

FORM B

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the company	Ocean Agro (India) Limited
2.	Annual financial statements for the year ended	31 st March 2014
3.	Type of Audit observation	Qualified subject to, In respect of long outstanding debtors, company is reviewing its recovery and has written off Rs. 83 Lacs (Approx.) and made provision of Rs. 75 Lacs leaving a balance of Rs. 1125 Lacs, for which substantial provision for bad debts is required. Bank balance of Rs. 42 Lacs are unconfirmed and requires to be recovered from Branches / Agents or in its absence be provided for. Due to above profit is over stated by above recoverable.
4.	Frequency of observation	It is a repetitive since long. Company is pursuing the matter with various modes for its recovery as stated.
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	Note No. 26 During the year under consideration Rs. 83 Lacs (approx) has been written off as bad debt, being the amount irrecoverable for debtors outstanding. Provision of Rs. 75 Lacs has been made during the year. The management is confident that had from the current year onwards the company will able to recover a substantial amount of its long outstanding. Company has setup various schemes to recover old outstanding from debtors (including farmers) and hopeful to recover substantial amount in two / three years hence no further provisions are required. Confirmations and its reconciliation from various parties and banks are in progress through professionals. Moreover,



		<p>the Company has allowed credit to various debtors in lieu of interest free advance for Godown deposits given by them which is mainly used to store the goods of the Company. The debtors include amount for such facilities which is recoverable and would be useful for future expansion. Company feels that the debtors are good for recovery and no further provision is required for debts.</p>
	<p>Additional comments from the board/ audit committee chair:</p>	<p>Company has to recover old outstanding of Rs. 1166.49 lacs from various customers, majority of them are small and marginal farmers. Their farming is dependent on vagaries of monsoon Their agriculture activity is not sustainable . Company has put efforts to recover old dues but recovery is very slow and collection expense are higher then acceptable norms due to high travel expenses by recovery staff. Taking any legal action against them again is not practical as they are spread in far flung areas across the country.</p> <p>Now company is planning to promote new collection drive by providing field trials and free sample as incentives to marginal farmers to boost recovery.</p>
5	To be signed by-	
	<p>CEO/Managing Director Mr.Kaushik B Parikh</p> <p>Mr.Anup Shah CFO</p> <p>CA. Ashok A. Jain Auditor of the company</p> <p>Mr. Girish Shah Audit Committee Chairman</p>	<p><i>K. B. Parikh</i></p> <p><i>Anup</i></p> <p><i>Ashok A. Jain</i></p> <p><i>Girish Shah</i></p>

OCEAN AGRO (INDIA) LTD.

24th ANNUAL
REPORT

2013-2014



Water is Life
Growth with Water Conservation



Board of Directors	Mr. Kaushik B. Parikh Mr. Manhar D. Patel Mr. Girishbhai G. Shah Dr. Ramanbhai N.Patel	- Managing Director - Joint Managing Director - Director - Director
Auditors	M/s. Ambalal M. Shah & Co.	
Bankers	Bank of Baroda.	
Plastics Division	66, Industrial Estate, GIDC, Nandesari, Dist. Vadodara.	
Agro Division	76, Industrial Estate, GIDC, Nandesari, Dist. Vadodara.	
Registered Office	A-207, Oxford Avenue, Opp. C.U.Shah College, Ashram Road, Ahmedabad - 380 014	
Corporate Office	5, Alkapuri, Opp. Express (Alkapuri) Hotel, Off. R.C.Dutt. Road, Vadodara - 390 007.	

INDEX

SR NO.	CONTENTS	PAGE NO.
1.	Notice	1
2.	Directors Report	24
3.	Certificate on Corporate Governance	29
4.	CEO/CFO Certificate	30
5.	Management Discussion & Analysis	31
6.	Corporate Governance Report	35
7.	Auditors Report	45
8.	Financial Result	50
9.	Cash Flow Statement	66
10.	Auditors Report Consolidated	67
11.	Financial Result Consolidated	69
12.	Cash Flow Statement Consolidated	83



NOTICE

OCEAN AGRO (INDIA) LIMITED

NOTICE is hereby given that the 24th Annual General Meeting of the members of M/s OCEAN AGRO (INDIA) LIMITED will be held on Thursday the 25th September 2014 at the registered office A-207, Oxford Avenue, Opp. C.U. Shah College, Ashram Road Ahmedabad-380014. at 9.30 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To consider, receive and adopt the Audited Balance Sheet as on 31st March 2014 and statement of Profit and Loss Account for the year ended on 31st March 2014 together with Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Manharbhai. D. Patel who retires by rotation and is eligible for reappointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 read with Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Ambalal M. Shah & Co., (Firm Registration No 110417W), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the fourth Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Managing Director in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."



NOTICE (Contd...)

SPECIAL BUSINESS

To Consider and, If thought fit, to pass with or without modification(s) the Following resolutions as Special Resolutions:

Item No. 4

"RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby accords its approval to appoint Shri Kaushik B Parikh as the Managing Director of the Company for a period of Three Years w.e.f 1st June 2014 on an aggregate remuneration of Rs. 50.00 Lacs p. a including all perquisites. In addition he shall be entitled such commission as may be decided by the Board from time to time subject to the limit specified in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Shri Kaushik B Parikh within such prescribed limit or ceiling and as agreed by and between the Company and Shri Kaushik B Parikh without any further reference to the Company in General Meeting."

Item No. 5

"RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby accords its approval to appoint Shri Manhar. D. Patel as the Joint Managing Director of the Company for a period of Three Years w.e.f 1st June 2014 on an aggregate remuneration of Rs. 50 Lacs p. a including all perquisites. In addition he shall be entitled such commission as may be decided by the Board from time to time subject to the limit specified in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Shri Manhar D Patel within such prescribed limit or ceiling and as agreed by and between the Company and Shri Manhar D Patel without any further reference to the Company in General Meeting."



NOTICE

Item No. 6

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Girishbhai G. Shah (DIN 01676702), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 is no longer liable to retire by rotation and is required to be appointed as an independent director, who has submitted a declaration that he meets with the criteria for independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years w.e.f 25th September 2014."

Item No. 7

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Ramanbhai N.Patel (DIN 01657082), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 is no longer liable to retire by rotation and is required to be appointed as an independent director, who has submitted a declaration that he meets with the criteria for independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years w.e.f 25th September 2014."

Item No. 8

"RESOLVED THAT Pursuant to Section 180 (1) (a) of the Companies Act 2013 consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created or to be created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and /or immovable properties of the company, both present and future and/or whole or any part of the undertaking(s) of the company together with the power to take over the Management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currencies) and Securities comprising fully/partly convertible Debentures with or without detachable and/or secured premium notes and/or floating rates notes bonds or other debt instrument(s) issued or to be issued by the Company from time to time, subject to the limits approved u/s 180 (1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s), Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the company in terms of the Loan Agreement(s)/Heads of document entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) in



NOTICE (Contd...)

respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s)/Trustee(s)."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise in regard to creating, mortgages/charges as aforesaid."

Item No. 9

RESOLVED THAT Pursuant to Section 180 (1) (c) and other applicable provisions if any of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of money in any manner and without prejudice to the generally thereof, by way of loans, advances, credits, acceptance of deposits from any bank or financial institutions, Central Government or State Government, body corporate, firm, other person or persons from time to time as and when required by the Company not with standing that the monies so borrowed together with monies already borrowed by the Company (apart from loans obtained from the Company's Banker in ordinary course of business) may exceed the aggregate of the paid up share capital of the company and its free reserve which have not been set apart for any specific purpose, subject however to the condition that the total amount of borrowing outstanding at any one time shall not exceed the limit of Rs. 10 Crores.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the terms and conditions of the borrower/issue of debentures/ instrument with the lenders/ investors/ debenture trustees and to do all such acts, deeds, matters, and things as may be deemed necessary in the interest of the Company, in accordance with the said borrower/issue of debentures and to execute all such documents as it may consider necessary for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution".



NOTICE

NOTICE (Contd...)

Item No. 10

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re- enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Vadodara
Date: 30th May 2014

Registered Office
A – 207, Oxford Avenue,
Opp. C. U. Shah College,
Ashram Road,
Ahmedabad 380 014

Phone : (0265) 2351223, 2313690
Fax : (0265) 2313690
Email Id : kaushik_parikh@yahoo.com
Website : www.oceanagro.com
CIN : L15174GJ1990PLC013922

By Order of the Board

Shri K. B. Parikh
Managing Director.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/Re-appointment

Particulars	Date of Birth	Date of Appointment	Qualification	Nature of Expertise	Directorships held in other companies	Memberships/ Chairmanships of committees of other companies (includes only Audit committee and Shareholder/ Investor Grievance Committee)	No. of Shares held in the Company
Shri K. B. Parikh	10.11.1949	01.06.2014	B.Sc.	<p>Mr. K.B. Parikh, who is Managing Director of the Company, has been very successful entrepreneur with high vision and has to his credit several path breaking achievements. He holds a Bachelor of Science degree from Gujarat University. Prior to starting our Company, since 1973, he was managing manufacturing and commercial activities of Pesticides, Industrial Plastics and Innovative System. He has more than 37 years experience in the agrochemicals industry and more than 28 years of experience in the polymer processing industry. He is Chairman and Managing Director. He currently oversees the corporate affairs and Finance of our Company and is responsible for all the major policy decisions.</p>	<p>1. Nandesari Agrochemicals Pvt Ltd. 2. Dhanshree Agro Chemicals (Nandesari) Pvt Ltd. 3. Om Pesticides (Nandesari) Private Limited. 4. Associated Mfg (Rania) Pvt Ltd. 5. Shree Nandesari Finance Ltd. 6. Indian Industrial Plastics And Petrochems Private Limited.</p>	NIL	29,83,826 Shares (44.24%)

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/Re-appointment

Particulars	Date of Birth	Date of Appointment	Qualification	Nature of Expertise	Directorships held in other companies	Membership/ Chairmanships of committees of other companies (Includes only Audit committee and Shareholder/ Investor Grievance Committee)	No. of Shares held in the Company
Shri M. D. Patel	27.04.1947	01.06.2014	M.Sc.	<p>Mr. M.D. Patel, is an eminent scientist and is an expert in the Agrochemicals field. He has also introduced, by his personal innovation, several new products which have proved highly successful in actual trials. He is the Joint Managing Director of our Company since incorporation of our Company in 1990. He holds a Masters of Science degree from Sardar Patel University, Gujarat. Since 1971, he is managing manufacturing and commercial activities of Agrochemicals. He has more than 37 years of experience in the agro chemicals industry and more than 30 years experience in the organic agro products. He currently oversees the technical development and manufacturing functions of the company, as well as marketing of the agro products.</p>	<p>1. Nandesari Agrochemicals Pvt Ltd. 2. Dhanshree Agro Chemicals (Nandesari) Pvt Ltd. 3. Om Pesticides (Nandesari) Private Limited. 4. Shree Nandesari Finance Ltd.</p>	NIL	86578 Shares (1.28%)

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/Re-appointment

Particulars	Date of Birth	Date of Appointment	Qualification	Nature of Expertise	Directorships held in other companies	Membership/ Chairmanships of committees of other companies (includes only Audit committee and Shareholder/ Investor Grievance Committee)	No. of Shares held in the Company
Shri Girishbhai G. shah	14.02.1926	22.09.1992	B.com, L.L.B, Diploma in Taxation	Shri Girishbhai Shah was appointed as a Director of our Company in 1992 and has been on our Board since then. He holds a Bachelors degree in Commerce and a Masters degree in Law. He also has a Diploma in Taxation practice, both from Gujarat University. He has had more than 55 years experience in the areas of management, finance and accounting. He has held several responsible positions for over 40 years in Sarabhai Group of Companies since 1945. He was finance and tax advisor to Om pesticides since 1972. He currently oversees the finance and taxation functions of the company.	Nil	Nil	500 Shares

ANNEXURE TO NOTICE

Details of Directors seeking Appointment/Re-appointment

Particulars	Date of Birth	Date of Appointment	Qualification	Nature of Expertise	Directorships held in other companies	Memberships/ Chairmanships of committees of other companies (Includes only Audit committee and Shareholder/ Investor Grievance Committee)	No. of Shares held in the Company
Dr. Rambhadr N. Patel	01.03.1945	15.06.2007	Ph.D in Organic Chemistry	Dr. R. N. Patel, holds Ph. D. in Organic Chemistry and Master of Science, in Organic Chemistry from Sardar Patel University, Vallabh Vidhyanagar (Gujarat). He is with the company since 1988 and supervises development, production, quality assurance, purchasing and stores functions of our company. Before that he was with United Phosphorous Limited during 1992 – 1998 as Chief Manager, Quality Assurance. Before that he was with Cibatal Limited during 1979 – 1992 as Senior Manager, R&D and Quality Assurance. Before that he was with Sardar Patel University, Vallabh Vidhyanagar as Faculty in Post Graduate Department of Chemistry from 1970 to 1979. He has teaching and research experience at Post Graduate Department of Chemistry. He also Served as external referee for examining Ph.D. thesis and Also guided students for Ph.D. degree.	Nil	Nil	Nil





NOTES

1. A Member entitled to attend and vote at The Annual General Meeting ("Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the company. However, A Member holding more than 10%, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy in order to be valid and effective should be lodged / deposited with the company at its Registered Office at least 48 (Forty Eight) hours before the commencement of the Meeting.
2. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under item No. 4 to 10 are annexed hereto.
3. Additional information pursuant to Clause 49 of the Listing Agreement with stock exchanges, on directors recommended for reappointment at the Annual General Meeting, is given in this notice.
4. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from 15th September 2014 to 24th September 2014 both days inclusive.
5. Members / proxies should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
6. Members are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.



Notes (Contd...)

8. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. prior to the date of AGM.
9. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

Voting in Electronic Form (E-Voting)

10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the CDSL by electronic means and the business may be transacted through e-Voting Services provided by CDSL.

(I) Log on to the e-voting website www.evotingindia.co.in

(II) Click on "Shareholders" tab.

(III) Now, select the Electronic Voting Sequence Number - "140805242" along with "**OCEAN AGRO (INDIA) LIMITED**" from the drop down menu and click on "SUBMIT"

(IV) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(V) If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(VI) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	



NOTES (Contd...)

*For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

#Any one of the details i.e. DOB or Bank details should be entered for logging into the account. If Bank details and Date of Birth are not recorded with the Depository or Company please enter **the number of shares held by you as on the cut off date (Record Date) i.e. 14 August, 2014** in the **Bank details field**.

- (VII) After entering these details appropriately, click on "SUBMIT" tab.
- (VIII) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (IX) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (X) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XI) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (XII) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (XIII) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XIV) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XV) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (XVI) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (XVII) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

11. E-voting period begins on 16.09.2014 (9.00 am) and ends on 18.09.2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
12. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
13. Mr. Ashwin Shah, Practicing Company Secretary (Membership No. 1640) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
14. Members who have not voted electronically will be permitted to deposit the filled in Ballot Forms, Physically at the AGM to enable them to exercise their vote.
15. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot or through e-voting. If Members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.



Notice (Contd...)

16. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company.
17. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.

Place: Vadodara
Date: 30th May 2014

Registered Office
A - 207, Oxford Avenue,
Opp. C. U. Shah College,
Ashram Road,
Ahmedabad 380 014

Phone : (0265) 2351223, 2313690
Fax : (0265) 2313690
Email Id : kaushik_parikh@yahoo.com
Website : www.oceanagro.com
CIN : L15174GJ1990PLC013922

By Order of the Board

Shri K. B. Parikh
Managing Director



Explanatory Statement under section 173(2) of the Companies Act, 1956 along with section 102 of the Companies Act, 2013

Item No. 4

Shri K. B. Parikh has contributed a lot in the progress of the Company in all areas of business during his term of office. He is deeply involved in the day-to-day management of the company and takes keen interest in various on going activities of the Company. It is in the interest of the Company to appoint him for further period of 3 years. In the meeting of Board of Directors held on 30th May 2014 he is appointed as Managing Director for 3 years from 01/06/2014 to 31/05/2017 subject to the approval of members.

The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution.
2. Period of appointment: Three years beginning June 01, 2014 and ending on May 31, 2017.
3. The appointment may be terminated by either party by giving three months' notice in writing of such termination or as may be mutually agreed between the parties.
4. Shri K. B. Parikh shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Shri K. B. Parikh as a Managing Directors for a period of three years commencing June 01, 2014.

In accordance with the resolution, within the aforesaid limits, the amount of salary, ex-gratia and perquisites payable to Shri K. B. Parikh (including the types and amount of each type of perquisite) will be decided by the Board of Directors or Nomination and Remuneration Committee (or Compensation Committee) from time to time as it may deem fit in its absolute discretion. Further, Shri K. B. Parikh shall be entitled to benefits as provided to senior employees, in accordance with schemes made by the Company from time to time. The valuation of perquisites will be as per the Income – Tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

Your directors recommend to pass the resolution.

None of the Directors of the Company or their relatives except Shri K. B. Parikh or Key Managerial Personnel (KMP) or their relatives is interested in above resolution.

