders entitled to receive the Annual Report for FY 15-16.

The record date for dividend and bonus issue has been fixed as **June 30,2016.**

The book closure date is from **Tuesday, June 28, 2016** to **Thursday, June 30, 2016 (both days inclusive)**

Kindly update the above in your records.

Thanking You.

For Oceanaa Biotek Industries Limited

Neeraja Rajendran
Company Secretary

Oceanaa Biotek Industries Limited
Chennai
600 008

Encl: Notice to AGM and Annual Report for FY 15-16

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

Compliance under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Form A (for audit report with unmodified opinion)

1.	Name of the Company	Oceanaa Biotek Industries Limited
2.	Annual financial statements for the year ended	31st March, 2016
3.	Type of audit observation	Un-modified
4.	Frequency of observation	Not applicable
5.	To be signed by-	
	1. Vimalla Joseb Managing Director	DIN: 00849207
	2. V.Krishnamoorthy Chartered Accountant Membership. No.: 009274 Statutory Auditor	
	3. Beaula Raj Irudayaraj Audit Committee Chairman	

OBIL

Oceanaa Biotek Industries Limited

OCEANAA BIOTEK INDUSTRIES LIMITED

11th ANNUAL REPORT

2015-16

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs.VIMALLA JOSEB, Managing Director
Mr.A JOSEB RAJ, Director
Mrs.IRUDAYARAJ BEAULA RAJ, Independent Director
Mr.JESURAJ, Independent, Director

CHIEF FINANCIAL OFFICER

MR.S.ARPUTHASAMY

COMPANY SECRETARY

Ms.NEERAJA RAJENDRAN

CORPORATE IDENTIFICATION NUMBER

L15549TN2005PLC057919

STATUTORY AUDITOR

V.KRISHNAMOORTHY
Chartered Accountant
48/4, II Floor, Luz Avenue, Behind Nageswara
Rao Park, Chennai - 600 004,
Tamil Nadu

REGISTERED OFFICE

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

CORPORATE OFFICE

No.6, 1st Floor, Wellington Estate,
No.53, Ethiraj Salai, Egmore
Chennai – 600 008
Tamil Nadu

LABORATORY

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

HATCHERY PLANT

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

LISTED STOCK EXCHANGE

BOMBAY STOCK EXCHANGE
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Mumbai - 400 001
Maharashtra

REGISTRAR & SHARE TRANSFER AGENT

BIG SHARE SERVICES PVT LTD
E- 2, Ansa Ind Estate,
Saki Vihar Road, Andheri (E)
Sakinaka, Mumbai – 400 072
Maharashtra

FIVE YEARS CONSOLIDATED FINANCIAL HIGHLIGHTS

(Amount in ₹ - Actuals)

Financials	2015-16	2014-15	2013-14	2012-13	2011-12
Total Income	32,13,37,519	46,44,77,047	6,70,58,499	34,00,000	1,00,000
PBDIT*	4,88,44,100	1,89,49,065	58,34,489	4,14,000	(1,17,000)
Interest	89,403	29,228	Nil	Nil	Nil
Depreciation	1,34,19,222	62,52,223	72,616	Nil	Nil
Profit/(Loss) Before Tax	3,53,35,475	1,26,67,614	57,61,873	4,14,000	(1,17,000)
Profit/(Loss) After Tax	1,22,07,910	80,66,302	34,79,922	2,84,000	(1,44,000)
Dividend Distributed on Equity Shares	36,00,000	Nil	Nil	Nil	Nil
Earnings per Share	3.63	1.44	0.67	(10.51)	(14.40)
Share Capital	6,00,00,000	6,00,00,000	5,21,81,500	3,11,77,000	1,00,000
Reserves	5,96,77,497	4,22,37,626	28,97,324	(5,83,000)	(8,67,000)
Money received against Share Capital	Nil	Nil	Nil	60,000	2,00,000
Net Worth	11,96,77,497	10,22,34,667	5,50,72,906	3,05,94,000	(7,67,000)

*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 **11th** Annual General Meeting of the members of the Company will be held on, **Thursday, June 30, 2016** at **2:00 P.M.** at **No.6, 1st Floor, Wellington Estate (near Ethiraj College), No.53, 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, 2016 and Profit and Loss Account for the year ended 31st March, 2016 and the reports of Directors and Auditors thereon.

Item No.2. **– Declaration of Dividend**

To declare a final dividend of ₹0.60 per equity share of face value of ₹10/- each, for the year ended March 31, 2016.

Item No.3. **- Re-appointment of Mr.V.Krishnamoorthy, Chartered Accountant, 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 Mr.V.Krishnamoorthy, Chartered Accountant, M.No:009274, Chennai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, for the third year in the term of five years, 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. **– Approval for the issue of bonus shares**

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

"**RESOLVED THAT**, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a Committee of Directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding ₹4,20,00,000/- (Rupees Four Crore Twenty lakhs only) standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of ₹10/- (Rupees Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board or a Committee thereof, in the proportion of 7 (Seven) equity share for every 10 (Ten) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'Record Date' as determined by the Board or a Committee thereof for the purpose of issue of Bonus Shares save and except that they shall not be entitled to any dividend that may be declared before such Record Date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Vimalla Joseb
Managing Director
DIN: 00849207

Date: May 30, 2016
Place: Chennai

Notes:

a) Notice of the AGM together with Annual Report for the F.Y.2015-2016 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. 2015-2016 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 Tuesday, June 28, 2016 to Thursday, June 30, 2016 (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 Mr. V Krishnamoorthy, Chartered Accountant, M.No: 009274, 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 June 30, 2016. The final dividend is ₹0.60 per equity share of face value of ₹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.BigShare Services Private Limited
E- 2, Ansa Ind Estate,
Saki Vihar Road, Andheri (E),
Sakinaka, Mumbai – 400 072,
Maharashtra
investor@bigshareonline.com

Oceanaa Biotek Industries Limited
No.6, 1st Floor, Wellington Estate,
No.53, Ethiraj Salai, Egmore
Chennai – 600 008
Tamil Nadu
obil@oceanaabiotek.com

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

Item No.5. – Approval for the issue of bonus shares

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

The Board of Directors of the Company in its meeting held on May 30, 2016,subject to the approval of the shareholders has recommended the issue of bonus shares to the holders of equity shares of the Company in the ratio of 7 equity shares for every 10 fully paid up equity shares of ₹10/- each held by capitalizing a sum not exceeding ₹4,20,00,000/- (Rupees Four Crore Twenty Lakhs Only) from the Securities Premium Account/ Free Reserves, as per the Audited Accounts of the Company for the financial year ended March 31, 2016, and the same is proposed to be applied in paying up in full not exceeding ₹4,20,00,000/- Equity Shares of ₹10/-each.

The issue of bonus shares requires approval of the members. It is necessary to authorize the Board to take necessary actions and to complete regulatory requirements.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 7 (Seven) Bonus Share of ₹10/- each for every 10 (Ten) Equity Shares of ₹10/- each held by them on the Record Date. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution. The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

Vimalla Joseb
Managing Director
DIN: 00849207

Date: May 30, 2016
Place: Chennai

BOARD'S REPORT

To,
The Members

The Directors have pleasure in presenting before you the Eleventh Annual Report of the Company together with the Financial Statements for the year ended March 31, 2016.