Item No. 5

Shri M. D. Patel has contributed a lot in the progress of the Company in all areas of business during his term of office. He is deeply involved in the day-to-day management of the company at operation level and takes keen interest in various on going activities of the Company. It is in the interest of the Company to appoint him for further period of 3 years. In the meeting of Board of Directors held on 30th May 2014 he is appointed as Joint Managing Director for 3 years from 01/06/2014 to 31/05/2017 subject to the approval of members.



The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution.
2. Period of appointment: Three years beginning June 01, 2014 and ending on May 31, 2017.
3. The appointment may be terminated by either party by giving three months' notice in writing of such termination or as may be mutually agreed between the parties.
4. Shri M. D. Patel shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Shri M. D. Patel as a Managing Directors for a period of three years commencing June 01, 2014.

In accordance with the resolution, within the aforesaid limits, the amount of salary, ex-gratia and perquisites payable to Shri M. D. Patel (including the types and amount of each type of perquisite) will be decided by the Board of Directors or Nomination and Remuneration Committee (or Compensation Committee) from time to time as it may deem fit in its absolute discretion. Further, Shri M. D. Patel shall be entitled to benefits as provided to senior employees, in accordance with schemes made by the Company from time to time. The valuation of perquisites will be as per the Income – Tax Rules, 1962, in cases where the same is otherwise not possible to be valued.

Your directors recommend to pass the resolution.

None of the Directors of the Company or their relatives except Shri M. D. Patel or Key Managerial Personnel (KMP) or their relatives is interested in above resolution.

Independent Director.

Item No. 6 and 7

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Shri Girishbhai G. Shah and Dr. Ramanbhai N. Patel as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Act, which came in to effect from 1 April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. 1 October, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term. Hence, the said Independent Directors are proposed to be appointed for a period as mentioned in the respective resolutions from the concluding of this Annual General Meeting.



Shri Girishbhai G. shah and Dr. Ramanbhai N. Patel, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

Shri Girishbhai G. shah and Dr. Ramanbhai N. Patel are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Girishbhai G. shah and Dr. Ramanbhai N. Patel for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Shri Girishbhai G. shah and Dr. Ramanbhai N. Patel are deemed to be interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective appointments.

The Board of Directors recommends the said resolutions for your approval.

None of the Directors of the Company or their relatives except Shri Girishbhai G. shah and Dr. Ramanbhai N. Patel or Key Managerial Personnel (KMP) or their relatives is interested in above resolution.

Item No. 8

The Company has placed before you under serial no. 9 of this Notice, Resolution for increasing the borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 Upto Rs. 10 crores. The borrowing of the Company are in general required to be secured by suitable mortgage and/or charge on any of movable or immovable properties of the company in such form, manner and ranking as may be required by the lenders and agreed by the Board of Directors of the company.

The mortgage and/or charge by the company of its movable and/or immovable properties and/ or the whole or any part of the undertaking(s) of the company, in favour of lender(s), with a power to take over the Management of the business and concern of the company. Hence, the consent of the company in general meeting is required under the said section for creation of such mortgage/charge.

Your directors recommend to pass the resolution.



None of the Directors, Key Managerial Persons and their relatives is interested in above resolution

Item No. 9

With the enactment of Companies Act 2013 and rules framed thereunder and as per the provisions of Section 180 (1) (c) of the Companies Act, 2013 (Corresponding to Section 293 (1) (d) of the Companies Act, 1956) with respect to borrow money in excess of aggregate of the paid up capital of the Company and its free reserves respectively, approval of the members need to be obtained by way of Special Resolution.

The business of the Company had increased manifold, keeping the capital expenditure to be incurred and the working capital requirement in mind it would be advisable to authorise the Board of Directors to borrow upto 10 Crores. (Rupees Ten Crores) Accordingly, the approval of members by way of special resolution is sought.

Your directors recommend to pass the resolution.

None of the Directors, Key Managerial Persons and their relatives is interested in above resolution.

Item No. 10

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AoA by a set of new Articles.

The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the above resolution for your approval.

None of the Directors, Key Managerial Persons and their relatives is interested in above resolution



Place: Vadodara
Date: 30th May 2014

Registered Office:

A-207, Oxford Avenue,
Opp. C. U. Shah College
Ashram Road
Ahmedabad 380 014

Phone : (0265) 2351223, 2313690
Fax : (0265) 2313690
Email Id : kaushik_parikh@yahoo.com
Website : www.oceanagro.com
CIN : L15174GJ1990PLC013922

By Order of the Board

Shri K. B. Parikh
Managing Director



The Statement as per Clause (iv) of Section II of the Part II of Schedule V of Companies Act, 2013

(A)

I GENERAL INFORMATION:

1. Nature of Industry: The Company is operating in the Bio fertilizers Industry.
2. Date of Commencement of commercial production: 12.04.1994
3. Financial Performance:
 - (i) Turnover – Rs. 20,12,73,000
 - (ii) Profit / Less (Before Tax) – Rs. 42,89,135
 - (iii) EPS – 0.19
4. Export Performance and net foreign exchange collaborations: N.A.
5. Foreign Investments or collaborations: N.A.

I INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

i Name	:	Kaushik B. Parikh
ii Date of Birth	:	10th November, 1949
iii Qualification	:	B.Sc.
iv Occupation	:	Business

2. Past Remuneration:

Rs. 25,70,000 Per Annum

3. Recognition, Job Profile and his Suitability :

Mr. K.B. Parikh, who is Managing Director of the Company, has been very successful entrepreneur with high vision and has to his credit several path breaking achievements. He holds a Bachelor of Science degree from Gujarat University. Prior to starting our Company, since 1973, he was managing manufacturing and commercial activities of Pesticides, Industrial Plastics and Innovative System. He has more than 37 years experience in the



agrochemicals industry and more than 28 years of experience in the polymer processing industry. He is Chairman and Managing Director. He currently oversees the corporate affairs and Finance of our Company and is responsible for all the major policy decisions.

4. Remuneration proposed:

Not exceeding Rs. 50.00 Lacs Per Annum

5. Comparative Remuneration Profile: The Company is engaged in manufacturing of bio fertilizers in the organized sector. Other manufactures in the unorganized sector. To this therefore not possible to give to give comparison of peer group.

6. Pecuniary Relationship with company or managerial personnel : No

III OTHER INFORMATION:

1. Reason of loss or Inadequate Profits:

The steep increase in foreign Exchange has increased the packaging inputs cost, increase in utilities cost and inventory carrying cost due to late monsoon has reduced the profit. The inflationary pressure has compelled to increase all expenses. Moreover, due to misbranding of chemical products as organic products by spurious producers has created unhealthy competitions which has directly affected the contribution .

2. Steps taken or proposed to be taken for improvement:

Company is introducing new schemes for sales promotion. Product mix is being changed to sell product, having more margins which will generate more revenue and will get higher market share. Company is increasing more contacts with end users (Farmers) through field trials.

3. Expected increase in productivity and profits in measurable terms:

Company is expecting increase of around 15 % rise in sales by above referred three steps. Company is putting efforts to popularise recently introduced prodcuts which will enhance profitability.

IV DISCLOSURE:

The remuneration not exceeding of Rs. 50, 00,000 will be paid to Managing Director includes Salary, Dearness Allowance, Perquisites and other allowances. It does not include contribution to provident fund, superannuation fund or annuity fund, gratuity or leave encashment.



(B)

I GENERAL INFORMATION:

1. Nature of Industry: The Company is operating in the Bio fertilizers Industry.
2. Date of Commencement of commercial production: 12.04.1994
3. Financial Performance:
 - I Turnover – Rs. 20,12,73,000
 - ii. Profit /Loss (Before Tax) – Rs. 42,89,135
 - iii. EPS – 0.19
4. Export Performance and net foreign exchange collaborations: N.A
5. Foreign Investments or collaborations: N.A

II INFORMATION ABOUT THE APPOINTEE:

1. Background Details:

i Name	:	Manharbhai D. Patel
ii Date of Birth	:	27th April, 1947
iii Qualification	:	M.Sc.
iv Occupation	:	Business

2. Past Remuneration:

Rs. 25,70,000 Per Annum

3. Recognition, Job Profile and his Suitability :

Mr. M.D. Patel, is an eminent scientist and is an expert in the Agrochemicals field. He has also introduced, by his personal innovation, several new products which have proved highly successful in actual trials. He is the Joint Managing Director of our Company since incorporation of our Company in 1990. He holds a Masters of Science degree from Sardar Patel University, Gujarat. Since 1971, he is managing manufacturing and commercial activities of Agrochemicals. He has more than 37 years of experience in the agro chemicals



industry and more than 30 years experience in the organic agro products. He currently oversees the technical development and manufacturing functions of the company, as well as marketing of the agro products. Job Profile and his Suitability:

4. Remuneration proposed:

Rs. 50.00 Lacs

5. Comparative Remuneration Profile: The Company is engaged in manufacturing of bio fertilizers in the organized sector. Other manufactures in the unorganized sector. To this therefore not possible to give to give comparison of peer group.

6. Pecuniary Relationship with company or managerial personnel: No

V OTHER INFORMATION:

1. Reason of loss or Inadequate Profits:

The steep increase in foreign Exchange has increased the packaging inputs cost, increase in utilities cost and inventory carrying cost due to late monsoon has reduced the profit. The inflationary pressure has compelled to increase all expenses. Moreover, due to misbranding of chemical products as organic products by spurious producers has created unhealthy competitions which has directly affected the contribution .

2. Steps taken or proposed to be taken for improvement:

Company is introducing new schemes for sales promotion. Product mix is being changed to sell product, having more margins which will generate more revenue and will get higher market share. Company is increasing more contacts with end users (Farmers) through field trials.

3. Expected increase in productivity and profits in measurable terms:

Company is expecting increase of around 15 % rise in sales by above referred three steps. Company is putting efforts to popularise recently introduced prodcuts which will enhance profitability.

III DISCLOSURE:

The remuneration not exceeding of Rs. 50, 00,000 will be paid to Joint Managing Director includes Salary, Dearness Allowance, Perquisites and other allowances. It does not include contribution to provident fund, superannuation fund or annuity fund, gratuity or leave encashment.



DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 24th ANNUAL REPORT of the Company along with Audited Accounts for the year ended 31st March 2014.

1. **FINANCIAL PERFORMANCE :-** (Rs. In lacs)

	Year ended 31/03/2014 Rs	Year ended 31/03/2013 Rs
Income for the year was	193984108	158094393
The year's working shows a Gross Profit before D&T	18765076	8436080
Out of which, Provisions have been made for :-		
Depreciation	6975942	6488762
Provision for Taxation :		
(i) Current Income Tax	2775000	1825000
(ii) Deferred Tax		
Provision for doubtful debts	7500000	
Previous year expenses	236632	
Profit after Income Tax	1277502	122318

2. **DIVIDEND :-**

In view of inadequate profit during the financial year under review, the Directors are unable to declare dividend.

3. **OPERATIONS & FUTURE PROJECTS :-**

During the year under report turnover has increased 25 % from Rs. 1609.12 lacs to Rs. 2012.74 lacs and the profit after tax has increased from Rs. 1.22 lacs to Rs. 12.77 lacs. The Directors are endeavoring to improve the performance of the Company in the coming years. Company is strengthening its sales and distribution network by increasing sales staff in unrepresented areas.

Future Projects:

At Present climate change is leading to drought-like conditions (shortage of freshwater for irrigation) in addition to irregular monsoon. Farmers today face serious problems of seed and nutrient shortages along with increased costs due to late and inadequate rainfall.

Ocean Agro research efforts have helped develop a new product which will help plants fight stress and salinity.

Your Company has developed a product which will help crops to sustain in drought condition(s). The product is also capable of providing vital growth to plants so that crop particularly vegetables will give more yield.

Company's field trial results are promising and are expecting high farmer adoption for this new class of products.



4. INDUSTRIAL RELATIONS :-

Industrial relations remained cordial throughout the year. Your Directors place on record their deep appreciation of the contribution made by the employees at all levels. Measures have been taken for Human Resources Development.

5. DIRECTORS :-

The company had, pursuant to the provisions of clause 49 of the Listing Agreement entered into with stock exchange, appointed Mr. Girishbhai G. Shah and Dr. Ramanbhai N. Patel as Independent Directors of the company. As per Section 149(4) of the Companies Act, 2013, which came into effect from September 25, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors.

In accordance with the provisions of the section 149 of the companies act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the notice of forthcoming Annual General Meeting of the Company.

The Company has received declarations from all the independent Directors of the Company confirming that they meet with the criteria of independent as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the listing agreement with the Stock Exchanges.

Pursuant to requirements of the Companies Act, 2013 and article of Association of the Company, Shri Manharbhai Patel is liable to retire by rotation and being eligible offer himself for re-appointment. Board recommends the appointment of the Director of the company.

Brief details of Directors proposed to be appointed/re-appointed as required under clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

6. INSURANCE :-

The Assets of the company have been adequately insured.

7. PUBLIC DEPOSIT :-

During the period under review the company has not mobilized resources by way of deposit from the public.

8. CORPORATE GOVERNANCE REPORT :-

Pursuant to clause 49 of the Listing Agreement of the company with the Stock Exchanges, the Management Discussion & Analysis Report, Report on Corporate Governance, and certification by the Managing Director (CEO) confirming compliance by all the Board Members and Senior Management personnel with Company's Code of Conduct are made a part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under the aforesaid clause 49 is attached to this report.



9. DIRECTOR'S RESPONSIBILITY STATEMENT :-

Pursuant to requirement under section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed :

1. that in the preparation of the Account for the financial year ended 31st March, 2012 the applicable standards have been followed along with proper explanation relating to material departures ;
2. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the, state of affairs of the company as at 31st March 2012 and of the profit of the company for the year ending on that date ;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other Irregularities ;
4. that the Directors have prepared the accounts for the financial year ended on 31st March, 2014 on a going concern basis.

10. AUDITOR AND ITS OBSERVATION

M/s. Ambalal M. Shah & Co., Chartered Accountants were appointed as the statutory auditors of the company for financial year 2013-14 at the Twenty Third Annual General Meeting of the Company held on and hold office till the conclusion of the Twenty Forth Annual General Meeting. Ambalal M. Shah & Co. has been auditors of the company since 2004-05 and has completed a term of Ten years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint as audit an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three of years from the date of commencement of the Act to company with this requirement.

In view of the above, The company would like to comply with this new provision within said transactional period of three years. In the meantime, M/s. Ambalal M. Shah & Co. being eligible for re-appointment and based on the recommendation of the Audit committee, the Board of Directors has, as its meeting held on 30 May 2014, proposed the appointment of M/s. Ambalal M. Shah & Co. as the statutory auditors of the company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the 28th AGM of the company to be held in the year 2018 (subject to ratification of their appointment at every AGM .)

The observations of the Auditors are duly explained in notes 26 the Annual Accounts.

11. COST AUDITORS

The Ministry of Corporate Affairs has introduced Companies (Cost Records and Audit) Rules 2014 vide its notification No. GSR430 CE dated June 3, 2011 and the Cost Audit Order No. 52/26/CAB/2010 dated January 24, 2012. This rule makes it mandatory for Specified Industries to appoint Cost Auditor. The Company is not covered under this rule. Company has not appointed Cost Auditor for the Financial year.



12. SUBSIDIARY COMPANY

The Company had 1 subsidiary at the beginning of the year. A statement containing brief financial details of the subsidiaries is included in the Annual Report.

As required under the Listing Agreements entered into with the Stock Exchanges, a consolidated financial statement of the Company and its subsidiary is attached. The consolidated financial statements have been prepared in accordance with the relevant accounting standards as prescribed under Section 211(3C) of the Act. These financial statements disclose the assets, liabilities, income, expenses and other details of the Company and its subsidiary.

Pursuant to the provision of Section 212(8) of the Act, the Ministry of Corporate Affairs vide its circular dated February 8, 2012 has granted general exemption from attaching the balance sheet, statement of profit and loss and other documents of the subsidiary companies with the balance sheet of the Company. A statement containing brief financial details of the Company's subsidiary for the financial year ended March 31, 2014 is included in the Annual Report. The annual accounts of subsidiary and the related detailed information will be made available to any member of the Company seeking such information at any point of time and are also available for inspection by any member of the Company at the registered office of the Company. The annual accounts of the subsidiary will also be available for inspection, as above, at the head offices/registered offices of the respective subsidiary companies. The Company shall furnish a copy of the details of annual accounts of subsidiary to any member on demand.

13. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

As required under section 217 (1) (e) of the Companies Act, 1956 and the rules made therein, the concerned particulars relating to Energy conservation and Technology Absorption are not applicable to the Company. Foreign Exchange Earning and outgo is given in the Annexure forming part of this report.

14. PARTICULARS OF EMPLOYEES

Particulars of employees in accordance with the provisions of section 217(2A) of the Companies Act, 1956 read with Companies (particulars of Employees) Rules, 1975 as amended are not given as none of the employees qualify for such disclosure.

15. ACKNOWLEDGEMENT

The directors extend their sincere thanks to the Bankers, Financial Institutions, Central Government and State Government Authorities and all associated with the company for the co-operation.

The directors also place on record the efforts made by the employees, workers and all other associated with the company for making their organisation successful.