FINANCIAL SUMMARY:

The Highlights of the financial performance of the Company during the period ended March 31, 2016:

(Amount in ₹– Actuals)

Particulars	2015-16	2014-2015
Gross Income	32,13,37,519	46,44,77,047
Profit Before Interest and Depreciation	4,88,44,100	1,89,49,065
Finance Charges	89,403	29,228
Provision for Depreciation	1,34,19,222	62,52,223
Net Profit Before Tax	3,53,35,475	1,26,67,614
Provision for Tax	1,35,62,728	46,01,312
Net Profit After Tax	2,17,72,747	80,66,302
Balance of Profit brought forward	1,09,63,626	28,97,324
Balance available for appropriation	3,27,36,373	1,09,63,626
Proposed Dividend on Equity Shares	36,00,000	-
Tax on proposed Dividend	7,32,875	-
Transfer to General Reserve	2,02,74,212	-
Surplus carried to Balance Sheet	81,29,286	1,09,63,626

During the year under review we have primarily focused on rearing of prawn seeds.The year has been great for the company in terms of profitability. The Company has reported revenues of ₹32.13 crore in FY 15-16 compared to ₹46.44 crore in FY 14-15.

Cost of feed has constituted a major part of the production cost and accounts for a major portion of the total variable cost. The use of feeds will improve shrimp production and increase profits.

Our hatcheries at Poompuhar and Marakkanam have a combined facility of rearing minimum 3000 million seeds per year. During the year under review, we have nurtured 1200 million seeds approximately.

We are also planning to expand our hatchery operations to Nellore, Andhra Pradesh.

Our food testing laboratory is equipped with cutting edge automation and online tracking of samples. The Company has a well-equipped Microbiology, Analytical Chemistry, and Molecular Biology Labs to analyze samples for bacteria, viruses, antibiotics, pesticides, and water chemistry, among other tests. The state-of-the-art laboratory, is certified and accredited to the highest standards and aims to provide the best food testing facilities in the country. We have facilities for testing various categories of samples, but our focus is primarily on food testing alone. We have sample collection centres at our Corporate Office in Chennai. Samples are sent to our central laboratory located at Marakkanam, Villupuram District, Tamil Nadu for testing.

MATERIAL DEVELOPMENTS AFTER THE DATE OF FINANCIAL STATEMENTS:

DIVIDEND AND APPROPRIATION

The Board at its meeting held on May 30, 2016, has recommended a final dividend of ₹0.60 per equity share of face value of ₹10/- each for the Financial Year ended March 31, 2016, 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 ₹0.43 crore. Total dividend (including dividend tax) amounts to 19.90% of the net profits after tax. An amount of ₹1.90 crore has been transferred to General Reserve.

BONUS SHARES

The Board at its meeting held on May 30, 2016, has recommended the issuance of seven equity shares for every ten equity shares held, subject to approval of the members at the ensuing Annual General meeting of the Company to be held on June 30, 2016.

There are no other material changes and commitments affecting Financial position of the Company between March 31, 2016 and the date of Board's Report, May 30, 2016.

TRANSFER TO RESERVES:

The Company proposes to transfer ₹1.22 crore to the general reserve on account of declaration of dividend. An amount of ₹0.52 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 2015-16. The dates of the Board meetings held are as follows:

April 16, 2015, May 28, 2015, July 21, 2015, August 21, 2015, September 4, 2015, November 12, 2015, March 9, 2016.

DIRECTORS AND KEY MANANGERIAL 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 August 21, 2015 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

Code of conduct for prevention of insider trading and code of practices and procedures for fair disclosure of unpublished price sensitive information

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Board of Directors of the Company have approved and adopted the Code of Conduct for prevention of Insider Trading in the securities of the Company and procedures for fair disclosure of unpublished price sensitive information with effect from May 15, 2015.

Policy for preservation of documents and archival policy

In compliance with Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board at its meeting held on November 12, 2015, has approved and adopted the policy for preservation of documents and archival policy with effect from December 01, 2015.

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 2015-16

- 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, Mr.V.Krishnamoorthy, Chartered Accountant retires at this Annual General Meeting and being eligible, offers himself for reappointment. 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 2015-16.

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 is 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 ₹60,00,000/- for the whole year or
- not less than ₹500,000/- 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 15-16.

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, 2016	**Vimalla Joseb**	**A Joseb Raj**
Place : Chennai	**Managing Director**	**Director**
	DIN: 00849207	**DIN: 00848819**

ANNEXURE-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[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 2016** ('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 2016** 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 appointed an Internal Auditor during the audit period pursuant to Section 138 of the Companies Act, 2013. However, Internal Auditors were appointed subsequent to the audit period and have carried out audit for the financial year 2015-16 on a limited review basis.
2. The Company has not appointed Chief Financial Officer during the audit period pursuant to Section 203 of the Companies Act, 2013;
3. The Company has neither paid nor made provision for payment of 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.

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 increased its authorised share capital to Rs. 11,00,00,000/- (Rupees Eleven Crores only) consisting of 1,10,00,000 (One Crore Ten Lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each. The shareholders approval was obtained on 28th September 2015 pursuant to the applicable provisions of Companies Act, 2013.

For R. Balasubramanian & Co.,

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

Place: Chennai
Date: 30.05.2016

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: Usage of energy saving equipment

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

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

B. Technology Absorption

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

On November 12,2015, 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: `0.03 crore.

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

Particulars	2015-16	2014-15
Earnings in Foreign Exchange	Nil	Nil
Foreign Exchange Outflow	Nil	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, 2016

[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, 4th 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 (Listed in BSE SME Segment)
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

Sl 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:

Sl 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)

		No. of Shares held at the beginning of the year: 01/04/2015				No. of Shares held at the end of the year: 31/03/2016				% change
S.No	**Category of Shareholder**	**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	3117650	0	3117650	51.96	-
(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	0	200	200	0.00	
	SUB TOTAL (A)(1) :	**3117650**	**200**	**3117850**	**51.96**	**3117650**	**200**	**3117850**	**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**	**3117650**	**200**	**3117850**	**51.96**	**-**
	Total (A) + (B) :	**3117650**	**200**	**3117850**	**51.96**	**3117650**	**200**	**3117850**	**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 COMPANIES	0	0	0	0.00	0	0	0	0.00	
(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	340000	0	340000	5.67	230000	0	230000	3.83	(1.84)
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO Rs. 1 Lakh)	390000	300	390300	6.51	450000	300	450300	7.51	1.00
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	2081850	0	2081850	34.70	2201850	0	2201850	36.70	2.00
(c)	ANY OTHERS (Specify)									
(i)	TRUSTS	0	0	0	0.00	0	0	0	0.00	
(ii)	CLEARING MEMBER	10000	0	10000	0.17	0	0	0	0.00	(0.17)
(iii)	NON RESIDENT INDIANS (NRI)	0	0	0	0.00	0	0	0	0.00	
(iv)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	
(v)	MARKET MAKER	60000	0	60000	1.00	0	0	0	0.00	(1.00)
(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**	**2881850**	**300**	**2882150**	**48.04**	**-**
	Total Public Shareholding									
	(B)=(B)(1) + (B)(2)	**2881850**	**300**	**2882150**	**48.04**	**2881850**	**300**	**2882150**	**48.04**	**-**
	Total (A) + (B) :	**5999500**	**500**	**6000000**	**100.00**	**5999500**	**500**	**6000000**	**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**	
	Total (A) + (B) :	**5999500**	**500**	**6000000**	**100.00**	**5999500**	**500**	**6000000**	**100.00**	**-**
	Grand Total (A) + (B) + (C)	**5999500**	**500**	**6000000**	**100.00**	**5999500**	**500**	**6000000**	**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 / encumber-red to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumber-red to total shares	
1	Joseb Raj A	15,58,825	25.98%	-	15,58,825	25.98%	-	-
2	Vimalla Joseb	15,58,825	25.98%	-	15,58,825	25.98%	-	-
3	James Walter	100	0.00%	-	100	0.00%	-	-
4	Maria Salome	100	0.00%	-	100	0.00%	-	-
	Total	**31,17,850**	**51.96%**		**31,17,850**	**51.96%**		

iii) There is no change in Promoters' shareholding during the year 2015-16.

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	
1.	**Mrs.Pushpamadha - Public**	**No. of Shares**	**% of total shares of the company**	**No.of Shares**	**% of total shares of the company**
	At the beginning of the year	3,11,850	5.20	3,11,850	5.20
	At the end of the Year			**3,11,850**	**5.20**
2.	**Mr.S.Sagayaraju**				
	At the beginning of the year	3,10,000	5.17	3,10,000	5.17
	At the end of the Year			**3,10,000**	**5.17**
3.	**Mr.A.Sathyaraj**				
	At the beginning of the year	2,80,000	4.67	2,80,000	4.67
	At the end of the Year			**2,80,000**	**4.67**
4.	**Adroit Fin Ser Pvt Ltd**				
	At the beginning of the year	2,10,000	3.50	2,10,000	3.50
	Purchase/sale transactions upto 31/03/2016	30,000	0.50	1,80,000	3.00
	At the end of the year			1,80,000	3.00
5.	**A.Thomas Victor**				
	At the beginning of the year	2,00,000	3.33	2,00,000	3.33
	Purchase/sale transactions upto 31/03/2016	90,000	1.50	90,0000	1,50
	At the end of the Year			**1,10,000**	**1.83**
6.	**Emily Bosco Menezes**				
	At the beginning of the year	0	0.00	0	0.00
	Purchase/sale transactions upto 31/03/2016	1,20,000	2.00	1,20,000	2.00
	At the end of the year			**1,20,000**	**2.00**

7.	**VCK Share and Stock Broking Services Limited (Market Maker)**				
	At the beginning of the year	1,80,000	3.00	1,80,000	3.00
	Purchase/sale transactions upto 31/03/2016	1,80,000	3.00	1,80,000	3.00
	At the end of the Year			**0**	**0.00**
8.	**Anand Mohan**				
	At the beginning of the year	30,000	0.50	30,000	0.50
	Purchase/sale transactions upto 31/03/2016	40,000	0.67	40,000	0.67
	At the end of the Year			**70,000**	**1.17**
9.	**A Michael Prabakar**				
	At the beginning of the year	60,000	1.00	60,000	1.00
	Purchase/sale transactions upto 31/03/2016	0	0.00	0	0.00
	At the end of the Year			**60,000**	**1.00**
10.	**Bosco Armando Menezes**				
	At the beginning of the year	0	0.00	0	0.00
	Purchase/sale transactions upto 31/03/2016	60,000	1.00	60,000	1.00
	At the end of the Year			**60,000**	**1.00**

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%
	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	**15,58,825**	**25.98%**	**15,58,825**	**29.98%**
2	**Mr.A Joseb Raj, Director**				
	At the beginning of the year	15,58,825	25.98%	15,58,825	25.98%
	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	**15,58,825**	**25.98%**	**15,58,825**	**25.98%**
3	**Mr.Jesuraj, Director**				
	At the beginning of the year	100	0.00%	100	0.00%
	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	**100**	**0.00%**	**100**	**0.00%**
4	**Mrs.Beaula Raj, Director**				
	At the beginning of the year	100	0.00%	100	0.00%
	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	**100**	**0.00%**	**100**	**0.00%**

5	**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	**-**	**-**	**-**	**-**
6	**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: **(₹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%**	

***The Board of Directors at their meeting held on September 4, 2015, approved the payment of remuneration of ₹6,00,000/- per annum to Mrs. Vimalla Joseb, Managing Director, appointed with effect from August 18, 2013 for the remainder of duration of appointment upto August 18, 2018.**

The shareholders approved the resolution at the Annual General Meeting held on 28th September, 2015.

B) Remuneration to other directors: **(₹ in Lakhs)**

Sl. No.	Particulars of Remuneration			Total Amount
1	**Independent Directors**	**Mrs.Beaula Raj***	**Mr.Jesuraj***	
	Fee for attending board / committee meetings	0.30	0.30	
	Commission			
	Others, please specify			
	Total (1)	0.30	0.30	**0.60**
2	**Other Non-Executive Directors**	**Mr.Joseb Raj A***		
	Fee for attending board / committee meetings	0.20		
	Commission			
	Others, please specify			
	Total (2)	0.20		**0.20**
	Total (B) = (1 + 2)	**0.80**		
	Total Managerial Remuneration	**0.80**		**0.80**

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

C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD : **(₹ 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	12.87	3.60	**16.47**
	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	**12.87**	**3.60**	**16.47**

***Remuneration to Mr.S.Arputhasamy, Chief Financial Officer and Ms.Neeraja Rajendran, Company Secretary was increased from October, 2015 as part of fixed increment plan to the employees of the Company.**

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 arms 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

S.No	Name	Designation	Remuneration in FY 14-15 (in ` lakhs)	Remuneration in FY 15-16 (in ` lakhs)	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	2.40	4.20	75%	3.66
2	A Joseb Raj	Non executive Director	N.A	-	N.A	N.A
3	Jesuraj	Non executive Independent Director	N.A	-	N.A	N.A
4	Beaula Raj	Non executive Independent Director	N.A	-	N.A	N.A
5	S.Arputhasamy	Chief Financial Officer	12.36	12.87	4.12%	N.A
7	R.Neeraja	Company Secretary	1.75	3.30	8.85%	N.A

S.No	Description	Particulars
1.	The percentage increase in the median remuneration of employees in the financial year.	There is an increase in median remuneration by 14.61% as compared to FY 14-15.
2.	The number of permanent employees on the rolls of company;	28
3.	The explanation on the relationship between average increase in remuneration and company performance;	Average increase in remuneration is based on the Company's performance and other parameters. There was increase in revenue by 592.64% in FY 14-15 as compared to FY 13-14 and decrease in revenue in FY 15-16 in comparison with FY 14-15 by 30.81%
4.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Total remuneration paid to the Key Managerial Personnel for FY 15-16 constituted 9.35% of the net profits of the Company as compared to 17.79% during FY 14-15.Revenue during the FY 15-16 has decreased by 30.81%.
5.	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	*Given below

6.	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;	Average percentile increase in salaries of the employees other than Key Managerial Employee was 18.50% as compared to FY 14-15. Average increase in Key managerial remuneration was 34.28% as compared to FY 14-15.
7	Comparison of remuneration of each Key Managerial Personnel against the performance of the Company	CEO: ₹4.20 Lakhs 1.92% of the net profits of the Company CFO: ₹12.87 lakhs 5.91% of the net profits of the Company CS: ₹3.30 lakhs 1.51% of the net profits of the Company
8.	The key parameters for any variable component of remuneration availed by the directors;	N.A. No variable component is paid to the Directors.
9.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	Two employees receive remuneration in excess of the highest paid Director. Ratio: 2.14 and 2.8 times.
10.	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes. Affirmed that remuneration paid is as per the remuneration policy of the company.