For and on behalf of the Board

Place : Vadodara
Date : 30th May 2014

Kaushik Parikh
Managing Director

M. D. Patel
Joint Managing Director **27**



ANNEXURE TO DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES ACT – 1956 – U/s 217 (1) (E)
(DISCLOSURE OF THE PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS)

Total Foreign Exchange Used & Earned

(Rs. In Lacs)

	<u>2013-2014</u>	<u>2012-2013</u>
• Total Foreign Exchange earned (FOB)	5.15	00.00
• Total Foreign Exchange used (CIF)	125.88	94.39



CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members of
Ocean Agro (India) Limited

We have examined the compliance of Corporate Governance by Ocean Agro (India) Limited ("the Company") for the year ended on 31st March 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuing compliance of 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 with the conditions of Corporate Governance as stipulated in the Clause 49 of 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.

Ahmedabad
May 30th, 2014

CS Ashwin Shah
Company Secretary
C. P. No. 1640



CEO / CFO CERTIFICATE

TO WHOMSOEVER IT MAY CONCERN

We Certified to the Board that:

- (a) We have reviewed financial statement and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our 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.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:-
 - (i) significant changes in internal control during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the company's internal control system.

For Ocean Agro (India) Limited

Date: 30th May 2014
Place: Vadodara

Shri K. B. Parikh
Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development

Challenges and Opportunities for Sustainable Agriculture *Stress, Draught and Salinity Management*

Nowadays, in the name of development we are doing so many unnatural activities. Our actions have created disturbances within the environment. Scientists agree, that mankind is responsible for climate change. Global warming is a result of this change along with increase in frequency of drought and irregular rainfall. As the levels of freshwater deplete, people use up more groundwater leading to increase in saline water and salinity issues. Both drought and salinity have tremendous impact on modern agricultural, as they impact yield and production losses globally. Both result in the plant suffering from osmotic stress that inhibits their growth. Salinity also causes additional ion toxicity within the plant. Soil salinity resulting from natural processes, or from crop irrigation with saline water, occurs in many arid and semi arid region of the world. It adversely affected plant growth and development. It is found that 20 % of cultivated crops are adversely affected by salt concentration which inhibits plant growth and crop yield.

Removing or reducing salinity stress is a main issue to ensure agriculture sustainability. An excess of soluble salt in the soil leads to osmotic stress and ion toxicity, imbalance resulting in crop losses.

Limited water supply (Drought Condition) is also another major environment constrain in crop productivity. Moisture deficiency induce various physiological and metabolic stresses like stomatal closing, reduction in growth rate and photosynthesis. Abiotic stresses such as drought, salinity, extreme temperature, chemical toxicity and oxidative stress are serious threat to agriculture and environment.

Recently research into the molecular mechanisms of stress responses have started to bear fruits. Application of osmolytes during abiotic stress periods result in reduction in plant stress. Plants during drought and salinity stress produce / accumulate many type of osmolytes to overcome their environment stress. Scientists globally are working to evaluate



and identify various osmolytes that can help plants cope with such stresses. It is found that certain polyalcohols and betaine are very effective osmolytes.

Your company has concentrated research on this important crop damaging issue. After, many years of intense research efforts, and number of trials, we have developed products that help plants to cope with drought and salinity stresses more effectively. Our products will be of great help to Indian agriculture as they will help farmers, to reap a good crop even in the face of saline or drought conditions.

The theme of our research is Drought and salinity stress resistance by *Osmolyte technology*.

Every plant has its own water management system. Plants manage water requirement according to availability of water. Plants controls water requirements by controlling opening and closing of their leaf stomatas. The plant regulates uptake and movement of water by opening and closing their stomata. In situations when water is available in sufficient quantity, the plant regulates it's flow by opening the stomata, however in drought-like conditions, the plant controls water loss by closing the stomata gate. Osmolytes enhance this natural phenomena and regulate water management more precisely. Using such external cursors to improve water management within the plan is a new technology.

Plants have evolved various protective mechanisms that allow them to acclimate to unfavorable environments for continued survival and growth. One such mechanism that is ubiquitous in plants is the accumulation of certain organic metabolites of low molecular weight that are known collectively as compatible solutes. Osmoprotectants or compatible solutes are small molecules that act as osmolytes and help organisms survive extreme osmotic stress.

There is general agreement that the major role of these metabolites is to serve as organic osmolytes with compatible properties at high concentrations; such osmolytes increase the ability of cells to retain water without disturbing normal cellular functions. Glycine betaine (GB), a small organic metabolite soluble in water and non-toxic at high concentrations, is a compound that can potentially play a crucial role in effective protection against salt, drought, and extreme temperature stress. The increased production of glycine betaine (GB) improves plant tolerance to various abiotic stresses without strong phenotypic changes, providing a feasible approach to improve stable yield production under



unfavorable conditions.

Rice is the major source of carbohydrate to millions of people world over, particularly in Asia. To achieve food security for increasing population in this region, there is an urgent need to increase the rice productivity. The problem has further aggravated due to global warming that has limited the availability of fresh water for rice crops, particularly in rain-fed conditions. Glycine betaine amino acid has been found to act as osmoprotectant and improves the growth and development of plants exposed to a variety of abiotic stresses including drought, temperature and salinity. Exogenous Glycine betaine application could be a promising way to directly maintain and enhance the growth and yield in monocot crops such as rice, wheat and maize. Foliar spray of Glycine betaine significantly improves growth performances of fine grain aromatic rice seedlings subjected to drought stress.

Under water stress, Glycine betaine has been suggested to play a function role as an osmolyte and prevent the chloroplast organelles, chlorophyll pigments, Rubisco/PEPC enzymes and light harvesting protein complexes. The maintenance of photosynthetic ability by exogenous application of Glycine betaine further results in enhanced overall growth performance and productivity under drought condition.

Your Companies view and contribution for sustainable agriculture:

Nowadays, scientists world over are working on Stress, Drought and Salinity Management for human as well as plant health. Their research budgets for such work amounts to millions of US Dollars.

Your company is working on solution to provide Glycine Betaine the proven compound by making a most cost effective formulation for farmers. Your company has developed new product (Xerofight). This product will give very valuable solution to farmers for fighting against Stress, Drought and Salinity and make their farming sustainable.



Financial Performance

	Year ended 31/03/2014 Rs	Year ended 31/03/2013 Rs
Income for the year was	193984108	158094393
The year's working shows a Gross Profit before D&T	18765076	8436080
Out of which, Provisions have been made for :-		
Depreciation	6273750	6488762
Provision for Taxation :		
(i) Current Income Tax	2775000	1825000
(ii) Deferred Tax		
Provision for doubtful debts	7500000	
Previous year expenses	236632	
Profit after Income Tax	1277502	122318

INTERNAL CONTROL SYSTEM

The company has adequate internal control systems and procedure with regard to purchase, stores and raw materials including components, plant and machinery, other assets and for sale of goods.

The company has an adequate internal audit system commensurate with size and nature of its business. The company has engaged a firm of Chartered Accountants for its internal audit function. Reports of Internal Auditors are reviewed in the meetings of the Audit Committee of the Board.

INDUSTRIAL RELATIONS & HUMAN RESOURCE DEVELOPMENT

Industrial relations continued to be harmonious and cordial through out the year. The Company has always valued its human resources and believes in unlimited potential of the each employee. The company employed 102 number of employees as on 31.03.2014.

CAUTIONARY STATEMENT

Statement in this report on Management's Discussion and Analysis describing the company's objectives, projections, estimates, exceptions or predictions may be forward looking statements and are based on certain assumptions and exception of future events. Actual result could however differ materially from those expressed or implied. Important factors that could make a difference to the company's operations including global and domestic demand-supply conditions, finished goods prices, raw material cost and availability, Changes in government regulations and tax structure, economic developments within India and the countries with which the company has business contracts and other factors such as litigation and industries relations.

The company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information and events.



REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Company the core set of values of transparency, accountability and integrity, guide the principles and policies of Corporate Governance. Since its inception, Company remained committed to the highest standards of Corporate Governance which could not be possible without the emotional conviction of walking the right path. This has formed the foundation of our Corporate Governance. The Company complied with the Corporate Governance code enshrined in Clause 49 of the Listing Agreement.

2. BOARD OF DIRECTORS

The Board represents an optimum combination of executive and non executive directors and is in conformity with the provisions of Listing Agreements of Corporate Governance. The Board of Directors of your Company comprises four directors composition of the Board and the category of the Directors as well as details of their directorship/membership in other companies/committees as on 31st March, 2014 is given below:

Sr. No.	Name of the Directors	Category	No. of Directorship in other companies	No. of chairmanship/ membership in Board Committees.
1	Mr. Kaushikbhai Parikh (DIN-00489853)	Chairman & Managing Director	1	2
2	Mr. Manharbhai Patel (DIN-00489977)	Joint Managing Director	1	NIL
3	Mr. Girishbhai G Shah (DIN-01676702)	Independent, Non-executive Director	NIL	2
4	Dr. Ramanbhai Patel (DIN-01657082)	Independent & Non-executive Director	NIL	2

None of above directors is a member in any Committees or acts as Chairman in any committees across all Companies in which he is a director

Number of other Directorships held by the Directors, as mentioned above, do not include alternate directorships and directorships held in foreign companies, Section 25 Companies and Indian private limited companies and are based on the latest declarations received from the Directors.

The Company has a system to circulate and provide adequate information to the Board including as required under Annexure IA of Clause 49 of the Listing Agreements to enable the Board to take informed decisions.

The Compliance report of all laws applicable to the Company as prepared and compiled by the Compliance Officer is circulated to all the Directors along with the agenda and placed/reviewed in each Board Meeting.

The Board laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company and the process has been initiated to post it on the website of the Company.



Certificate of Code of Conduct for the year 2013-14

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Conduct" which is applicable to all directors, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Conduct under a certificate of Code of Conduct for the year 2013-14

Ahmedabad
April 14, 2014

(sd)
Mr. K. B. Parikh
Managing Director

A brief resume and the profile of directors retiring by rotation/ Managing Director eligible for appointment or re-appointment at the ensuing Annual General Meeting of the Company are given in the notice of Annual General Meeting, annexed to this Annual Report

Resolutions have been proposed for the reappointment of Shri Manharbhai D Patel at ensuing Annual General Meeting as director.

Shri Manharbhai D Patel is not related to any of the Directors of the Company.

3. Board Procedure

During the financial year 2013-14, five meetings of Board of Directors were held, the information to be made available to the Board as per Annexure IA forming part of Clause 49 has been complied with. The Board Meetings are generally held at the Corporate Office of the Company in Vadodara. Calendar of the Board Meeting is fixed in advance for each year. The Board meets at least once a quarter with the gap between two meetings not exceeding four months. The Directors also have access to all the information about the company and are free to recommended inclusion of any matter in the agenda for discussion.



Details of the Board Meeting held during the year are as follows:

Sr.No.	Date of Board Meeting	Chairman
1	31 st May 2013	Shri Kaushik B Parikh
2	12 th August 2013	Shri Kaushik B Parikh
3	28 th October 2013	Shri Kaushik B Parikh
4	04 th February 2014	Shri Kaushik B Parikh
5	14 th March 2014	Shri Kaushik B Parikh

Details of Attendance of the directors at the Board Meetings held during the year 2013-14 and at the last Annual General Meeting are given below:

Sr. No.	Name of Directors	No. of Board Meeting held while holding the office	No. of Board Meeting attended while holding the office	Attendance at last AGM
1.	Shri Girishbhai Shah	5	5	Yes
2.	Shri Kaushikbhai Parikh	5	5	Yes
3.	Shri Manharbhai Patel	5	5	Yes
4.	Dr. Ramanbhai Patel	5	5	Yes

The Details of Share holding of Directors

Name of the Director	No. of shares held as on 31.03.2012
Shri Girishbhai Shah *	500
Shri Kaushikbhai Parikh	29,83,826
Shri Manharbhai Patel	86,578
Dr. Ramanbhai Patel *	Nil

* Non executive Directors

4. Audit Committee:

The Audit Committee has been entrusted to overview the accounting systems, financial reporting and internal controls of the Company. The power and role of audit committee is as set out in Listing Agreements.

As on date, the Audit Committee of the Board, after duly reconstituted consists of the two independent Non Executive Director and Managing Director, as specified below :-



Sr. No.	Name	Designation
1.	Shri Girishbhai Shah	Chairman
2.	Dr. Ramanbhai Patel	Member
3.	Shri Kaushikbhai Parikh	Member

All the members of committee are financially literate and have expert knowledge of finance and accounting.

Quorum of committee is two members, including both the independent directors. Calendar of the meeting is fixed in advance for each year. The committee met 4 times during the year under review. The committee also met prior to finalization of accounts for the period ended on 31st March, 2014.

Meetings of Audit Committee and attendance.

Sr. No.	Date of Meetings	No. of Members	Attendance
1.	30 th May 2013	3	3
2.	12 th August 2013	3	3
3.	28 th October 2013	3	3
4.	04 th February 2014	3	3

The Internal Auditors, Head of Finance and representative of Statutory Auditors are permanent invitees at the meetings.

Audit Committee's terms of reference:

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c) Reviewing with management the half yearly and annual financial statements before submission to the board, focusing primarily on
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause(2AA) of section 217 of the Companies Act, 1956
 - ii) any changes in accounting policies and practices
 - iii) major accounting entries based on exercise of judgment by management
 - iv) qualification in draft audit report
 - v) significant adjustments arising out of audit
 - vi) the going concern assumption
 - vii) compliance with accounting standards
 - viii) compliance with stock exchange and legal requirements concerning financial statements
 - ix) any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.



- d) Reviewing with the management the quarterly financial statements before submission to the board for approval
- e) Reviewing with the management, external and internal auditors, the adequacy of internal control systems and ensuing compliance therewith.
- f) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g) Discussing with internal auditors any significant finding and follow up thereon.
- h) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- i) Discussing with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- j) Reviewing the Company's financial and risk management policies.
- k) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- l) Any other function(s)/responsibilities as may be delegated by the Board from time to time.
- m) To review mandatorily the following information
 1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee) submitted by management
 3. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

5. Remuneration Committee:

As on 31st March 2014, the Remuneration Committee of the Board consists of the two independent Non Executive Director and one Executive Director as specified below:-

Sr. No.	Name	Designation
1.	Shri Girishbhai Shah	Chairman
2.	Dr. Ramanbhai Patel	Member
3.	Shri Kaushikbhai Parikh	Member

During the year under review Remuneration Committee meeting was held on 12th August 2013.

The Remuneration Committee is responsible for determining and reviewing all matters in respect of remuneration of Directors.

The Company has credible and transparent policy in determining and accounting for the remuneration of Executive Directors. Their remuneration is governed by external competitive environment, track record, potential, individual performance, and performance of the Company as well as industrial standard. The remuneration determined for the Executive Directors is subject to the approval of Remuneration Committee of Board of Directors.



At present the Company does not have the policy of payment of remuneration to non executive directors. In view of the stringent financial position of the Company, the non executive directors have forgone to receive sitting fees for attending the Board/ Committee meetings.

Details of the Remuneration paid to the Executive Directors

The appointment of Managing Director and Joint Managing Director is governed by resolutions passed by the Board of Directors and shareholders of the Company. Remuneration paid to Managing Director and Joint Managing Director is recommended by the Remuneration Committee, approved by the Board and is within the limit set by shareholders at the General Meeting.

The aggregate salary, value of perquisites and contribution of PF paid to the Executive Directors is as under:

Sr. No	Name of Directors	Remuneration Rs.
1	Shri K. B. Parikh	25,70,000
2	Shri M. D. Patel	25,70,000

There were no other pecuniary relationships or transactions of the Non Executive Directors vis a vis the Company.

As per the terms of appointment of Managing Director and Joint Managing Director, their contract of service is for the period of three years from the date of appointment. Either party to the contract can terminate the contract as mutually agreed.

The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

6. Shareholders Grievances Committee

The committee looks into the redressal of shareholders and investor complains. The function and power of this committee include review and redressal of shareholders' and investors grievances and to give approval to transfer, transmission or dematerialisation of shares. This committee look into complaint of non receipt of Balance Sheet, non receipt of declared dividend and matter relating to Duplicate share certificate, deletion of name, splitting and consolidation of shares etc.

As on 31st March 2014 committee consists of following directors.

1. Shri Girishbhai Shah -- Chairman
2. Dr. Ramanbhai Patel -- Member
3. Shri Kaushik Parikh -- Member

The total number of complains / correspondence / queries received and replied to the satisfaction of shareholders during the year under review are as follows.

Sr.	Particulars	Nos recd	Nos Replied
1)	Share Transfer Requests	10	10
2)	Non Receipt of Dividend Warrants	1	1
3)	Miscellaneous	1	1

In General, all correspondence / queries are replied to the satisfaction of share holders.



7. General Body Meeting:

The last three Annual General Meeting of the Company were held as under:

Sr. no.	Year	Location	Date	Time	Special	Resolution
1.	2012-13	22, Dolly Complex, Stadium Circle, Navrangpura Ahmedabad	28.09.13	12 :30 pm	-	-
2.	2011-12	22, Dolly Complex, Stadium Circle, Navrangpura Ahmedabad	29.09.12	12:30 p.m	-	
P 3.	2010-11	22, Dolly Complex, Stadium Circle, Navrangpura Ahmedabad	24.09.11	12:30 p.m	Re-issue/Re-allotment of Forfeited Shares	Special

No Extra Ordinary General Meeting of the Company was held during last 3 years.

8. Disclosures

- A. There have been no materially significant related party transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. Audit Committee reviews periodically significant related party transactions i.e. transactions of the company, which are of material nature, with it's directors, or relatives or the management that may have potential conflict with the interest of the Company at large. Details are provided in Note 14 to the Notes forming part of the Accounts in accordance with the provisions of Accounting Standard 18
- B. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority.
- C. The Company has generally complied with all the mandatory requirements as specified in the Clause 49 to the extent these apply and extend to the company.
- D. In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the ICAI. The significant accounting policies applied in preparation and presentation of financial statements has been set out in notes 26 forming part of the financial statements.
- E. The Company has laid down procedure to inform the Board Members about the risk assessment and minimization procedure covering the entire gamut of business operations of the company and the same have been reviewed by the Board during the year.
- F. The CEO (Managing Director) and the CFO have furnished a Certificate to the Board for the year ended on 31st March 2014 in compliance with Clause 49 V of the Listing Agreements.



- G. The designated Senior Management Personnel of the company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

9. Means of Communications:

a. Quarterly Results:

Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirement of the Listing Agreements. At present Half yearly report is not sent to each household of shareholders.

b. Any Website where displayed: www.oceanagro.com

10. Management Discussion & Analysis Report:

The Management Discussion & Analysis Report is part of Annual Report.

11. General Shareholders Information :

(a) Annual General Meeting

Date	Time	Venue
25 th September 2014	9.30 a.m.	A-207, Oxford Avenue, Opp. C.U. Shah College, Ashram Road Ahmedabad-380014

**(b) Financial Calendar(2014-15)
(tentative)**

Annual General Meeting	:	25th September 2014
Quarterly Results		
Quarter ending on June 30 2014		Second week of August 2014
Quarter ending September 30 2014	:	Second Week of November 2014
Quarter ending December 31 2014	:	Second Week of February 2015
Annual Result of 2014-15	:	Last week of May 2015

(c) Book Closure Date : 15th September 2014 to 24th September 2014

(d) Listing on Stock Exchanges : Bombay Stock Exchange.

Listing fees have been paid for the year 2014-15 as per the Listing Agreement with the respective Stock Exchanges.

(e) Stock Code: BSE, Mumbai 519491

(f) Demate ISIN Number for NSDL & CDSL : INE049J01010

(g) Market Price Data:

Market price data at the Stock Exchange, Mumbai for the year 2013-14 is given below:

Month	Highest (Rs.)	Lowest (Rs.)	Month	Highest (Rs.)	Lowest (Rs.)	Month	Highest (Rs.)	Lowest (Rs.)
Apr-13	21.85	18.85	Aug-13	16.35	14.8	Dec-13	6.53	6.22
May-13	0	0	Sep-13	14.07	7.54	Jan-14	8.64	6.85
Jun-13	0	0	Oct-13	7.69	6.95	Feb-14	15.09	9.07
Jul-13	20.05	17.2	Nov-13	6.83	5.93	Mar-14	19	14.5



Registrar and Transfer Agents : M/s Sharepro Services (India) Private Limited
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash
Ashram, Ashram Road, Ellishbridge, Ahmedabad- 9

Contact Person : Ms. Bharti Parikh

Contact Nos : (079) 265 82 381 to 84

Fax No : (079) 265 82 385

(h) Share Transfer System

M/s Sharepro Services (India) Private Limited has been acting as the Depository Registrar for establishing connectivity with NSDL and CDSL for Demat Segment and for physical segment as well. M/s Sharepro Services (India) Private Limited uses Computerized share transfer system for processing transfer of shares. On the basis of periodic report on various requests received from the shareholders, share transfer and other requests are placed for approval of Shareholders' Grievances Committee.

The Company's representatives visit the office of the Registrar and Share Transfer Agents from time to time to monitor, supervise and ensure that there are no delays or lapse in the system.

(i) Distribution of Shareholding:

• Distribution of shareholding as on 31.03.2014 is given below:

No. of Equity Shares held	Number of Shareholders	% of Shareholders	No. of shares held	% of Shareholding
1 - 500	3135	92.15	5118856	7.70
501 - 1000	140	4.11	112861	1.67
1001 - 2000	45	1.32	67298	1.00
2001 - 3000	7	0.21	17300	0.26
3001 - 4000	15	0.44	50766	0.75
4001- 5000	11	0.32	50766	0.78
5001 - 10000	21	0.02	201000	2.98
10001- 20000	6	0.18	87299	0.92
Above 20000	22	0.65	5636810	83.57
GRAND TOTAL	3402	100.00	6744900	100.00

• Category of shareholders as on 31st March 2014:

Category Promoter Holding	No. of Shares Held	Percentage Held
a Indian Promoters		
Individuals/HUF	37,89,065	56.177
Bodies Corporate	922,635	13.679
b Foreign Promoters	0	0
Financial Institutions/ Banks/ Mutual Funds	0	0
Resident Individuals & Corporates	20,32,800	30.138
NRI's /OCB	400	0.006
Grand Total	67,44,900	100



(j) Dematerialization of Shares and Liquidity :

60,59,700 equity shares of the Company are held in a dematerialised form with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) as on 31st March 2014.

The Secretarial Audit Report from Mr. Ashwin Shah, Company Secretary in practice confirming that the total issued capital of the Company is in aggregate with the total number of equity shares in physical form and the total number of dematerialized equity shares held with NSDL and CDSL is placed before the Board on a quarterly basis. A copy of the Audit Report is submitted to the stock exchanges where the equity shares of the Company are listed.

(k) Outstanding GDRs/ ADRs/ Warrants and Convertible instruments, conversion date and likely impact on equity : Not Applicable.

(l) Plant Location :

66, Industrial Estate, GIDC
Nandesari, Dist Vadodara.

(m) Company Registration details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L15174GJ1990PLC013922

(n) Registered Office :

**A-207, oxford Avenue,
Opp: C.U.Shah College,
Ashram Road
Ahmedabad – 380 014**

(o) Correspondence with the Company :

Address for correspondence with the Company is :
Mr. Anup Shah
5, Alkapuri, Opp. Express Alkapuri Hotel,
R. C. Dutt Road, Vadodara 390007
Tel: 0265 2351223 Fax: 0265 2313690
Email Id: oilbrd@yahoo.co.in



Independent Auditors' Report

To
The Members of
OCEANAGRO (INDIA) LIMITED

1. We have audited the accompanying financial statements of Ocean Agro (India) Limited ('the Company') which comprise the balance sheet as at 31 March 2014, the statement of profit and loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. **Management's Responsibility for the Financial Statements**

The Management is responsible for 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 Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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.

3. **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

4. **Qualified Opinion**

In respect of long outstanding debtors, company is reviewing its recovery and has written off Rs. 83 Lacs (Approx.) and made provision of Rs. 75 Lacs leaving a balance of Rs. 1125 Lacs, for which substantial provision for bad debts is required. Bank balance of Rs. 42 Lacs are unconfirmed and requires to be recovered from Branches / Agents or in its absence be provided for. Due to above profit is over stated by above recoverable.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Qualified opinion paragraph, 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:



- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, statement of profit and loss and cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
 - e. On the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from b e i n g appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place : Vadodara
Date : 30th May 2014

For **Ambalal M. Shah & Co.**
Chartered Accountants

CA. Ashok A. Jain
Partner
M. No. 030389



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph (1) of our report of even date)

The Annexure referred to in our report to the members of Ocean Agro (India) Limited (the Company) for the year ended 31 March 2014. We report that:

I In respect of its fixed assets :

- a) The Company has maintained records that show full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management periodically. No material discrepancies were noticed on such physical verification.
- c) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.

- II**
- a) As explained to us, the inventories have been physically verified at reasonable intervals by the management during the year. In respect of substantial portion of the stock lying with agents, Certificates containing details of the stock have been received.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate as regards 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 physical verification.

- III** in respect of loans, secured or unsecured the company has granted advances for business to a company, firms and other parties covered in the register maintained under section 301 of the companies act, 1956 . The total of the year end balance was Rs. 39,79,084.47 Credit.

- IV** In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of fixed assets. Some of the items purchased are of proprietary nature and suitable alternative sources do not exist for obtaining comparable quotation. There is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchases of inventories and fixed assets and with regards to the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.

- V** In respect of transactions covered under section 301 of the Companies Act, 1956

- a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs.5,00,000 in respect of any party during the year except the purchases from M/s. Industrial Additives aggregating to an amount of Rs. 1,04,41,958 for the purchase of proprietary nature items for which no suitable alternative source exist for obtaining comparable quotations.



ANNEXURE TO THE AUDITORS' REPORT (contd...)

- VI The company has not accepted any deposit from the public.
- VII In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business. However it is required to be strengthened.
- VIII The Central Government of India has prescribed the maintenance of cost records under Section 209(1)(d) of the Act.
- IX In respect of statutory dues:
- The company is generally regular in depositing with appropriate authorities, undisputed Income tax and other statutory dues applicable to it.
 - According to information and explanation given to us, no undisputed amount payable in respect of statutory dues were in arrears as at 31st March, 2014 for a period of more than 6 months from the date they became payable.
 - In respect of disputed statutory dues, the following matter are pending with various appellate authorities.

Sr. No.	Year	Liability	Amount Rs.	Status
1	A.Y 2000 - 2001	Income Tax	719,311	Appeal pending with High Court. Ahmedabad
1	A.Y 2007 - 2008	C.S.T.	2,75,804	Appeal pending with Commercial Tax officer, Ghatak (II) Vadodara.

- X The accumulated losses of the company are not more than 50% of its net worth and has not incurred cash losses during the year covered by our audit and the immediately preceding financial year.
- XI According to the information and explanation given to us, the company has not defaulted in payment of dues to financial institutions.
- XII The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII The Company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XIV In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- XV In our opinion and according to the information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- XVI The Company did not have any term loans outstanding during the year. According to the information and explanation given to us and on an overall examination of Balance Sheet, we report that no funds raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets.



- XVII The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- XVIII No funds have been raised through the issue of Debentures by the company.
- XIX The company has not made any public issue during the year.
- XX According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the Course of our audit.

Place: Vadodara
Date: 30th May 2014

For Ambalal M. Shah & Co.
Chartered Accountants

CA. Ashok A. Jain
Partner
M. No. 030389



BALANCE SHEET AS AT 31st March 2014

Particulars	Notes No.	As at 31-03-2014	As at 31-03-2013
		Rupees	Rupees
I EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	1	75,871,545.00	75,871,545.00
(b) Reserve & Surplus	2	155,401,638.36	154,137,497.67
(c) Money received against share warrants		0.00	0.00
		<u>231,273,183.36</u>	<u>230,009,042.67</u>
2 Share application money pending allotment		0.00	
3 Non-Current Liabilities			
(a) Long-term borrowings	3	1,676,439.71	211,995.51
(b) Deferred tax liabilities (Net)		0.00	0.00
(c) Other Long term liabilities	4	6,131,319.73	6,113,319.73
(d) Long term provisions		0.00	0.00
		<u>7,807,759.44</u>	<u>6,325,315.24</u>
4 Current Liabilities			
(a) Short-term borrowings	5	32,960,241.73	35,862,452.20
(b) Trade payables	6	2,150,623.86	2,297,260.04
(c) Other current liabilities	7	1,860,393.48	1,343,119.59
(d) Short-term Provision	8	8,354,033.43	8,431,541.95
		<u>45,325,292.50</u>	<u>47,934,373.78</u>
Total		<u>284,406,235.30</u>	<u>284,268,731.69</u>
II Assets			
Non-Current assets			
1 (a) Fixed Assets :			
(i) Tangible assets	9	58,314,068.88	59,778,728.75
(ii) Intangible assets	10	0.00	0.00
(iii) Capital work-in-progress		0.00	0.00
(iv) Intangible assets under development		0.00	0.00
		<u>58,314,068.88</u>	<u>59,778,728.75</u>
(b) Non-Current Investments in fully owned Ocean Agro LLC	11	25,602,870.00	13,104,397.00
(c) Deferred Tax assets (Net)	12	0.00	0.00
(d) Long-term loans and advances	13	12,513,817.29	10,449,845.07
(e) Other Non-Current assets		0.00	0.00
2 Current assets			
(a) Current Investments		0.00	0.00
(a) Inventories	14	41,910,065.00	48,299,500.00
(b) Trade receivables	15	135,893,784.93	141,065,521.83
(c) Cash & Cash equivalents	16	12,235,682.20	11,920,408.98
(d) Short term loans and advances		0.00	0.00
(f) Other current assets	17	45,927.00	51,330.00
		<u>189,885,459.13</u>	<u>201,935,760.87</u>
Total		<u>284,406,235.30</u>	<u>284,268,731.69</u>

As per our Report of even date
Ambalal M. Shah & Co.
Chartered Accountants

For Ocean Agro (India) Limited

CA. Ashok A. Jain
Partner
M. No. 030389

K.B. Pankh
Managing Director

M.D. Patel
Jt. Managing Director

Place : Vadodara
Date : 30th May 2014

Place : Vadodara
Date : 30th May 2014



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2014

Particulars	Notes No.	As at 31-03-2014		As at 31-03-2013
		Rupees	Rupees	Rupees
I Revenue from operations	18	201,273,867.62		160,812,465.48
II Other Income	19	(20,633.00)		92,951.00
III Total Revenue (I + II)			<u>201,253,034.82</u>	<u>161,005,416.48</u>
IV Expenses :				
Cost of Material Consumed	20	49,783,644.26		37,544,693.65
Purchase of stock-in-Trade		0.00		0.00
Changes in inventories of finished goods work-in-	21	7,268,926.00		2,911,023.00
Employee benefits expense	22	16,791,259.73		13,474,524.12
			<u>73,843,829.99</u>	<u>53,930,240.77</u>
V Finance costs	23	5,463,689.38		6,556,415.44
VI Depreciation and amortization expense	24	6,975,942.80		6,488,762.53
VII Other Expense	25	110,880,537.77		82,062,690.07
Total Expense			<u>196,963,899.94</u>	<u>159,058,098.81</u>
VIII Profit before exceptional and extraordinary items			<u>4,289,134.88</u>	<u>1,947,317.67</u>
IX Exceptional Items		0.00		0.00
X Profit before extraordinary items and tax (VIII - IX)			<u>4,289,134.88</u>	<u>1,947,317.67</u>
XI Extraordinary Items		0.00		0.00
XII Profit before Tax (X - XI)			<u>4,289,134.88</u>	<u>1,947,317.67</u>
XIII Tax expense:				
(1) Current Tax		2,775,000.00		1,825,000.00
(2) Deferred Tax		0.00		0.00
			<u>2,775,000.00</u>	<u>1,825,000.00</u>
XIV Profit (Loss) for the period from continuing			<u>1,514,134.88</u>	<u>122,317.67</u>
XV Profit(Loss) from discontinuing operations		0.00		0.00
XVI Tax Expense of discontinuing operations		236,632.09		0.00
XVII Profit(Loss) from discontinuing operations (after			<u>(236,632.09)</u>	<u>0.00</u>
XVIII Profit (Loss) for the period (XIV + XVII)			<u>1,277,502.79</u>	<u>122,317.67</u>
XVIII Earnings per equity share :				
(1) Basic			0.19	0.02
(2) Diluted			0.00	0.00

As per our Report of even date
Ambalal M. Shah & Co.
Chartered Accountants

CA. Ashok A. Jain
Partner
M. No. 030369

Place : Vadodra
Date : 30th May 2014

For Ocean Agro (India) Limited

K.B. Parikh
Managing Director

M.D. Patel
Jt. Managing Director

Place : Vadodra
Date : 30th May 2014



NOTES TO THE FINANCIAL STATEMENT

Note 1: Share Capital

31st March 2014

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
AUTHORISED :				
2,99,70,000 Equity Shares of Rs. 10/- each		299,700,000.00		299,700,000.00
30,000 Non-cumulative 10% Redeemable Preference Shares of Rs.10/- each		300,000.00		300,000.00
		<u>300,000,000.00</u>		<u>300,000,000.00</u>
ISSUED, SUBSCRIBED AND PAID UP :				
ISSUED & SUBSCRIBED :				
84,37,900 Equity Shares of Rs.10/- each		84,379,000.00		84,379,000.00
		<u>84,379,000.00</u>		<u>84,379,000.00</u>
PAID UP SHARE CAPITAL :				
67,44,900 Equity Shares of Rs. 10/- each Fully paid up	67,449,000.00		67,449,000.00	
Paid-up amount on Shares Forfeited	8,384,500.00		8,384,500.00	
Excess Paid-up amount on Forfeited Shares	38,045.00		38,045.00	
		<u>75,871,545.00</u>		<u>75,871,545.00</u>

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Note 1. a Details of Share holders holding more than 5% Share in the Company

Name of Shareholders	As at 31-03-2014		As at 31-03-2013	
	No of Shares held	% of holding	No of Shares held	% of holding
Kaushik Babubhai Parikh	2,983,826.00	44.24	2,983,826.00	44.24
Dhanshree Agro chemicals (Nandesari) Pvt. Ltd.	0.00	0.00	669,070.00	9.92
Om Pesticides (Nandesari) Pvt. Ltd.	544,285.00	8.07	544,285.00	8.07
Associated Manufacturing (Rania) Pvt. Ltd.	94,070.00	1.39	540,000.00	8.01
Ushaben K. Parikh	345,042.00	5.12	345,042.00	5.12

Note 2 - RESERVE & SURPLUS :

Particulars	SCH.	As at 31-03-2014		As at 31-03-2013	
		Rupees	Rupees	Rupees	Rupees
CAPITAL RESERVE		0.00		0.00	
CAPITAL REDUMPTION RESERVE		0.00		0.00	
Add : Profit(Loss) during the Year			0.00	0.00	
SECURITIES PREMIUM ACCOUNT					
Share Premium on Shares		148,487,534.00		148,487,534.00	
Share Premium on Forfeited Shares		0.00		0.00	
Excess Premium received on Shares		0.00		0.00	
			<u>148,487,534.00</u>	<u>148,487,534.00</u>	
GENERAL RESERVE :					
Opening Balance		11,916,837.01		11,916,837.01	
Additions during the Year		(13,362.10)		0.00	
			<u>11,903,474.91</u>	<u>11,916,837.01</u>	
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS					
Balance as per last financial statements		(6,266,873.33)		(6,389,191.00)	
Profit for the year		1,277,502.79		122,317.67	
NET SURPLUS IN THE STATEMENT OF PROFIT AND LOSS			<u>(4,989,370.54)</u>	<u>(6,266,873.33)</u>	
TOTAL RESERVE AND SURPLUS			<u>155,401,638.36</u>	<u>154,137,497.67</u>	



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 3 Long Term Borrowing

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Secured Loan		
Loan against FDR / H.D.F.C	1,676,439.71	211,995.51
Loans & Advances Received	0.00	0.00
	<u>1,676,439.71</u>	<u>211,995.51</u>

Loan from HDFC is secured against vehicle repayable in 36 monthly instalment starting from JUNE-2012. Last instalment due in MAY-2015. Loan from Bank of Baroda starting from Nov-2013 for 36 month.