***Market capitalization**

Particulars	2014-15 (As at 31.03.2015)	2015-16 (As at 31.03.2016)	Increase
Market capitalization	`6.06 crore (based on BSE price)	`11.71 crore (based on BSE price)	93.23%
Price earnings ratio	7.01	5.37	-
Market quotations	10.10	19.53	95.3%

The net worth as at March 31, 2015 was ₹10.22 crore and as at March 31, 2016 was ₹11.97 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 4 Directors as on 31 March, 2016, 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.Irudayaraj Beaula Raj – Independent Director

b) The Board of Directors met 7 times during the financial year 2015-16. The dates of the Board meetings held are as follows:

April 16, 2015, May 28, 2015, July 21, 2015, August 21, 2015, September 4, 2015, November 12, 2015 and March 9, 2016.

c) Apart from Mr.Joseb Raj and Mrs.Vimalla Joseb, who are husband and wife, 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, 2016 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, 2016
1	Mrs.Vimalla Joseb	7(7)	5	-	2	Present	15,58,825
2	Mr.Joseb Raj	7(7)	5	1	2	Present	15,58,825
3	Mrs.Irudayaraj Beaularaj*	7(7)	-	1	3	Present	100
4	Mr.Jesu Raj*	7(7)	-	1	2	Present	100

* 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 six times during the financial year 2015-16. The dates of the meetings were April 16, 2015, May 28, 2015, August 21, 2015, September 4, 2015, November 12, 2015 and March 9, 2016.

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.Irudayaraj Beaula Raj	Chairperson	Independent Director	6	6
Mrs.Vimalla Joseb	Member	Executive Director	6	6
Mr.Jesu Raj	Member	Independent Director	6	6

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 March 9, 2016.

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, 2016.

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	1	1
Mr.Joseb Raj	Member	Non-Executive Independent Director	1	1
Mrs.Irudayaraj Beaula Raj	Member	Non-Executive Independent Director	1	1

During the year, the committee met on 16th March, 2016.The Committee at its meeting held on August 21, 2015 recommended to the Board of Directors the payment of sitting fees to the Non-Executive Directors' for meetings of the Board and Committees.

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

₹10,000/- (Rupees Ten Thousand only) per Director per Meeting for Board Meetings.

₹5,000/- (Rupees Five Thousand 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.

The Board of Directors at their meeting held on September 4, 2015, approved the payment of remuneration of `6,00,000/- per annum to Mrs. Vimalla Joseb, Managing Director, having DIN 00849207.The shareholders approved the resolution at the Annual General Meeting held on September 28, 2015.

a) **Details of Remuneration paid to Mrs.Vimalla Joseb, Managing Director (for FY 2015-16):**

Sl. No	**Particulars of Remuneration**	**Name of MD/WTD/ Manager**	**Total Amount ₹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	4.20 - -	**4.20**
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	- -	-
5.	Others, please specify	-	-
	Total (A)	**4.20**	**4.20**

b) **Details of Sitting Fees paid/payable to Non-Executive Directors during the financial year 2015-2016**

S.No	Name of the non-executive director	Board Meetings (Amount in ₹)	Committee Meetings (Amount in ₹)
1.	A Joseb Raj	20000	-
2.	Jesu Raj	20000	10000
3.	Irudayaraj Beaula Raj	20000	10000

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company during the Financial Year ended March 31, 2016.

5. **Certifications**

CEO Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange have 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. 24 of Notes to Financial Statements. All the transactions covered under related party transaction were fair, transparent and at arms 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 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 March 9, 2016 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.15, Zackaria Colony, 4th Street, Choolaimedu, Chennai – 600 094, Tamil Nadu	2012-2013	26th July, 2013	11:00 a.m.
No.6, 1st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu	2013-2014	24th September, 2014	11:00 a.m.
No.6, 1st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008, Tamil Nadu	2014-2015	28th September, 2015	3:00 p.m.

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

AGM/EGM	Subject
26th July, 2013	-
24th September, 2014	Further Issue of Equity Shares on Preferential Basis
28th September, 2015	1) Alteration of the Capital Clause of the Memorandum of Association 2) Alteration of the Capital Clause of the Articles of Association

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 2014-15:

Items	Type of Resolution
To receive, consider and adopt the audited Balance sheet as at 31st March, 2015 and Profit and Loss Account for the year ended 31st March, 2015 and the reports of Directors and Auditors thereon	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
Increase in remuneration of Mrs.Vimalla Joseb, Managing Director	Ordinary Resolution
Increase in the authorized share capital of the Company	Ordinary Resolution
Alteration of the Capital Clause of the Memorandum of Association	Special Resolution
Alteration of the Capital Clause of the Articles of Association	Special Resolution

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. 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
Date of Birth	01/06/1963
Number of Shares held	15,58,825 Equity shares
Qualifications	Masters in Business Administration
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.
Directorship held in other Companies as on (March 31, 2016)	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
Chairman/Membership in Committees of other Companies	Nil

There is no inter-se relationship between the Directors except that Mr.Joseb Raj and Mrs.Vimalla Joseb are husband and wife.

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 2015-2016.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Date and time	June 30, 2016 at 2.00 p.m.
Venue	No.6, 1st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore, Chennai – 600 008 Tamil Nadu
Book Closure Date	June 28, 2016 to June 30, 2016 (both days inclusive)
Financial Year	1st April, 2015 to 31st March, 2016

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

Financial Calendar: 2016-2017 (tentative)

The Company submits half yearly results to the stock exchanges as per financial calendar.

c) Particulars of Dividend for the year ended 31.03.2016 – The Board at its meeting held on May 30, 2016 has recommended dividend at `0.60 per equity share of face value of `10/- each, which is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company to be held on June 30, 2016.

d) Listing of Shares

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

Note: Annual Listing fees for the year 2016-17were duly paid to the BSE Limited.

e) Stock Market Data

Month	The Bombay Stock Exchange Limited		
	Month's High Price ₹	Month's Low Price ₹	Volume (No of shares traded)
APR 2015	10.80	10.10	1,80,000
MAY 2015	13.00	10.50	6,30,000
JUN 2015	13.00	10.50	9,30,000
JUL 2015	11.20	10.50	17,10,000
AUG 2015	11.20	10.39	12,80,000
SEP 2015	10.98	10.30	13,30,000
OCT 2015	12.40	10.60	15,00,000
NOV 2015	18.00	12.00	11,30,000
DEC 2015	19.92	13.00	7,40,000
JAN 2016	22.75	16.90	2,50,000
FEB 2016	16.20	12.25	2,20,000
MAR 2016	19.53	12.45	7,70,000

f) Shareholding Pattern as on March 31, 2016

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	6	400	31,17,650	31,18,050	51.97
Public Shareholding					
I. Institutions					
a. Mutual Funds/UTI					
b. Financial Institutions/Banks					
c. Insurance Companies					
d. Foreign Institutional Investors					
II. Non Institutions					
a. Bodies Corporate	4	-	2,30,000	2,30,000	3.83
b. Individuals	79	100	26,51,850	26,51,950	44.20
c. Non Resident Indians		-	-	-	-
d. Market Maker		-	-	-	-
e. Clearing Member		-	-	-	-
Total	89	500	59,99,500	60,00,000	100

g) (i) Distribution of Shareholding as on March 31, 2016

Number of Equity Shares held	Number of Share holders	Number of Shares	% of Capital
Upto 500	5	500	0.02
501-1000	-	-	-
1001-2000	-	-	-
2001-3000	-	-	-
3001-4000	-	-	-
4001-5000	-	-	-
5001-10000	43	4,30,000	7.16
10001 and above	41	55,69,500	92.82
Total	89	60,00,000	100.00

ii) Shareholders' Category as on March 31, 2016

S.No	Category	Number of shareholders	Percentage %	Number of shares	Percentage %
1	**Resident Individuals**	**85**	**95.50**	**37,00,000**	**61.67**
2	**Bodies Corporate**	**4**	**4.50**	**23,00,000**	**38.33**

(iii) List of Top 10 Shareholders as on March 31, 2016

S.No	Name of Shareholder	No of shares held as on 31.03.2016	% of holding
1	A Joseb Raj	1558825	25.98
2	Vimalla Joseb	1558825	25.98
3	Pushpamadha	311850	5.19
4	S Sagayaraju	310000	5.16
5	A Sathyaraj	280000	4.66
6	Adroit Fin Ser Pvt Ltd	180000	3.00
7	Emily Bosco Menezes	120000	2.00
8	A Thomas Victor	110000	1.83
9	Anand Mohan	60000	1.00
10	Bosco Armando Menezes	60000	1.00
11	A Michael Prabakar	60000	1.00

(iv) Dematerialization of shares

Category	No. of Shareholders	No. of Shares	Percentage %
Physical	**5**	**500**	**0.00**
NSDL	**35**	**41,77,650**	**69.63**
CDSL	**50**	**18,21,850**	**30.37**
Total	**100***	**60,00,000**	**100**

Note: 1 shareholder has shares both in NSDL and CDSL

h) Registrar and Share Transfer Agents

BigShare Services Private Limited
Registered Office
E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka,
Andheri (East), Mumbai - 400 072,
Maharashtra
E-Mail Id: investor@bigshareonline.com

BigShare 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, 1956 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, 2016.

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 Chartered Accountant, 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 2016 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. 59,99,500 Equity shares representing 99.99% of the paid up equity capital have been dematerialized as on March 31, 2016.

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

n) Address for Correspondence

To contact Registrar & Share Transfer Agent for matters relating to shares	**BigShare Services Private Limited** E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri(East), Mumbai - 400 072 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	**Ms. Neeraja Rajendran** Company Secretary and Compliance Officer Tel : +91 3024 1929 Fax : +91 3024 1990 E-mail : obil@oceanaabiotek.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

Food safety is a worldwide challenge. There is mounting pressure on companies to deliver food that is not only healthy but safe for the consumption of millions of consumers.

The fisheries sector contributes to the national income, exports, food and nutritional security and employment generation.

Seafood is the most traded food around the world. As per UN reports one in ten people depend on fishing for their livelihood, while the economic value of industries related to fishing has been estimated at US$1.29 trillion (during 2015).

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.

On August 18, 2015, 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 Penaeus Vannamei) seeds and selling to farmers across India.

The specific pathogen free (SPF) Litopenaeus Vannamei 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.

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 .

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:

We have an adequate internal control system 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, 2016 have appointed M/s Srivatsan & Associates, Chartered Accountants, FRN: 014921F, Chennai as the Internal Auditors of the Company for the FY 16-17.

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 ₹32.13 crore as against ₹46.44 crore during the previous year.

There is an increase in profits from ₹0.80 crore in the previous year to ₹1.22 crore in the current year.

The balance of General Reserve as on March 31, 2016 was ₹2.02 crore as compared to ₹0.80 crore.

Human Resources

The number of permanent employee on the Company's roll is 28.
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 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 2015-2016.

Date : **May 30, 2016**
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, 2016**
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, 2016 as stipulated in Clause 52 of the SME Listing Agreement (as was applicable till effective) and 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.

V.Krishnamoorthy
Chartered Accountant
M.No.: 009274

Date : **May 30, 2016**
Place : **Chennai**

INDEPENDENT AUDITOR'S REPORT

To the Members,
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, 2016, 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, 2016;
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, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 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 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 written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f) 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.

V Krishnamoorthy
Chartered Accountant
M.No. 009274

Place: **Chennai**
Date: **May 30, 2016**

ANNEXURE TO THE INDEPENDENT AUDITORS'REPORT

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date for the year ended March 31, 2016)

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

   b) 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) The 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 and accordingly, the provisions of clause (iii) of paragraph 3 of the Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, there is no internal audit conducted by the company in commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

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 fairly regular in depositing undisputed statutory dues including provident fund, employees state insurance, TDS, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

   b) According to the information and explanations given to us there were no undisputed amounts in respect of Sales tax, Wealth 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, 2016 for a period of more than six months from the day they became payable.

   c) In our opinion and according to the information and explanations given to us, there were no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under.

8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.

9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.

10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.

11. According to the information and explanations given to us, no term loans were obtained during the year under audit.

12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

Place: **Chennai**
Date: **May 30, 2016**

V. Krishnamoorthy
Chartered Accountant
M.No. 009274

M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.29, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

BALANCE SHEET AS AT 31ST MARCH 2016

Particulars	Note No	As at March 31, 2016 INR	As at March 31, 2015 INR
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	1	6,00,00,000	6,00,00,000
(b) Reserve and Surplus	2	5,96,77,497	4,22,37,626
Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Long-term provisions		-	-
(c) Deferred tax liabilities (Net)	3	-	4,26,782
Current Liabilities			
(a) Short-term borrowings	4	7,39,392	11,59,848
(b) Trade payables	5	5,05,49,405	2,52,39,257
(c) Other current liabilities	6	44,02,290	9,38,971
(d) Short-term provisions	7	1,91,70,528	41,74,935
		19,45,39,113	**13,41,77,419**
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	6,76,42,425	7,48,31,571
(ii) Intangible Assets		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (Net)	9	8,37,460	-
(d) Long term loans and advances	10	2,790	-
Current Assets			
(a) Inventories		4,72,55,214	-
(b) Current Investments	11	5,25,104	-
(c) Trade receivables	12	2,54,84,069	5,08,16,607
(d) Cash and cash equivalents	13	40,14,288	6,15,070
(e) Short-term loans and advances	14	4,87,77,763	64,13,542
(f) Other current assets	15	-	15,00,629
		19,45,39,113	**13,41,77,419**
III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS	**1-24**		

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**Vimalla Joseb**	**A Joseb Raj**	**R. Neeraja**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:00849207	DIN:00848819	