Note 4 Other Long Term Liabilities

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Dealers' Deposits	6,131,319.73	6,113,319.73
	<u>6,131,319.73</u>	<u>6,113,319.73</u>

Note 5 Short-term borrowings

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Bank of Baroda Cash Credit Account	32,960,241.73	35,862,452.20
	<u>32,960,241.73</u>	<u>35,862,452.20</u>

Cash Credit from Bank of Baroda carried interest @13.25% to 14.50% p.a. The C.C. is secured against paripasu charge of inventory book debt advances plot of lease hold land. Further the loan has been granted by the personal guarantee of director Kaushik Babubhai Parikh, Manhar Dayalji Bahai Patel.

Note 6 Trade Payable

Particulars	As at		As at
	31-03-2014		31-03-2013
	Rupees	Rupees	Rupees
CURRENT LIABILITIES			
Creditors for Goods	2,768,015.84		3,111,357.22
Creditors for Expenses	(617,391.98)		(614,097.18)
		<u>2,150,623.86</u>	<u>2,297,260.04</u>

Note 7 Other current liabilities

Particulars	As at		As at
	31-03-2014		31-03-2013
	Rupees	Rupees	Rupees
Other Payable :			
Statutory due	1,547,138.18		1,005,438.20
Other	313,255.30		337,681.39
		<u>1,860,393.48</u>	<u>1,343,119.59</u>

Note 8 Short term Provision

Particulars	As at		As at
	31-03-2014		31-03-2013
	Rupees	Rupees	Rupees
PROVISIONS :			
Provision for doubtful debts	4,101,126.93		5,000,000.00
Other Provisions	1,477,906.50		1,606,541.95
Provision for Income-tax	2,775,000.00		1,625,000.00
		<u>8,354,033.43</u>	<u>8,431,541.95</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 9 Tangible Assets :

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Opening balance	206,518,874.88		204,264,912.09	
Add : Additions during the Period	5,793,647.93		2,253,962.79	
Less : Deductions during the period	2,617,963.00		0.00	
Gross Block		209,694,559.81	206,518,874.88	
Depreciation upto prv. year	147,740,146.13		141,251,383.20	
Less : Depreciation Written back	(1,335,618.00)		0.00	
Add : Depreciation for the Period	6,975,942.80		6,488,762.93	
		153,380,470.93	147,740,146.13	
Net Block		56,314,088.88	58,778,728.75	

Note 9 Tangible Assets :

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	Op. Balance as on 31-03-2013 Rs.	Adtn./Dedn.) during the Year Rs.	Total as on 31-03-2014 Rs.	Op. Balance as on 31-03-2013 Rs.	Ddn/Adjst during the Year Rs.	Provided during the Year Rs.	Total as on 31-03-2014 Rs.	Cl. Balance as on 31-03-2014 Rs.	Cl. Balance as on 31-03-2013 Rs.
Leasehold Land	6741913.00	0.00	6741913.00	0.00	0.00	0.00	0.00	6741913.00	6741913.00
Buildings	37473545.51	187878.00	37661423.51	21829005.96	0.00	1253034.53	23082840.49	14578583.02	15643739.55
Plant & Machinery	141713326.48	2438671.93	144151998.41	109581454.58	0.00	5025491.05	114606945.63	29545052.78	32131871.90
Furniture & Fixtures	4583982.29	0.00	4583982.29	4580552.57	0.00	0.00	4580552.57	3429.72	3429.72
Vehicles	12352072.36	380380.00	12732452.36	10757997.43	(1335618)	576373.52	9098752.95	2733899.41	1594074.93
Office Equipment	2428419.24	147655.00	2576074.24	990335.58	0.00	117800.26	1108135.84	1467938.40	1438083.68
Eqp. under Testing	1158200.00	0.00	1158200.00	0.00	0.00	0.00	0.00	1158200.00	1158200.00
Computer Software	67416.00	21100.00	88516.00	0.00	0.00	3243.45	3243.45	85272.55	67416.00
TOTAL	206518874.88	3175684.93	209694559.81	147740146.13	(1335618)	6975942.80	153380470.93	56314088.88	58778728.75
Previous Year's Total	204264912.09	2253962.79	206518874.88	141251383.60	0.00	6488762.53	147740146.13	58778728.75	



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 11 Non Current Investments

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Trade Investment				
Investment in Subsidiary fully owned Ocean Agro LLC	25,692,870.00		13,104,397.00	
		<u>25,692,870.00</u>	<u>13,104,397.00</u>	

Company has established with name ' OCEAN AGRO LLC ' 100% fully owned subsidiary company. Company has transferred US \$456000. For that shares yet to be issued.

Note 12 Deferred Tax assets (Net)

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Deferred Tax Liabilities				
Provision for doubtful debts and advances	0.00		0.00	
Other Provision	0.00		0.00	
		<u>0.00</u>	<u>0.00</u>	

Note 13 Long-term loans and advances

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Capital advances				
Secured, Considered Good	0.00		0.00	
UnSecured, Considered Good	0.00		0.00	
Total : A		<u>0.00</u>	<u>0.00</u>	
Security deposit				
Secured, Considered Good	0.00		0.00	
UnSecured, Considered Good	1,839,816.01		1,839,816.01	
Provision for doubtful security deposit	0.00		0.00	
Total : B		<u>1,839,816.01</u>	<u>1,839,816.01</u>	
Loan and advances to related parties				
UnSecured, Considered Good	0.00		0.00	
Total : C		<u>0.00</u>	<u>0.00</u>	
Advances recoverable in cash or kind				
Secured, Considered Good	0.00		0.00	
UnSecured, Considered Good	10,674,001.28		8,610,029.06	
Provision for doubtful advances	0.00		0.00	
Total : D		<u>10,674,001.28</u>	<u>8,610,029.06</u>	
Other loans and advances				
Advance income-tax (net of provision for taxation)	0.00		0.00	
Prepaid expenses	0.00		0.00	
Loans to employees	0.00		0.00	
Balances with statutory/government authorities	0.00		0.00	
Total : E		<u>0.00</u>	<u>0.00</u>	
Total (A + B + C + D + E)		<u>12,513,817.29</u>	<u>10,449,845.07</u>	

Note 14 Inventories

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
INVENTORY :				
(as taken, valued & certified by the management)				
Closing Stock of Finished Goods (at cost)	30,571,278.00		37,840,204.00	
Closing Stock of Raw Material (at cost)	5,411,151.00		5,576,601.00	
Closing Stock of Packing Material (at cost)	5,927,636.00		4,881,695.00	
		<u>41,910,065.00</u>	<u>48,298,500.00</u>	



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 15 Trade receivables and other assets

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Outstanding for a period exceeding six months from				
Secured, Considered Good	116,649,062.93		120,272,965.89	
UnSecured, Considered Good	0.00		0.00	
Doubtful	0.00		0.00	
		<u>116,649,062.93</u>	<u>120,272,965.89</u>	
Less : Provision for doubtful receivable	0.00		0.00	
		<u>116,649,062.93</u>	<u>120,272,965.89</u>	
Other Receivable				
Secured, Considered Good				
UnSecured, Considered Good	0.00		0.00	
Doubtful	19,044,722.00		21,392,556.00	
	0.00		0.00	
		<u>19,044,722.00</u>	<u>21,392,556.00</u>	
Less : Provision for doubtful receivable	0.00		0.00	
		<u>19,044,722.00</u>	<u>21,392,556.00</u>	
		<u>135,693,784.93</u>	<u>141,665,521.89</u>	

Note 16 Cash & Cash equivalents

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
CASH & BANK BALANCES :				
On Current accounts	11,610,676.09		11,401,575.29	
Deposit with original maturity of less than 3 months	0.00		0.00	
Cash on Hand	625,006.11		518,833.69	
		<u>12,235,682.20</u>	<u>11,920,408.98</u>	

Note 17 Other Assets

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Others	45,927.00		51,330.00	
		<u>45,927.00</u>	<u>51,330.00</u>	

Note 18 Revenue from operations

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Revenue from operation				
Sales of Products				
Finished Goods	0.00		0.00	
Trade Goods	201,273,667.82		160,912,465.48	
Revenue from operation (Gross)	<u>201,273,667.82</u>		<u>160,912,465.48</u>	
Less : Excise Duty	0.00		0.00	
Revenue from operation (Net)		<u>201,273,667.82</u>		<u>160,912,465.48</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 19 OTHER INCOME :

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Interest Income on				
Bank deposits	0.00		0.00	
Long-term Investments	0.00		0.00	
Current Investment	0.00		0.00	
Dividend Income on	0.00			
Other non-operating income				
Income from Sale of Assets	(122,345.00)		0.00	
Misc. Income	101,712.00		92,951.00	
		<u>(20,633.00)</u>		<u>92,951.00</u>

Note 20 Cost of Material Consumed

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
RAW MATERIAL :				
Opening Stock	5,576,601.00		6,576,608.00	
Add : Purchases	39,922,670.88		28,451,971.38	
Add : Purchase Tax	0.00		0.00	
	<u>45,499,271.88</u>		<u>35,028,579.38</u>	
Less : Closing Stock	5,411,151.00		5,576,601.00	
		40,088,120.88		29,451,978.38
PACKING MATERIALS :				
Opening Stock	4,842,881.00		4,244,338.00	
Add : Purchases	10,619,168.38		8,626,336.27	
	<u>15,462,049.38</u>		<u>12,870,674.27</u>	
Less : Closing Stock	5,896,674.00		4,842,881.00	
		9,565,375.38		8,027,793.27
PRINTING INK :				
Opening Stock	38,814.00		35,673.00	
Add : Purchases	122,296.00		68,063.00	
	<u>161,110.00</u>		<u>103,736.00</u>	
Less : Closing Stock	30,962.00		38,814.00	
		130,148.00		64,922.00
		<u>49,783,644.26</u>		<u>37,544,693.65</u>

Note 21 Changes in inventories of finished goods work-in-progress and stock trade

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Inventories at the end of the year				
Traded goods	0.00		0.00	
Work in progress	0.00		0.00	
Finished Goods	30,571,278.00		37,840,204.00	
Inventories at the beginning of the year				
Traded goods	0.00		0.00	
Work in progress	0.00		0.00	
Finished Goods	37,840,204.00		40,751,227.00	
		<u>7,268,926.00</u>		<u>2,911,023.00</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 22 Employee benefit expenses

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Salaries	2,017,212.88		2,165,243.50	
Wages Paid	3,553,212.00		3,276,592.00	
Directors' Remuneration	4,906,000.00		2,538,000.00	
Administrative Charges to E.P.F.	104,095.00		98,418.20	
Company's Contribution to E.S.I.C.	294,100.80		351,316.50	
Company's Contribution to E.D.L.I.	37,218.00		36,827.53	
Company's Contribution to E.P.F.	289,293.00		241,591.00	
Company's Contribution to F.P.F.	351,097.00		365,564.00	
Company's Contribution to LWF	0.00		0.00	
Conveyance Allowance	235,097.35		202,514.95	
Medical Reimbursement	13,698.03		11,911.55	
Rent Allowance	138,809.93		121,222.13	
Employees Welfare Fund	693,995.00		332,832.00	
Incentive to Staff	1,547,017.74		1,386,910.76	
Incentive to Workers	961,373.00		481,751.00	
Incentive	0.00		0.00	
Overtime	0.00		0.00	
Stipend Paid	0.00		8,000.00	
Bonus	1,358,130.00		1,295,447.00	
Exgratia	134,761.00		560,382.00	
Gratuity	38,837.00		0.00	
Leave Encashment	117,312.00		0.00	
		16,791,259.73		13,474,524.12

Note 23 Finance Cost

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Bank Interest	4,919,155.18		5,895,720.00	
Bank Charges	316,788.20		390,141.63	
Interest to Others	227,646.00		270,553.81	
Exchange difference	0.00		0.00	
		5,463,589.38		6,556,415.44

Note 24 Depreciation and amortization expense

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Depreciation of tangible assets	6,975,942.80		6,488,762.53	
Amortization of intangible assets	0.00		0.00	
Depreciation of Investment property	0.00		0.00	
Less : recoupment for revaluation reserve	0.00		0.00	
		6,975,942.80		6,488,762.53



NOTES TO THE FINANCIAL STATEMENT

Note 25 Other Expense

31st March 2014

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Consultation Charges	1,142,331.00	2,308,783.00
Consultation Charges - Excise	28,115.00	10,000.00
Consumable Stores	500,213.00	313,173.01
Conveyance Expense	67,986.00	82,291.00
Design / Art work	45,450.00	24,400.00
Donation	6,000.00	0.00
Electricity	2,255,972.00	2,051,006.90
Excise Paid	10,489,584.00	8,312,756.00
FBT Expenses	0.00	0.00
Food & Beverages	374,605.00	337,471.50
Freight	3,971,128.00	3,437,378.36
General Expenses	33,303.40	63,184.93
Hardware & Electricals	553,617.00	766,629.00
Insurance	334,703.00	334,457.00
Internet charges	8,620.00	7,125.00
Laboratory Expenses	158,341.22	115,510.55
Labour Charges	177,850.00	162,600.00
Legal Charges	46,970.00	99,870.00
Liaison Expenses	137,400.00	229,090.00
Licence Fees	0.00	3,950.00
Medical Expense	173,459.00	36,862.00
Octroi	0.00	0.00
Office Expenses	725,429.00	471,858.00
Processing Expenses	22,300.00	0.00
Rates & Taxes	347,995.00	332,356.00
Rent Expenses	54,000.00	54,000.00
Repairs & Maint. to Plant & Machinery	968,252.00	466,864.00
Repairs to Building	308,345.00	458,124.00
Repairs to Others	94,548.00	111,273.00
Sales Tax Paid	24,872.00	37,270.00
Repairs to Cars	208,562.00	128,516.00
Repairs to Vehicle	36,121.00	21,161.00
Service Tax	424,488.00	339,277.64
Stationery & Printing	397,200.00	307,243.00
Stores & Spares	90,286.00	56,267.00
Subscription and Periodicals	15,936.00	15,174.00
Telephone/Trunkcall/Postage	796,028.12	729,433.00
Travelling	94,356.00	199,467.00
Water	111,539.00	146,621.00
Web Charges	8,000.00	0.00
Membership fees	77,340.38	81,340.00
Petrol to Cars	750,345.00	829,143.00
Petrol to Motorcycles	153,886.00	163,190.00
Typing & Duplicating	8,470.00	6,672.00
Bad Debts Written off	7,500,000.00	7,11,500.00

Cont.(P.T.O)



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 25 Other Expense (Contd..)

Particulars		As at 31-03-2014	As at 31-03-2013
Audit Fees	303,372.00		303,372.00
Marketing Expenses	11,539,672.61		9,948,846.02
Sales Distribution Expenses	27,679,364.28		27,195,019.09
Forwarding Expenses	15,156,177.60		12,288,112.32
Advertising Expenses	302,708.00		55,860.00
Deferred Revenue Exp. Written off	0.00		0.00
Product Incentive Expenses	0.00		0.00
Commission	3,588,104.00		2,962,751.00
Sales Discount	18,387,193.16		14,963,431.75
		110,680,537.77	92,082,680.07

Note 25 A. Other Expense

Particulars		As at 31-03-2014	As at 31-03-2013
	Rupees	Rupees	Rupees
Payment to auditor			
As auditor			
Audit Fees	224,720.00		224,720.00
Tax Audit Fee	78,652.00		78,652.00
Limited review	0.00		0.00
In other Capacity			
Taxation Matters	0.00		0.00
Company Law matters	0.00		0.00
Management Services	0.00		0.00
Other Services	0.00		0.00
		303,372.00	303,372.00

Note 26

1 Significant Accounting Policies :

1.1 System of Accounting:

- Financial Statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the Purchasing Power of money.
- The Company follows the merchantile system of accounting and recognises income and expenditure on an accrual basis, except interest on margin money deposit with Bank of Baroda, and Gratuity.

1.2 Revenue Recognition:

Sales are inclusive of Excise Duty and are net of Trade Discounts and sales returns.

- Fixed Assets :** Fixed Assets are carried at cost of acquisition/installation. Fixed Assets are shown net of accumulated depreciation and amortised amount (except on Leasehold Land). Cost includes related taxes, duties, freight, insurance etc. attributable to acquisition and installation of assets and borrowing cost incurred upto the date of commencing operations, but excludes duties and taxes that are recoverable subsequently from taxing authorities.



Note 26 (contd...)

- 1.4 **Depreciation :** Depreciation on all the assets is being provided on "Straight Line Method" in accordance with the provisions of Section 205(2)(a) of the Companies Act, 1956 at the rate specified in Schedule XIV to the said Act. Depreciation on additions during the year is being provided on pro-rata as required by Schedule XIV to the Companies Act, 1956. Plant & Machinery which were not put to use during the year were not considered for the purpose of depreciation. The same would be considered for depreciation as and when the said machinery would be put to use again. During the year no depreciation has been provided on slow moving items.
- 1.5 **Inventories :**
- Raw Materials & Packing Materials are valued at cost. Cost is arrived at on FIFO basis. However, as per AS-2 issued by ICAI, stock should be valued at cost or net realisable value whichever is lower. According to the management, there are no items having realisable value less than the cost.
 - Materials in Process are not valued.
 - Finished goods are valued at cost. Cost is arrived at considering direct material, direct labour and direct factory overheads. Finished Goods estimated at MRP less Estimate cost work out to make it at cost. Finished stocks lying in the factory are valued exclusive of excise duty except the stocks lying in Duty Paid Godowns and Company's C & F distributors which are valued inclusive of excise duty.
 - At present Stores, Machinery Spares are charged to revenue as and when purchased.
- 1.6 **Retirement Benefits :**
Company's contribution to Provident Fund and ESIC are charged to Profit & Loss Account. Gratuity is charged to P&L a/c on actual payment basis and not on actuarial valuation as at year end as against AS-15 "Accounting for retirement Benefits".
- 1.7 **Borrowing Cost:**
Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as required by AS-16 "Borrowing Costs".
During the year, there are no borrowing cost attributable to the acquisition of qualifying assets that are required to be capitalized. Hence all borrowing cost have been charged to revenue.
- 1.8 **Taxation:**
Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.
2. During the year under consideration Rs. 83 Lacs (approx) has been written off as bad debt, being the amount irrecoverable for debtors outstanding. Provision of Rs. 75 Lacs has been made during the year. The management is confident that had from the current year onwards the company will be able to recover a substantial amount of its long outstanding. Company has setup various schemes to recover old outstanding from debtors (including farmers) and hopeful to recover substantial amount in two / three years hence no further provisions are required. Confirmations and its reconciliation from various parties and banks are in progress through professionals. Moreover, the Company has allowed credit to various debtors in lieu of interest free advance for Godown deposits given by them which is mainly used to store the goods of the Company. The debtors include amount for such facilities which is recoverable and would be useful for future expansion. Company feels that the debtors are good for recovery and no further provision is required for debts.
3. Cost of material is not netted by Cenvat Credit. Payment of net excise debited to excised expense.
4. In the opinion of directors, the net realizable value of current assets sold in ordinary course of business is not less than the market value.
5. Some debtors, creditors, loans & advances, bank deposits are subject to confirmation and reconciliation.
6. **Contingent Liabilities :**
There are no contingent liabilities as certified by the Directors.
7. Claims against the Company not acknowledged as debts (estimated) :

	2013-14	2012-13
i) In respect of Labour matters	nil	nil
ii) Other claims	nil	nil



Note 26 (contd...)

8. a) The company has identified the suppliers who are covered under the Interest on Delayed Payments to Small Scale and Ancillary Industrial Undertakings Act, 1993. The liability under the said Act on account of interest is not ascertained as at 31 March 2014. However, no claims have been received for interest from suppliers with reference to the above Act.
- b) There are no small scale industrial undertakings to whom the company owes a sum which is outstanding as per terms of contract agreed for more than 30 days as at Balance Sheet date.

9. Auditors Remuneration :

	As at 31-03-2014	As at 31-03-2013
i) As audit fees	224,720	224,720
ii) As Tax audit fees	78,652	78,652
Total	<u>303,372</u>	<u>303,372</u>

10. Remuneration to Managing Director & Jt. Managing Director - half & equal to each (exclusive of contribution to Gratuity Fund on Actual valuation)

	2013-14	2012-13
Salaries	5,140,000.00	2,772,000.00
Contribution to Provident & Superannuation funds	0.00	0.00
	<u>5,140,000.00</u>	<u>2,772,000.00</u>

Notes:

- i) Remuneration paid to Managing Director and Joint Managing Director is computed as per the provisions of Section 198 of the Companies Act, 1956 read along with the provisions of Schedule XIII thereto.
- ii) As per the terms of appointment applicable during the year, no amount is payable to the Managing Director and Joint Managing Director as Commission

11. Provision for Deferred Tax :

'In accordance with As-22 on 'Accounting for tax on income' issued by ICAI, the deferred tax asset created during the year is as follows :

Particulars	As at 31-03-2014		As at 31-03-2013	
	Assets	Liabilities	Assets	Liabilities
Depreciation	1,437,713.00	-	11,66,711.00	-
Deferred of Revenue expenditure	0.00	-	0	-
Provision for bad & doubtful	0.00	-	Nil	-
Total	<u>1,437,713.00</u>	<u>-</u>	<u>11,66,711.00</u>	<u>-</u>

12. Segment Reporting:

Considering the organization structure, nature of Products and risk and return profile based on geographical distribution, the agro chemicals business is considered as a single segment in accordance with AS-17 "Segment Reporting".



Note 26 (contd...)

13. Related Party Disclosure :

a) Related Parties:

- i) Subsidiaries of the Company
- ii) Other related parties
- iii) Key Management Personnel

Ocean Agro LLC
 Industrial Additives
 Mr. Kaushik B. Parikh (MD)
 Mr. Manhar D. Patel (Jt. MD)

- b) The following transactions were carried out during the year with the related parties in the ordinary course of business :

<u>Transactions</u>	<u>Other related parties</u>	
	<u>2013-14</u>	<u>2012-13</u>
Material purchased	10,441,958.00	6,884,277
<u>Amount due to / from related parties</u>		
Advances given	(3,979,084.47)	(4,512,126.47)

The remuneration of key management personnel is shown in Note no. 12.

14. Expenditure in foreign currency :

	<u>2013-14</u>	<u>2012-13</u>
Interest	nil	nil
Travel	nil	nil
Other	nil	nil

15. Disclosure as required under clause 32 of listing agreement

- i) Loans and Advances in the nature of loans to Firms/Companies in which Directors are interested - Nil (Previous Year - Rs. Nil)
- ii) Investment by the loanee in the shares of the Company as on 31 March 2014 is nil (Previous Year - nil)



Note 26 (contd...)

16. Production, Sales and Stocks of each class of manufactured goods / traded goods :

Class of goods	Licensed Inst. Cap.	Opening Stock	Production	Purchases	Closing Stock	Gross Sales	Sales Value
	MT	MT	MT	MT	MT	MT	(Rs. In lacs)
Plastic Division:							
Valve Type Bags	800.00	0.00	0.00	0.00	0.00	0.00	0.00
Guesseted Bags	120.00	0.00	0.00	0.00	0.00	0.00	0.00
Blow Moulding Items	150.00	0.00	30.23	0.00	0.00	30.23	0.00
Injection Moulding Items	90.00	0.00	16.03	0.00	0.00	16.03	0.00
Other Products	600.00	0.00	5.33	0.00	0.00	5.33	0.00
							0.00
Irrigation Division:							
Irrigation Division	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Bio-Stimulants:							
Liquid	600.00	160.69	302.35	0.00	150.63	312.41	943.85
Solid	1,200.00	98.42	1299.87	0.00	74.31	1323.98	345.01
Bio Fertilizers	3,600.00	210.39	2517.87	0.00	132.55	2595.71	723.87
Fertilizer(modif.Fly Ashbase)	2,500.00	6.95	0.00	0.00	6.95	0.00	0.00
Other							0.00
							0.00
							2012.74
Grand Total							2012.74

17.Raw Materials Consumed

Particulars	2013-14		2012-13	
	Qty. MT	Value Rs.	Qty. MT	Value Rs.
Granules	2638.00	5,775,324.83	2322.71	5,557,139.00
Neem Oil	2.60	259,350.00	1.40	124,950.00
Ferrous Sulphate	114.49	771,743.39	85.85	585,892.00
D-oil Cake	282.68	1,691,809.88	274.03	1,516,756.00
Others		31,589,892.78		21,667,241.38
Total		40,088,120.88		29,451,978.38

18.Value of Imported / Indigenous Raw Materials/Stores and spares consumed

Particulars	2013-14		2012-13	
	%	Value (Rs.)	%	Value (Rs.)
Raw Materials				
Imported	Nil	Nil	Nil	Nil
Indigenous	100%	40,088,120.88	100%	29,451,978.38
		40,088,120.88		29,451,978.38
Stores and Spares				
Imported	Nil	Nil	Nil	Nil
Indigenous	100%	98,286.00	100%	56,267.00
		98,286.00		56,267.00



Note 26 (contd...)

19. Balance Sheet Abstract and Company's General Business Profile

I. Registration Details			
Registration No.	13922	State Code	04
Balance Sheet Date	31st March 2014		
II. Capital raised during the year (Amount Rs. Thousands)			
Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
III. Position of Mobilisation and Deployment of Funds			
Total Liabilities	284,406,235.30	Total Assets	284,406,235.30
Source of Funds			
Paid up Capital	75,871,545.00	Reserves and Surplus	155,401,638.36
Secured Loans	1,676,439.71	Unsecured Loans	6,131,319.73
		Deferred Tax Liability	0.00
Application of Funds			
Net Fixed Assets	56,314,088.88	Investments	25,892,870.00
Net Current Assets	144,560,166.63	Misc. Expenditure	0.00
Accumulated Losses	NIL	Loans & Advances	12,513,817.29
IV. Performance of Company			
Turnover	201,253,034.82	Total Expenditure	196,963,899.94
Profit / (loss) before Tax	4,289,134.88	Profit / (Loss) after Tax	1,277,502.79
Earning per Share Rs.	0.19	Dividend %	0.00%
V. Generic Name of Principal Product of Company (As per monetary terms)			
Item Code No.	3921900	Bags	
(ITC Code)	---		
Product Description	380830	Plant Growth Regulators	
	380890	Others	

As per our Report of even date
Ambalal M. Shah & Co.
Chartered Accountants

For Ocean Agro (India) Limited

CA. Ashok A. Jain
Partner
M. No. 030389

K.B. Parikh
Managing Director

M.D. Patel
Jt. Managing Director

Place : Vadodara
Date : 30th May 2014

Place : Vadodara
Date : 30th May 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014

A. Cash Flow from Operating Activities :		1,277,503
Net Profit before Tax & extra ordinary items		
Adjustments for :		
Depreciation	6,975,943	
Profit for Direct Tax	2,775,000	
Deferred Revenue Expenses	0	
Written-off	0	
Interest income	(13,362)	
Decrease in reserve	122345	
Loss on Sales for Fixed Assets	5,463,589	
	15,323,515	
Operating Profit before working capital changes		16,601,018
Trade & Other receivables	(8,675,305)	
Inventories	6,388,435	
Trade Payable	293,129	
	(1,993,741)	
Cash generated from operations		14,607,277
Interest Paid	0	
Direct Taxes Paid	(2,775,000)	
	(2,775,000)	
Cash Flow before Extra Ordinary Items		11,832,277
Extra Ordinary Items	0	
Net Cash from Operating Activities	A	11,832,277
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(5,793,648)	
Sale of Fixed Assets	1,160,000	
Interest Received	0	
Misc. Expenditure	0	
Investments	0	
	(4,633,648)	
Net Cash Used in Investing Activities	B	(4,633,648)
C. Cash Flow from Financing Activities		
Proceeds from issue Share Capital	0	
Proceeds from Borrowing	0	
Repayment of Loan	(1,419,766)	
Interest Loan	(5,463,589)	
	(6,883,356)	
Net Cash used in Financing Activities	C	(6,883,356)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)		315,273
Cash & Cash Equivalents Opening Balances		11,920,409
Cash & Cash Equivalents Closing Balances		12,235,682

For and on behalf of the Board

Place : Vadodara
Date : 30th May 2014

K.B. Parikh M.D. Patel
Managing Director Jt. Managing Director

AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of Ocean Agro (India) Limited derived from Audited Annual Financial Statements for the year ended 31st March 2014 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement with Stock Exchanges.

For Ambalal M. Shah & Co.
Chartered Accountants

Place : Vadodara
Date : 30th May 2014

CA. Ashok A. Jain
Partner
M. No. 030389



Independent Auditors' Report

To
The Members of
OCEANAGRO (INDIA) LIMITED

1. We have audited the accompanying financial statements of Ocean Agro (India) Limited ('the Company') and subsidiary, which comprise the consolidated balance sheet as at 31 March 2014, the consolidated statement of profit and loss and consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

2. **Management's Responsibility for the Consolidated Financial Statements**

The Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and cash flows of the Company in accordance with Accounting Principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. **Auditor's Responsibility**

"Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion."

4. **Qualified Opinion**

In respect of long outstanding debtors, company is reviewing its recovery and has written off Rs. 83 Lacs (Approx.) and made provision of Rs. 75 Lacs leaving a balance of Rs. 1125 Lacs, for which substantial provision for bad debts is required. Bank balance of Rs. 42 Lacs are unconfirmed and requires to be recovered from Branches / Agents or in its absence be provided for. Due to above profit is over stated by above recoverable.

Company has consolidated Financial Statements (CFS) of Current year, but the comparative figures of CFS is of Standalone, as Financial Statements were not consolidated in the previous year and hence, the same are not comparable. Due to this comparative figures of CFS of Reserves and surplus and Investment are overstated by Rs. 1,33,67,232 and Rs. 1,31,04,397 respectively and Loans & Advances and Bank Balances are understated by Rs. 11,62,510 and Rs. 8,99,675 respectively.



- (i) in the case of the consolidated balance sheet, of the state of affairs of the Company as at 31 March 2014 ;
- (ii) in the case of the consolidated statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the consolidated cash flow statement, of the cash flows for the year ended on that date.