Place: Chennai
Date: 30-May-2016

M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.29, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	Note No	As at March 31, 2016 INR	As at March 31, 2015 INR
I. REVENUE FROM OPERATIONS	16	32,13,37,519	46,44,77,047
II. OTHER INCOME	17	27,894	-
Total Revenue (I + II)		**32,13,65,413**	**46,44,77,047**
III. EXPENSES			
a) Purchase of stock in trade	18	23,26,16,672	42,47,85,423
b) Change in inventory	19	(4,72,55,214)	-
c) Employee benefit expenses	20	1,45,61,928	69,35,553
d) Financial costs	21	2,89,625	2,00,696
e) Depreciation and amortization expenses	22	1,34,19,222	62,52,223
f) Other expenses	23	7,09,00,035	1,20,45,845
Total Expenses		**28,45,32,269**	**45,02,19,740**
IV. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I + II + III)		3,68,33,144	1,42,57,307
V. EXCEPTIONAL ITEM			
Exceptional Item		14,97,670	15,89,693
PROFIT BEFORE TAX (I + II + III)		3,53,35,475	1,26,67,614
V. TAX EXPENSE:			
(1) Current year tax provision		1,48,26,970	41,64,253
(2) Deferred tax/Adjustment for MAT		(12,64,242)	4,37,059
VI. PROFIT CARRIED TO BALANCE SHEET		**2,17,72,747**	**80,66,302**
VII. APPROPRIATION			
Provision for dividend		36,00,000	-
Provision for dividend distribution tax		7,32,875	-
Transferred to general reserve		1,22,07,910	80,66,302
Balance transferred to reserve & surplus		52,31,961	-
VIII. EARNINGS PER EQUITY SHARE			
(1) Basic		3.63	1.34
(2) Diluted		3.63	1.34
IX. NOTES FORMING PART OF THE FINANCIAL STATEMENTS	**1-24**		

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**Vimalla Joseb**	**A Joseb Raj**	**R. Neeraja**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:00849207	DIN:00848819	

Place: Chennai
Date: 30-May-2016

M/s.Oceanaa Biotek Industries Limited

CIN:L15549TN2005PLC057919

No.29, Zackaria Colony,4th Street, Choolaimedu, Chennai - 600094

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	Particulars	Note No	As at 31-Mar-16 INR	As at 31-Mar-15 INR
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Net profit before taxes		3,53,35,475	1,26,67,615
	Adjustment for:			
	Depreciation		1,34,19,222	62,52,223
	Interest Income		(27,894)	-
	Operating profit before working capital changes		**4,87,26,803**	**1,89,19,838**
	Adjustment for increase/ (-) decrease in			
	Inventory		(4,72,55,214)	-
	Trade receivables		2,53,32,538	(86,23,837)
	Loans, advances and other current assets		(4,08,63,592)	2,50,84,121
	Trade payables		2,53,10,148	(1,30,69,507)
	Other current liabilities		34,63,319	(2,29,182)
	Short term provisions		1,06,62,718	18,72,025
	Cash generated from / (used in) operations		**2,53,76,720**	**2,39,53,458**
	Exceptional Item		-	-
	Less: Current year provision / Taxes paid		1,48,26,970	41,64,253
	Net cash flow from operating activities (A)		**1,05,49,750**	**1,97,89,205**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase for fixed assets		(62,30,076)	(8,07,97,801)
	Investment in bank		(5,25,104)	-
	Interest income		27,894	-
	Net cash flow/used in from investing activities (B)		**(67,27,286)**	**(8,07,97,801)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Proceeds from long term borrowings (Net)		-	-
	Repayment of short term borrowings		(4,20,456)	11,59,848
	Proceeds from issuance of Shares		-	78,18,500
	Securities premium account		-	3,12,74,000
	Long term loans and advances		(2,790)	-
	Net cash flow from financing activities (C)		**(4,23,246.00)**	**4,02,52,348**
D.	**Net increase/decrease in cash and cash equivalents (A+B+C)**		**33,99,218**	**(2,07,56,248)**
	Cash and cash equivalents (Opening balance)		6,15,070	2,13,71,318
	Cash and cash equivalents (Closing balance)		**40,14,288**	**6,15,070**
	Components of cash and cash equivalents:			
	Cash on hand		23,00,804	4,07,450
	Balance with Banks		17,13,483	2,07,620

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**Vimalla Joseb**	**A Joseb Raj**	**R. Neeraja**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:00849207	DIN:00848819	

Place: Chennai

DATE: 30-MAY-2016

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

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

10.RETIREMENT BENEFITS TO EMPLOYEES GRATUITY, PENSION PLAN, PROVIDENT FUND ETC,.

The company has not made any provision for gratuity, pension plan during the financial year.

11. 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.

12. SHARE ISSUE EXPENSES

The balance of Share issue expenses shown under other current assets in the last year balance sheet is expensed in the Statement of Profit and Loss during the previous year.

13. 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.

14. 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.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS			INR
	Particulars	**As at March 31, 2016**	**As at March 31, 2015**
1.	**Share Capital**		
	Authorised capital 60,00,000 equity shares of Rs. 10/- each	6,00,00,000	6,00,00,000
	Issued, Subscribed and paid up capital:-		
	Equity shares of Rs. 10/- each	6,00,00,000	6,00,00,000
		6,00,00,000	**6,00,00,000**
	a) Reconciliation of number of shares		
	Equity Shares		
	Opening balance	60,00,000	52,18,150
	Changes during the year	-	7,81,850
	Closing balance	60,00,000	60,00,000
		60,00,000	**60,00,000**
	b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company		
	Joseb Raj.A	15,58,825	15,58,825
		25.98%	25.98%
	Vimala Joseb	15,58,825	15,58,825
		25.98%	25.98%
	Mrs. Pushpamadha	3,11,850	3,11,850
		5.20%	5.20%
	Sagayaraju.S	3,10,000	3,10,000
		5.17%	5.17%
		37,39,500	**37,39,500**
2.	**Reserve & Surplus**		
	a) Securities Premium account	3,12,74,000	3,12,74,000
	b) General reserve / Free reserve		
	Opening balance	80,66,302	-
	Add: During the year	1,22,07,910	80,66,302
	Closing balance	**2,02,74,212**	**80,66,302**
	Surplus in the statement of Profit and loss		
	Opening balance	28,97,324	28,97,324
	Add/Less: Profit/Loss during the year	52,31,961	-
	Closing balance	**81,29,285**	**28,97,324**
		5,96,77,497	**4,22,37,626**
3.	**Deferred tax liabilities (Net)**		
	Deferred tax liabilities - Timing differences on account of depreciation	-	4,26,782
		-	**4,26,782**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS			INR
	Particulars	As at March 31, 2016	As at March 31, 2015
	Current liabilities		
4.	**Short Term Borrowings**		
	Vehicle Loan	7,39,392	11,59,848
		7,39,392	**11,59,848**
5.	**Trade payables**		
	Trade payables	5,05,49,405	2,52,39,257
		5,05,49,405	**2,52,39,257**
6.	**Other Current liabilities**		
	TDS Payable	2,72,125	2,70,519
	Advance from customers	32,58,147	-
	Outstanding expenses payable	8,72,018	6,68,452
		44,02,290	**9,38,971**
7.	**Short-term Provisions**		
	Provision for taxation	1,48,37,653	41,74,935
	Dividend	36,00,000	-
	Dividend distribution tax	7,32,875	-
		1,91,70,528	**41,74,935**
	Non-Current assets		
8.	**Fixed assets**		
	i) Tangible assets	6,76,42,425	7,48,31,571
	ii) Intangible assets	-	-
		6,76,42,425	**7,48,31,571**
9.	**Deferred tax assets (Net)**		
	Deferred tax assets - Timing differences on account of depreciation	8,37,460	-
		8,37,460	**-**
10.	**Long-term loans and advances**		
	TDS, Advance tax (Net of Provisions)	2,790	-
		2,790	**-**
	Current assets		
11.	**Current investments**		
	Bank Deposit (Guarantee deposit) with Interest	5,25,104	-
		5,25,104	**-**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