BALANCE SHEET AS AT(CONSOLIDATED)
31st March 2014

Particulars	Notes No.	As at	
		31.03.2014	31.03.2013
		Rupees	Rupees
I EQUITY AND LIABILITIES			
1 Shareholder's Funds			
(a) Share Capital	1	75,871,545.00	75,871,545.00
(b) Reserve & Surplus	2	128,061,065.45	154,137,497.67
(c) Money received against share warrants		0.00	0.00
		<u>203,932,610.45</u>	<u>230,009,042.67</u>
2 Share application money pending allotment		0.00	
3 Non-Current Liabilities			
(a) Long-term borrowings	3	1,676,439.71	211,895.51
(b) Deferred tax liabilities (Net)		0.00	0.00
(c) Other Long term liabilities	4	6,131,319.73	6,113,319.73
(d) Long term provisions		0.00	0.00
		<u>7,807,759.44</u>	<u>6,325,315.24</u>
4 Current Liabilities			
(a) Short-term borrowings	5	32,860,241.73	35,862,452.20
(b) Trade payables	6	2,150,623.66	2,297,260.04
(c) Other current liabilities	7	4,205,897.27	1,343,119.59
(d) Short-term Provision	8	8,354,033.43	8,431,541.95
		<u>47,670,796.29</u>	<u>47,934,373.78</u>
Total		<u>259,411,166.18</u>	<u>284,268,731.69</u>
II Assets			
Non-Current assets			
1 (a) Fixed Assets :			
(i) Tangible assets	9	56,314,088.88	58,778,728.75
(ii) Intangible assets	10	0.00	0.00
(iii) Capital work-in-progress		0.00	0.00
(iv) Intangible assets under development		0.00	0.00
		<u>56,314,088.88</u>	<u>58,778,728.75</u>
(b) Non-Current Investments in fully owned Ocean Agro LLC	11	0.00	73,104,397.00
(c) Deferred Tax assets (Net)	12	0.00	0.00
(d) Long-term loans and advances	13	12,513,617.29	10,449,945.07
(e) Other Non-Current assets		0.00	0.00
2 Current assets			
(a) Current Investments		0.00	0.00
(a) Inventories	14	42,170,949.61	48,299,500.00
(b) Trade receivables	15	135,867,673.82	141,665,521.89
(c) Cash & Cash equivalents	16	12,498,709.58	11,920,408.98
(d) Short term loans and advances		0.00	0.00
(f) Other current assets	17	45,927.00	51,330.00
		<u>190,583,260.01</u>	<u>201,935,760.87</u>
Total		<u>259,411,166.18</u>	<u>284,268,731.69</u>

As per our Report of even date
Ambalal M. Shah & Co.
Chartered Accountants

CA. Ashok A. Jain
Partner
M. No. 030389

Place : Vadodra
Date : 30th May 2014

For Ocean Agro (India) Limited

K.B. Parikh
Managing Director

M.D. Patel
Jt. Managing Director

Place : Vadodra
Date : 30th May 2014



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2014

Particulars	Notes No.	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
I Revenue from operations	18	202,132,299.67	160,912,465.48
II Other Income	19	49,718.32	92,951.00
III Total Revenue (I + II)		<u>202,182,017.99</u>	<u>161,005,416.48</u>
IV Expenses :			
Cost of Material Consumed	20	50,316,606.89	37,544,693.65
Purchase of stock-in-Trade		0.00	0.00
Changes in inventories of finished goods work-in-	21	7,004,383.81	2,911,023.00
Employee benefits expense	22	<u>24,163,073.90</u>	<u>13,474,524.12</u>
		<u>81,484,064.59</u>	<u>53,930,240.77</u>
V Finance costs	23	5,481,737.41	6,556,415.44
VI Depreciation and amortization expense	24	6,975,942.80	6,488,762.53
VII Other Expense	25	117,221,611.16	92,082,680.07
Total Expense		<u>211,163,355.96</u>	<u>159,058,098.81</u>
VIII Profit before exceptional and extraordinary items		<u>(8,981,337.97)</u>	<u>1,947,317.67</u>
IX Exceptional Items		0.00	0.00
X Profit before extraordinary items and tax (VIII - IX)		<u>(8,981,337.97)</u>	<u>1,947,317.67</u>
XI Extraordinary Items		0.00	0.00
XII Profit before Tax (X - XI)		<u>(8,981,337.97)</u>	<u>1,947,317.67</u>
XIII Tax expense:			
(1) Current Tax		2,775,000.00	1,825,000.00
(2) Deferred Tax		0.00	0.00
		<u>2,775,000.00</u>	<u>1,825,000.00</u>
XIV Profit (Loss) for the period from continuing		<u>(11,756,337.97)</u>	<u>122,317.67</u>
XV Profit(Loss) form discontinuing operations		0.00	0.00
XVI Tax Expense of discontinuing operations		236,632.09	0.00
XVII Profit(Loss) from discontinuing operations (after		<u>(236,632.09)</u>	<u>0.00</u>
XVIII Profit (Loss) for the period (XIV + XVII)		<u>(11,992,970.06)</u>	<u>122,317.67</u>
XVIII Earnings per equity share :			
(1) Basic		0.00	0.00
(2) Diluted		0.00	0.00

As per our Report of even date
Ambalal M. Shah & Co.
Chartered Accountants

For Ocean Agro (India) Limited

CA. Ashok A. Jain
Partner
M. No. 030389

K.B. Pankh
Managing Director

M.D. Patel
Jt. Managing Director

Place : Vadodra
Date : 30th May 2014

Place : Vadodra
Date : 30th May 2014



NOTES TO THE FINANCIAL STATEMENT

Note 1: Share Capital

31st March 2014

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
AUTHORISED :				
2,99,70,000 Equity Shares of Rs. 10/- each		299,700,000.00		299,700,000.00
30,000 Non-cumulative 10% Redeemable Preference Shares of Rs. 10/- each		300,000.00		300,000.00
		<u>300,000,000.00</u>		<u>300,000,000.00</u>
ISSUED, SUBSCRIBED AND PAID UP :				
ISSUED & SUBSCRIBED :				
84,37,900 Equity Shares of Rs. 10/- each		84,379,000.00		84,379,000.00
		<u>84,379,000.00</u>		<u>84,379,000.00</u>
PAID UP SHARE CAPITAL :				
67,44,800 Equity Shares of Rs. 10/- each Fully paid up	67,449,000.00		67,449,000.00	
Paid-up amount on Shares Forfeited	8,384,500.00		8,384,500.00	
Excess Paid-up amount on Forfeited Shares	38,045.00		38,045.00	
		<u>75,871,545.00</u>		<u>75,871,545.00</u>

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Note 1. a Details of Share holders holding more than 5% Share in the Company

Name of Shareholders	As at 31-03-2014		As at 31-03-2013	
	No of Shares held	% of holding	No of Shares held	% of holding
Kaushik Babubhai Parikh	2,983,826.00	44.24	2,983,826.00	44.24
Dhanshree Agro chemicals (Nandesari) Pvt. Ltd.	0.00	0.00	689,070.00	9.92
Om Pesticides (Nandesari) Pvt. Ltd.	544,285.00	8.07	544,285.00	8.07
Associated Manufacturing (Rania) Pvt. Ltd.	94,070.00	1.39	540,000.00	8.01
Ushaben K. Parikh	345,042.00	5.12	345,042.00	5.12

Note 2 - RESERVE & SURPLUS :

Particulars	SCH.	As at 31-03-2014		As at 31-03-2013	
		Rupees	Rupees	Rupees	Rupees
CAPITAL RESERVE		0.00		0.00	
CAPITAL REDUMPTION RESERVE		(27,340,572.91)		0.00	
Add : Profit(Loss) during the Year			(27,340,572.91)	0.00	
SECURITIES PREMIUM ACCOUNT					
Share Premium on Shares		148,487,534.00		148,487,534.00	
Share Premium on Forfeited Shares		0.00		0.00	
Excess Premium received on Shares		0.00		0.00	
			<u>148,487,534.00</u>	<u>148,487,534.00</u>	
GENERAL RESERVE :					
Opening Balance		11,916,837.01		11,916,837.01	
Additions during the Year		(13,362.10)		0.00	
			<u>11,903,474.91</u>	<u>11,916,837.01</u>	
SURPLUS/(DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS					
Balance as per last financial statements		(6,266,873.33)		(6,389,191.00)	
Profit for the year		1,277,502.79		122,317.67	
NET SURPLUS IN THE STATEMENT OF PROFIT AND LOSS			<u>(4,989,370.54)</u>	<u>(6,266,873.33)</u>	
TOTAL RESERVE AND SURPLUS			<u>128,061,065.45</u>	<u>154,137,497.67</u>	



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 3 Long Term Borrowing

Particulars	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
Secured Loan		
Loan against FDR / H.D.F.C	1,676,439.71	211,995.51
Loans & Advances Received	0.00	0.00
	<u>1,676,439.71</u>	<u>211,995.51</u>

Loan from HDFC is secured against vehicle repayable in 36 monthly instalment starting from JUNE-2012. Last instalment due in MAY-2015. Loan from Bank of Baroda starting from Nov-2013 for 36 month.

Note 4 Other Long Term Liabilities

Particulars	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
Dealers' Deposits	6,131,319.73	6,113,319.73
	<u>6,131,319.73</u>	<u>6,113,319.73</u>

Note 5 Short-term borrowings

Particulars	As at 31-03-2014 Rupees	As at 31-03-2013 Rupees
Bank of Baroda Cash Credit Account	32,960,241.73	35,862,452.20
	<u>32,960,241.73</u>	<u>35,862,452.20</u>

Cash Credit from Bank of Baroda carried interest @13.25% to 14.50% p.a. The C.C. is secured against parteseu charge of inventory book debt advances plot of lease hold land. Further the loan has been guranted by the personal gurantee of director Kaushik Babubhai Parikh, Manhar Dayalji bhai Patel.

Note 6 Trade Payable

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
CURRENT LIABILITIES			
Creditors for Goods	2,768,015.84		3,111,357.22
Creditors for Expenses	(617,391.98)		(814,097.18)
		<u>2,150,623.86</u>	<u>2,297,260.04</u>

Note 7 Other current liabilities

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
Other Payable :			
Statutory due	1,547,138.18		1,005,438.20
Other	2,658,759.09		337,681.39
		<u>4,205,897.27</u>	<u>1,343,119.59</u>

Note 8 Short term Provision

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
PROVISIONS :			
Provision for doubtful debts	4,101,126.93		5,000,000.00
Other Provisions	1,477,906.50		1,606,541.95
Provision for Income-tax	2,775,000.00		1,825,000.00
		<u>8,354,033.43</u>	<u>8,431,541.95</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 9 Tangible Assets :

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Opening balance	206,518,874.88	204,264,912.09
Add : Additions during the Period	5,793,647.93	2,253,962.79
Less : Deductions during the period	2,617,963.00	0.00
Gross Block	209,694,559.81	206,518,874.88
Depreciation upto prv. year	147,740,146.13	141,251,383.20
Less : Depreciation Written back	(1,335,618.00)	0.00
Add : Depreciation for the Period	6,975,942.80	6,488,762.93
	153,380,470.93	147,740,146.13
Net Block	56,314,088.88	58,778,728.75

Note 9 Tangible Assets :

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	Op. Balance as on 31-03-2013	Adn./ (Dedn.) during the Year	Total as on 31-03-2014	Op. Balance as on 31-03-2013	Ddn/Adjst during the Year	Provided during the Year	Total as on 31-03-2014	Cl. Balance as on 31-03-2014	Cl. Balance as on 31-03-2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Leasehold Land	6741913.00	0.00	6741913.00	0.00	0.00	0.00	0.00	6741913.00	6741913.00
Buildings	37473545.51	187878.00	37661423.51	21829805.96	0.00	1253034.53	23082840.49	14578583.02	15643739.55
Plant & Machinery	141713328.48	2438671.93	144151998.41	109581454.58	0.00	5025491.05	114608945.63	29545052.78	32131871.90
Furniture & Fixtures	4583982.29	0.00	4583982.29	4580552.57	0.00	0.00	4580552.57	3429.72	3429.72
Vehicles	12352072.36	380380.00	12732452.36	10757997.43	(1335618)	576373.52	9998752.95	2733699.41	1594074.93
Office Equipment	2428419.24	147655.00	2576074.24	990335.58	0.00	117800.26	1108135.84	1467938.40	1436083.66
Eqp. under Testing	1158200.00	0.00	1158200.00	0.00	0.00	0.00	0.00	1158200.00	1158200.00
Computer Software	67416.00	21100.00	88516.00	0.00	0.00	3243.45	3243.45	85272.55	67416.00
TOTAL	206518874.88	3175694.93	209694559.81	147740146.13	(1335618)	6975942.80	153380470.93	56314088.88	58778728.75
Previous Year's Total	204254912.09	2253962.79	206518874.88	141251383.20	0.00	6488762.93	147740146.13	58778728.75	



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 11 Non Current Investments

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
Trade Investment			
Investment in Subsidiary fully owned Ocean Agro LLC	25,692,870.00		13,104,397.00
		<u>25,692,870.00</u>	<u>13,104,397.00</u>

Company has established with name ' OCEAN AGRO LLC ' 100% fully owned subsidiary company. Company has transferred US \$248000. For that shares yet to be issued.

Note 12 Deferred Tax assets (Net)

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
Deferred Tax Liabilities			
Provision for doubtful debts and advances	0.00		0.00
Other Provision	0.00		0.00
		<u>0.00</u>	<u>0.00</u>

Note 13 Long-term loans and advances

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
Capital advances			
Secured, Considered Good	0.00		0.00
UnSecured, Considered Good	0.00		0.00
Total : A		<u>0.00</u>	<u>0.00</u>
Security deposit			
Secured, Considered Good	0.00		0.00
UnSecured, Considered Good	1,839,816.01		1,839,816.01
Provision for doubtful security deposit	0.00		0.00
Total : B		<u>1,839,816.01</u>	<u>1,839,816.01</u>
Loan and advances to related parties			
UnSecured, Considered Good	0.00		0.00
Total : C		<u>0.00</u>	<u>0.00</u>
Advances recoverable in cash or kind			
Secured, Considered Good	0.00		0.00
UnSecured, Considered Good	10,674,001.28		8,610,029.06
Provision for doubtful advances	0.00		0.00
Total : D		<u>10,674,001.28</u>	<u>8,610,029.06</u>
Other loans and advances			
Advance income-tax (net of provision for taxation)	0.00		0.00
Prepaid expenses	0.00		0.00
Loans to employees	0.00		0.00
Balances with statutory/government authorities	0.00		0.00
Total : E		<u>0.00</u>	<u>0.00</u>
Total (A + B + C +D + E)		<u>12,513,817.29</u>	<u>10,449,845.07</u>

Note 14 Inventories

Particulars	As at 31-03-2014		As at 31-03-2013
	Rupees	Rupees	Rupees
INVENTORY :			
(as taken, valued & certified by the management)			
Closing Stock of Finished Goods (at cost)	30,832,162.61		37,840,204.00
Closing Stock of Raw Material (at cost)	5,411,151.00		5,576,601.00
Closing Stock of Packing Material (at cost)	5,927,636.00		4,881,695.00
		<u>42,170,949.61</u>	<u>48,298,500.00</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 15 Trade receivables and other assets

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Outstanding for a period exceeding six months from				
Secured, Considered Good	116,822,951.82		120,272,965.99	
UnSecured, Considered Good	0.00		0.00	
Doubtful	0.00		0.00	
		<u>116,822,951.82</u>	<u>120,272,965.99</u>	
Less : Provision for doubtful receivable	0.00		0.00	
		<u>116,822,951.82</u>	<u>120,272,965.99</u>	
Other Receivable				
Secured, Considered Good				
UnSecured, Considered Good	0.00		0.00	
Doubtful	0.00		21,392,556.00	
	0.00		0.00	
		<u>19,044,722.00</u>	<u>21,392,556.00</u>	
Less : Provision for doubtful receivable	0.00		0.00	
		<u>19,044,722.00</u>	<u>21,392,556.00</u>	
		<u>135,867,673.82</u>	<u>141,665,521.99</u>	

Note 16 Cash & Cash equivalents

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
CASH & BANK BALANCES :				
On Current accounts	11,873,703.47		11,401,575.29	
Deposit with original maturity of less than 3 months	0.00		0.00	
Cash on Hand	625,006.11		518,833.69	
		<u>12,498,709.58</u>	<u>11,920,408.98</u>	

Note 17 Other Assets

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Others	45,927.00		51,330.00	
		<u>45,927.00</u>	<u>51,330.00</u>	

Note 18 Revenue from operations

Particulars	As at 31-03-2014		As at 31-03-2013	
	Rupees	Rupees	Rupees	Rupees
Revenue from operation				
Sales of Products				
Finished Goods	0.00		0.00	
Trade Goods	202,132,299.67		160,912,465.48	
Revenue from operation (Gross)	<u>202,132,299.67</u>		<u>160,912,465.48</u>	
Less : Excise Duty	0.00		0.00	
Revenue from operation (Net)		<u>202,132,299.67</u>		<u>160,912,465.48</u>



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 19 OTHER INCOME :

Particulars	As at 31-03-2014	As at 31-03-2013
Interest Income on	Rupees	Rupees
Bank deposits	0.00	0.00
Long-term Investments	0.00	0.00
Current Investment	0.00	0.00
Dividend income on	0.00	
Other non-operating Income		
Income from Sale of Assets	(122,345.00)	0.00
Misc. Income	172,063.32	92,951.00
	49,718.32	92,951.00

Note 20 Cost of Material Consumed

Particulars	As at 31-03-2014	As at 31-03-2013
RAW MATERIAL :	Rupees	Rupees
Opening Stock	5,576,601.00	6,576,608.00
Add : Purchases	39,922,670.88	28,451,971.38
Add : Purchase Tax	0.00	0.00
	<u>45,499,271.88</u>	<u>35,028,579.38</u>
Less : Closing Stock	<u>5,411,151.00</u>	<u>5,576,601.00</u>
	40,088,120.88	29,451,978.38
PACKING MATERIALS :		
Opening Stock	4,842,881.00	4,244,338.00
Add : Purchases	10,619,168.38	8,626,336.27
	<u>15,462,049.38</u>	<u>12,870,674.27</u>
Less : Closing Stock	<u>5,896,674.00</u>	<u>4,842,881.00</u>
	9,565,375.38	8,027,793.27
PRINTING INK :		
Opening Stock	38,814.00	35,673.00
Add : Purchases	122,296.00	68,063.00
	<u>161,110.00</u>	<u>103,736.00</u>
Less : Closing Stock	<u>30,962.00</u>	<u>38,814.00</u>
	130,148.00	64,922.00
ADD : FINISHED GOODS:	532,962.63	
	50,316,606.89	37,544,693.65

Note 21 Changes in inventories of finished goods work-in-progress and stock trade

Particulars	As at 31-03-2014	As at 31-03-2013
Inventories at the end of the year	Rupees	Rupees
Traded goods	0.00	0.00
Work in progress	0.00	0.00
Finished Goods	30,835,820.19	37,840,204.00
Inventories at the beginning of the year		
Traded goods	0.00	0.00
Work in progress	0.00	0.00
Finished Goods	37,840,204.00	40,751,227.00
	7,004,383.81	2,911,023.00



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 22 Employee benefit expenses