INR

	Particulars	As at March 31, 2016	As at March 31, 2015
12.	**Trade receivables**		
	Debtors due more than 6 months (Considered good)	4,76,652	2,00,000
	Other debtors (Considered good)	2,50,07,417	5,06,16,607
		2,54,84,069	**5,08,16,607**
13.	**Cash and cash equivalents**		
	Cash in hand	23,00,804	4,07,450
	Cash at bank	17,13,483	2,07,620
		40,14,288	**6,15,070**
14.	**Short-term loans and advances**		
	Security deposit	25,000	25,000
	Salary advance	16,86,088	1,81,029
	Advance tax (FY 2014-15)	-	5,00,000
	Advances paid to vendors	4,70,66,675	57,07,513
		4,87,77,763	**64,13,542**
15.	**Other current assets**		
	Preliminary expenses	-	2,959
	Share issue expenses	-	14,97,670
		-	**15,00,629**

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**Vimalla Joseb**	**A Joseb Raj**	**R. Neeraja**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:00849207	DIN:00848819	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS			INR
	Particulars	As at March 31, 2016	As at March 31, 2015
16.	**Revenue from operations**		
	Income from Sales	32,13,37,519	46,44,77,047
		32,13,37,519	**46,44,77,047**
17.	**Other Income**		
	Interest received on bank deposits	27,894	-
		27,894	**-**
18.	**Purchase of stock in trade**		
	Raw materials	23,26,16,672	41,39,17,374
	Direct expenses	-	1,08,68,049
		23,26,16,672	**42,47,85,423**
19.	**Change in inventory**		
	Opening Stock	-	-
	Closing Stock	4,72,55,214	-
	Net increase/decrease	**(4,72,55,214)**	**-**
20.	**Employee benefit expenses**		
	Wages & Labour charges	27,89,113	6,14,121
	Salary & allowances	74,24,353	51,74,902
	Director remuneration	4,47,000	2,40,000
	Director sitting fees	80,000	-
	Staff welfare	33,84,656	8,36,304
	EPF payments	4,36,806	70,030
	Employer labour fund	-	196
		1,45,61,928	**69,35,553**
21.	**Finance costs**		
	Bank charges	2,00,222	1,71,468
	Interest on vehicle loan	89,403	29,228
		2,89,625	**2,00,696**
22.	**Depreciation and amortization expenses**		
	Depreciation	1,34,19,222	62,52,223
		1,34,19,222	**62,52,223**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

INR

	Particulars	As at March 31, 2016	As at March 31, 2015
23.	**Other expenses**		
	Rent & amenities	16,61,590	15,00,000
	Transportation charges	25,19,846	3,22,658
	Printing & stationery	75,029	48,186
	Postage expenses	2,169	1,226
	Telephone expenses	20,758	1,038
	Travelling & Conveyance	7,23,870	1,52,444
	Rates & Taxes	2,190	-
	Electricity expenses	1,39,33,990	-
	Insurance	32,343	2,364
	Audit fees	1,36,300	1,50,000
	Clearing & forwarding expenses	2,44,30,669	34,17,557
	Diesel expenses	1,60,48,531	-
	Freight Inward	7,78,480	-
	Repairs & Maintenance:	-	10,06,640
	- Vehicle maintenance	3,10,018	1,25,704
	- Genset maintenance	48,136	-
	- Hatchery maintenance	75,27,066	-
	- Others	3,30,074	-
	Office maintenance	1,82,271	-
	License fees	1,87,274	80,897
	Right issue expenses	-	8,88,880
	Lab expenses	3,500	-
	Donations	2,04,800	87,450
	Business promotion expenses	1,17,797	-
	Rebates & Discounts	62,277	5,63,289
	Advertisement	12,000	20,000
	Professional & legal expenses	6,21,752	33,13,599
	Interest on TDS/ST/IT	8,47,640	3,63,913
	Preliminary expenses written off	2,959	-
	General expenses	76,706	-
		7,09,00,035	**1,20,45,845**

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**Vimalla Joseb**	**A Joseb Raj**	**R. Neeraja**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:00849207	DIN:00848819	

8. FIXED ASSETS SCHEDULE AS PER COMPANIES ACT 2013 FOR THE YEAR ENDED 31ST MARCH 2016											INR
Description	Rate (In %)	Gross Block				Accumulated Depreciation				Net Block	
		As at April 1, 2015	Additions	Deletions	As at March 31, 2016	As at April 1, 2015	Depreciation during the year	Deletions	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
Buildings	9.50	3,96,65,072	32,51,654	-	4,29,16,726	8,01,968	38,91,261	-	46,93,229	3,82,23,497	3,88,63,104
Plant & Machinery	18.10	36,99,953	17,53,764	-	54,53,717	2,83,603	8,45,799	-	11,29,402	43,24,315	34,16,350
Vehicles	25.89	16,66,141	66,500	-	17,32,641	1,70,108	4,03,105	-	5,73,213	11,59,428	14,96,033
Furniture & Fittings	25.89	2,88,712	-	-	2,88,712	67,205	57,348	-	1,24,553	1,64,159	2,21,507
Lab Equipments	25.89	3,04,95,130	3,99,000	-	3,08,94,130	44,56,594	68,36,070	-	1,12,92,664	1,96,01,466	2,60,38,536
Electrical Equipments	25.89	53,41,402	7,59,158	-	61,00,560	5,45,361	13,85,640	-	19,31,001	41,69,559	47,96,041
Total		**8,11,56,410**	**62,30,076**	**-**	**8,73,86,486**	**63,24,839**	**1,34,19,222**	**-**	**1,97,44,061**	**6,76,42,425**	**7,48,31,571**

DEPRECIATION SCHEDULE AS PER INCOME TAX ACT, 1961 FOR THE YEAR ENDED 31st March 2016 — **INR**

Block of Assets	WDV as on 01.04.2015	Additions		Total	Deletions		Depreciation		Depreciation for the year	WDV as on 31.03.2016
		Before 30.09.2015	After 30.09.2015		Before 30.09.2015	After 30.09.2015	Before 30.09.2015	After 30.09.2015		
Block - A (10%)										
Building	3,76,81,818	9,60,133	22,91,521	4,09,33,472	-	-	38,64,195	1,14,576	39,78,771	3,69,54,701
	3,76,81,818	**9,60,133**	**22,91,521**	**4,09,33,472**			**38,64,195**	**1,14,576**	**39,78,771**	**3,69,54,701**
Block - B (15%)										
Plant & Machinery	31,61,970	17,53,764	-	49,15,734	-	-	7,37,360	-	7,37,360	41,78,374
Lab Equipments	2,59,26,941	3,99,000	-	2,63,25,941	-	-	39,48,891	-	39,48,891	2,23,77,050
	2,90,88,911	**21,52,764**	**-**	**3,12,41,675**			**46,86,251**	**-**	**46,86,251**	**2,65,55,424**
Block - C (10%)										
Furniture & Fittings	19,07,053	-	-	19,07,053	-	-	1,90,705	-	1,90,705	17,16,348
Electrical Equipments	33,08,180	5,73,021	1,86,137	40,67,338	-	-	3,88,120	9,307	3,97,427	36,69,911
	52,15,233	**5,73,021**	**1,86,137**	**59,74,391**	**-**	**-**	**5,78,825**	**9,307**	**5,88,132**	**53,86,259**
Block - D (15%)										
Motor Vehicles	16,46,745	66,500	-	17,13,245	-	-	2,56,987	-	2,56,987	14,56,258
	16,46,745	**66,500**	**-**	**17,13,245**			**2,56,987**	**-**	**2,56,987**	**14,56,258**
Grand Total	**7,36,32,708**	**37,52,418**	**24,77,658**	**7,98,62,784**			**93,86,259**	**1,23,883**	**95,10,142**	**7,03,52,643**

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy
Chartered Accountant
M.No.009274

Vimalla Joseb
Managing Director
DIN:00849207

A Joseb Raj
Director
DIN:00848819

R. Neeraja
Company Secretary

Place: Chennai
Date: 30-May-2016

24. 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
- Neeraja Rajendran

C. DIRECTORS AND RELATIVES

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

D. RELATED PARTY TRANSACTIONS

Sl.No.	Nature of transactions	2015-16	2014-15
1.	Remuneration paid to Vimalla Joseb	4,47,000	2,40,000
2.	Salary paid to Neeraja Rajendran	3,25,000	-
3.	Purchase made from Oceanic Bio-Harvests	71,07,005	-
4.	Rent - Oceanic Bio-Harvests Limited	30,000	30,000
5.	Rental advances - Oceanic Bio-Harvests Limited	25,000	25,000
6.	Operating and other expenses - Oceanic Bio-Harvests Limited	88,31,818	-
7.	Purchase made from Oceanic Edibles International Limited	-	34,60,00,000
8.	Rent - Oceanic Edibles International Limited	12,90,000	12,90,000
9.	Rental advances - Oceanic Edibles International Limited	50,00,000	50,00,000
9.	Operating and other expenses - Oceanic Edibles International Limited	50,96,316	-

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

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

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

_____ being a shareholder of

Oceanaa Biotek Industries Limited hereby appoint

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

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

as my/our proxy to attend the 11th Annual General Meeting of the Company to be held on Thursday, June 30, 2016 at 2:00 p.m. at No.6, 1st Floor, Wellington Estate, No.53, 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 31st March, 2016 and Profit and Loss Account for the year ended 31st March, 2016 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, 2016.		
3	To appoint a Director in place of Mr.Joseb Raj, Director who retires by rotation and being eligible, offers himself for re-appointment.		
4	Re-appointment of MR.V.Krishnamoorthy, Chartered Accountant, Chennai		
	Special business		
6	Approval for the issue of bonus shares		

Date: Signature of the Shareholder/Proxy

Place:

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 11th Annual General Meeting dated 30th June, 2016.

OCEANAA BIOTEK INDUSTRIES LIMITED

Regd Office: No.15, Zackaria Colony, 4th Street, Choolaimedu,
Chennai – 600 094
Tamil Nadu
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 (in full)	
Address	
DP Id	
Registered Folio No./ Client Id	
E-mail Id	
No of shares held	

I/We record my/our presence at the 11th Annual General Meeting of the Company being held on Thursday, June 30, 2016 at 2:00 p.m. at No.6, 1st Floor, Wellington Estate, No.53, Ethiraj Salai, Egmore Chennai - 600 008, Tamil Nadu

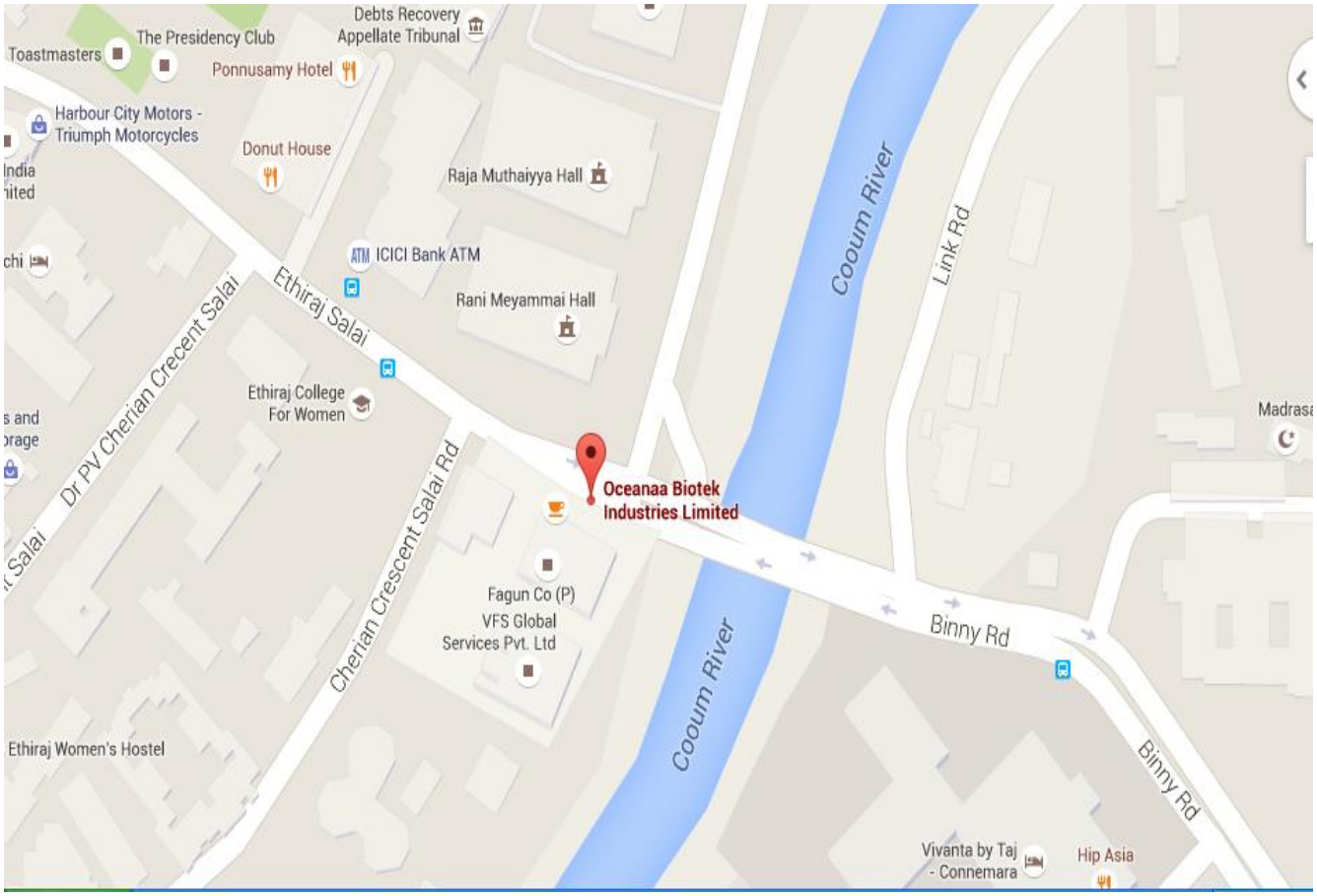
FORWARD LOOKING STATEMENT

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



All communication to be addressed to
Oceanaa Biotek Industries Limited
No.6, 1st Floor, Wellington Estate,
4th Street, Choolaimedu,
Chennai-600094
Tamil Nadu