Particulars	As at		As at	
	31-03-2014		31-03-2013	
	Rupees	Rupees	Rupees	
Salaries	9,389,027.05		2,165,243.50	
Wages Paid	3,553,212.00		3,276,592.00	
Directors' Remuneration	4,906,000.00		2,538,000.00	
Administrative Charges to E.P.F.	104,095.00		98,418.20	
Company's Contribution to E.S.I.C.	294,100.80		351,316.50	
Company's Contribution to E.D.L.I.	37,218.00		36,827.53	
Company's Contribution to E.P.F.	289,293.00		241,591.00	
Company's Contribution to F.P.F.	351,097.00		365,564.00	
Company's Contribution to LWF	0.00		0.00	
Conveyance Allowance	235,097.35		202,514.95	
Medical Reimbursement	13,698.03		11,911.55	
Rent Allowance	138,809.93		121,222.13	
Employees Welfare Fund	693,995.00		332,832.00	
Incentive to Staff	1,547,017.74		1,386,910.76	
Incentive to Workers	961,373.00		481,751.00	
Incentive	0.00		0.00	
Overtime	0.00		0.00	
Stipend Paid	0.00		8,000.00	
Bonus	1,358,130.00		1,295,447.00	
Exgratia	134,761.00		560,382.00	
Gratuity	38,837.00		0.00	
Leave Encashment	117,312.00		0.00	
		<u>24,163,073.90</u>	<u>13,474,524.12</u>	

Note 23 Finance Cost

Particulars	As at		As at	
	31-03-2014		31-03-2013	
	Rupees	Rupees	Rupees	
Bank Interest	4,919,155.18		5,895,720.00	
Bank Charges	332,842.84		390,141.63	
Interest to Others	229,739.39		270,553.81	
Exchange difference	0.00		0.00	
		<u>5,481,737.41</u>	<u>6,556,415.44</u>	

Note 24 Depreciation and amortization expense

Particulars	As at		As at	
	31-03-2014		31-03-2013	
	Rupees	Rupees	Rupees	
Depreciation of tangible assets	6,975,942.80		6,488,762.53	
Amortization of intangible assets	0.00		0.00	
Depreciation of Investment property	0.00		0.00	
Less : recoupment for revaluation reserve	0.00		0.00	
		<u>6,975,942.80</u>	<u>6,488,762.53</u>	



NOTES TO THE FINANCIAL STATEMENT

Note 25 Other Expense

31st March 2014

Particulars	As at	
	31-03-2014	31-03-2013
	Rupees	Rupees
Consultation Charges	1,492,125.04	2,308,783.00
Consultation Charges - Excise	28,115.00	10,000.00
Consumable Stores	500,213.00	313,173.01
Conveyance Expense	67,986.00	82,291.00
Design / Art work	45,450.00	24,400.00
Donation	6,000.00	0.00
Electricity	2,255,972.00	2,051,006.90
Excise Paid	10,489,584.00	8,312,756.00
FBT Expenses	0.00	0.00
Food & Beverages	374,605.00	337,471.50
Freight	4,042,301.48	3,437,378.36
General Expenses	33,303.40	63,184.93
Hardware & Electricals	553,617.00	768,629.00
Insurance	374,068.29	334,457.00
Internet charges	38,684.46	7,125.00
Laboratory Expenses	158,341.22	115,510.55
Labour Charges	177,850.00	162,600.00
Legal Charges	46,970.00	99,870.00
Liaison Expenses	137,400.00	229,090.00
Licence Fees	32,095.00	3,950.00
Medical Expense	173,459.00	36,862.00
Octroi	0.00	0.00
Office Expenses	1,214,708.15	471,858.00
Processing Expenses	22,300.00	0.00
Rates & Taxes	3,615,457.03	332,356.00
Rent Expenses	368,480.12	54,000.00
Repairs & Maint. to Plant & Machinery	968,252.00	466,864.00
Repairs to Building	308,345.00	458,124.00
Repairs to Others	94,548.00	111,273.00
Sales Tax Paid	24,872.00	37,270.00
Repairs to Cars	208,562.00	129,516.00
Repairs to Vehicle	36,121.00	21,161.00
Service Tax	424,488.00	339,277.64
Stationery & Printing	419,866.18	307,243.00
Stores & Spares	90,286.00	56,267.00
Subscription and Periodicals	15,936.00	15,174.00
Telephone/Trunkcall/Postage	922,015.91	729,433.00
Travelling	94,356.00	199,467.00
Water	111,539.00	146,621.00
Web Charges	8,000.00	0.00
Membership fees	105,907.36	81,340.00
Petrol to Cars	750,345.00	829,143.00
Petrol to Motorcycles	153,886.00	163,190.00
Typing & Duplicating	8,470.00	6,672.00
Bad Debts Written off	7,500,000.00	7,11,500.00

Cont.(P.T.O)

78



NOTES TO THE FINANCIAL STATEMENT

31st March 2014

Note 25 Other Expense (Contd..)

Particulars		As at 31-03-2014	As at 31-03-2013
Audit Fees	303,372.00		303,372.00
Marketing Expenses	11,629,658.58		9,948,846.02
Sales Distribution Expenses	28,874,637.94		27,195,019.09
Forwarding Expenses	15,439,135.77		12,288,112.32
Advertising Expenses	302,708.00		55,860.00
Deferred Revenue Exp. Written off	0.00		0.00
Product Incentive Expenses	0.00		0.00
Commission	3,732,079.84		2,962,751.00
Sales Discount	18,445,138.41		14,963,431.75
		<u>117,221,611.16</u>	<u>92,082,680.07</u>

Note 25 A. Other Expense

Particulars		As at 31-03-2014	As at 31-03-2013
	Rupees	Rupees	Rupees
Payment to auditor			
As auditor			
Audit Fees	224,720.00		224,720.00
Tax Audit Fee	78,652.00		78,652.00
Limited review	0.00		0.00
In other Capacity			
Taxation Matters	0.00		0.00
Company Law matters	0.00		0.00
Management Services	0.00		0.00
Other Services	0.00		0.00
		<u>303,372.00</u>	<u>303,372.00</u>



Note 26

1.1 System of Accounting:

- a) Financial Statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the Purchasing Power of money.
- b) The Group follows the merchantile system of accounting and recognises income and expenditure on an accrual basis, except interest on margin money deposit with Bank of Baroda, and Gratuity.
- c) The Financial Statements are prepared in accordance with the principles and procedures required for the presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, 'Consolidated Financial Statements'.
- d) Company has not used the rate for conversion of financial statement as suggested by AS-11 to consolidate the financial statements, instead the Company has converted financial statement of foreign subsidiary by taking the average rate.

1.2 Revenue Recognition:

Sales are inclusive of Excise Duty and are net of Trade Discounts and sales returns.

1.3 Fixed Assets :

Fixed Assets are carried at cost of acquisition/installation. Fixed Assets are shown net of accumulated depreciation and amortised amount (except on Leasehold Land). Cost includes related taxes, duties, freight, insurance etc. attributable to acquisition and installation of assets and borrowing cost incurred upto the date of commencing operations, but excludes duties and taxes that are recoverable subsequently from taxing authorities.

1.4 Depreciation :

Depreciation on all the assets is being provided on "Straight Line Method" in accordance with the provisions of Section 205(2)(a) of the Companies Act, 1956 at the rate specified in Schedule XIV to the said Act. Depreciation on additions during the year is being provided on pro-rata as required by Schedule XIV to the Companies Act, 1956. Plant & Machinery which were not put to use during the year were not considered for the purpose of depreciation. The same would be considered for depreciation as and when the said machinery would be put to use again. During the year no depreciation has been provided on slow moving items.

1.5 Inventories :

- a) Raw Materials & Packing Materials are valued at cost. Cost is arrived at on FIFO basis. However, as per AS-2 issued by ICAI, stock should be valued at cost or net realisable value whichever is lower. According to the management, there are no items having realisable value less than the cost.
- b) Materials in Process are not valued.
- c) Finished goods are valued at cost. Cost is arrived at considering direct material, direct labour and direct factory overheads. Finished goods estimated at MRP less estimate cost workout to make it at cost. Finished goods estimated at MRP less estimate cost workout to make it at cost. Finished stocks lying in the factory are valued exclusive of excise duty except the stocks lying in Duty Paid Godowns and Company's C & F distributors which are valued inclusive of excise duty.



1.6 Retirement Benefits:

Company's contribution to Provident Fund and ESIC are charged to Profit & Loss Account. Gratuity is charged to P&L a/c on actual payment basis and not on actuarial valuation as at year end as against AS-15 "Accounting for retirement Benefits".

1.7 Borrowing Cost::

During the year, there are no borrowing cost attributable to the acquisition of qualifying assets that are required to be capitalized as required by AS-16 "Borrowing Costs". Hence all borrowing cost have been charged to revenue.

1.8 Taxation :

Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.

Deferred tax assets are recognized only if there is a virtual certainty that they will be realized and reviewed for the appropriateness of their carrying values at each Balance Sheet date.

2. During the year under consideration Rs. 83 Lacs(approx) has been written off as bad debt, being the amount irrecoverable for debtors outstanding. During year the under consideration Provision of Rs. 75 Lacs has been made. The management is confident that had from the current year onwards the company will able to recover a substantial amount of its long outstanding.

3. Following the prudent accounting policy Exchange Fluctuation Rate credit adjustment of Rs.16 Lacs (Aprox) is not made while consolidation of its subsidiary company

4. Cost of material is not netted by Cenvat credit. Payment of net excise debited to excised expenses.

5. In the opinion of directors, the net realizable value of current assets sold in ordinary course of business is not less than the market value.

6. Some debtors, creditors, loans & advances, bank deposits are subject to confirmation and reconciliation.

7. Contingent Liabilities:

There are no contingent liabilities as certified by the Directors.

8 .Claims against the Company not acknowledged as debts (estimated):

- i) In respect of Labour matters
- ii) Other claims

9.a) The company has identified the suppliers who are covered under the Interest on Delayed Payments to Small Scale and Ancillary Industrial Undertakings Act, 1993. The liability under the said Act on account of interest is not ascertained as at 31 March 2014. However, no claims have been received for interest from suppliers with reference to the above Act.

b) There are no small scale industrial undertakings to whom the company owes a sum which is outstanding as per terms of contract agreed for more than 30 days as at Balance Sheet date.



10. Following the prudent accounting policy Exchange Fluctuation Rate credit adjustment of Rs.16 Lacs (Aprox) is not made while consolidation of its subsidiary company.

11. Remuneration to Managing Director & Jt. Managing Director - half & equal to each (exclusive of contribution to Gratuity Fund on Actual valuation)

Salaries

Contribution to Provident & Superannuation funds

Notes:

i) Remuneration paid to Managing Director and Joint Managing Director is computed as per the provisions of Section 198 of the Companies Act, 1956 read alongwith the provisions of Schedule XIII thereto.

ii)As per the terms of appointment applicable during the year, no amount is payable to the Managing Director and Joint Managing Director as Commission.

12. Segment Reporting:

Considering the organization structure, nature of Products and risk and return profile based on geographical distribution, the agro chemicals business is considered as a single segment in accordance with AS-17 "Segment Reporting".

13. Related Party Disclosure:

a) Related Parties:

I Subsidiaries of the Company

II) Other related parties

III) Key Management Personnel

b)The following transactions were carried out during the year with the related parties in the ordinary course of business:

Transactions

Material purchased

Amount due to / from related parties

Advances due

The remuneration of key management personnel is shown in Note no. 12.

Disclosure as required under clause 32 of listing agreement

i)Loans and Advances in the nature of loans to Firms/Companies in which Directors are interested - Rs. Nil (Previous Year - Rs. Nil)

ii)Investment by the loanee in the shares of the Company as on 31 March 2014 is nil (Previous Year - nil)



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st March 2014

A. Cash Flow from Operating Activities :		(11,992,970)
Net Profit before Tax & extra ordinary items		
Adjustments for :		
Depreciation	6,975,943	
Profit for Direct Tax	2,775,000	
Deferred Revenue Expenses	0	
Written-off	0	
Interest income	(13,362)	
Decrease in reserve	122345	
Loss on Sales for Fixed Assets	5,463,589	
	15,323,515	
Operating Profit before working capital changes		3,330,545
Trade & Other receivables	(8,649,194)	
Inventories	6,127,550	
Trade Payable	1,476,123	
	(1,245,521)	
Cash generated from operations		2,085,024
Interest Paid	0	
Direct Taxes Paid	(2,775,000)	
	(2,775,000)	
Cash Flow before Extra Ordinary Items		(689,976)
Extra Ordinary Items	0	
	0	
Net Cash from Operating Activities	A	(689,976)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(5,793,648)	
Sale of Fixed Assets	1,160,000	
Interest Received	0	
Misc. Expenditure	(702,868)	
Investments	12,588,473	
	(7,251,957)	
Net Cash Used in Investing Activities	B	(7,251,957)
C. Cash Flow from Financing Activities		
Proceeds from issue Share Capital	0	
Proceeds from Borrowing	0	
Repayment of Loan	(1,419,766)	
Interest Loan	(5,463,589)	
	(6,883,355)	
Net Cash used in Financing Activities	C	(6,883,355)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)		(321,374)
Cash & Cash Equivalents Opening Balances		12,820,084
Cash & Cash Equivalents Closing Balances		12,498,710

For and on behalf of the Board

Place : Vadodara
Date : 30th May 2014

K.B. Parikh
Managing Director

M.D. Patel
Jt. Managing Director

Consolidated Cash Flow Statement AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of Ocean Agro (India) Limited derived from Audited Annual Financial Statements for the year ended 31st March 2014 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement with Stock Exchanges.

For **Ambalal M. Shah & Co.**
Chartered Accountants

Place : Vadodara
Date : 30th May 2014

CA. Ashok A. Jain
Partner
M. No. 030389



Statement pursuant to approval u/s 212(1)(e) of the Companies Act, 1956

Sr. No.	Name of Subsidiaries	Financial Year of subsidiary ended on	Share of the subsidiary company held on the above date and the extent of	Net aggregate amount of profit/(loss) of the subsidiary for the financial year do far as they concern members of Ocean Agro (India) Ltd As on 31.12.2013			Net aggregate amount of profit/(loss) of the subsidiary for the previous financial year so far as they concern member of Ocean Agro (India) Ltd	
				Extent of holding	Dealt with the accounts of Ocean Agro (India) Ltd	Not dealt with the accounts Ocean Agro (India) Ltd	Dealt with the accounts of Ocean Agro (India) Ltd	Not dealt with the accounts Ocean Agro (India) Ltd
1	Ocean Agro LLC	31.12.2013	Number of shares Yet to be Issued	N.A.	-9467252	-2481179	7536041	1988945
					(April To December 2013)	(January to March 2013)	(April to December 2012)	(January To March 2012)

Statement pursuant to approval u/s 212(1)(e) of the Companies Act, 1956



Sr. No.	Name of the Subsidiaries	Capital (Paid up)	Reserve	Total Assets	Total Liabilities	Investment	Turnover/ total Income	Profit/ (Loss) Before taxation	Provision for taxation (Net)	Profit/ (Loss) after taxation	Proposed Dividend
1	Ocean Agro Lic (As on 31.03.2014)	0	(27340573)	697801	28038374	0	928983	(13270473)	0	(13270473)	0



OCEAN AGRO (INDIA) LIMITED

CORPORATE OFFICE

5, ALKAPURI SOCIETY, OFF R. C. DUTT ROAD, BARODA-390 007,

PHONE : (0265) 2351223, 2313690 (FAX) E MAIL : kaushik_parikh@yahoo.com

CIN : L15174GJ1990PLC013922

Form No. MGT-12

Polling Paper

(Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name of the Company : OCEAN AGRO (INDIA) LIMITED.

Registered office : A – 207, Oxford Avenue, Opp. C. U. Shah College, Ashram Road
Ahmedabad 380 014.

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No./*Client ID No. (*Applicable to investor holding shares)	

I hereby exercise my choice my vote in respect of Ordinary/Special resolution enumerated below by recording my assent to the said resolution in the following manner:

No.	Item No.	No of Shares held by me	I assent to the resolution	I dissent to the resolution
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Shri Manharbhai D Patel who retires by rotation and is eligible for reappointment.			
3.	Appointment of Auditors and fixing of their remuneration			
4.	Appointment of Shri Kaushikbhai B. Parikh As Managing Director.			
5.	Appointment of Shri Manharbhai D Patel as Joint Managing Director.			
6.	Appointment of Shri Girishbhai G. shah as an Independent Director of the Company			
7.	Appointment of Dr. Ramambhai N. Patel as an Independent Director of the Company			
8.	To Charge, Mortgage immovable properties of the company in favor of lenders for securing the borrowings of the company u/s 180(1)(a)			
9.	Increase in Borrowing powers pursuant to section 180(1)(c) of the companies Act, 2013			
10.	Alteration of Article of Association			

Date :
Place :

(Signature of the Shareholder)



OCEAN AGRO (INDIA) LIMITED

CORPORATE OFFICE

5, ALKAPURI SOCIETY, OFF R. C. DUTT ROAD, BARODA-390 007,
PHONE : (0265) 2351223, 2313690 (FAX) E MAIL : kaushik_pariksh@yahoo.com
CIN : L15174GJ1990PLC013922

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15174GJ1990PL013922
Name of the company : OCEAN AGRO (INDIA) LIMITED
Registered office : A-207, Oxford Avenue, Opp.
C.U.Shah College, Ashram Road,
Ahmedabad-380 014

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :

/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the Thursday day of 25th September 2014 At 09.30 a.m. at A-207, Oxford Avenue, Opp.C.U.Shah College, Ashram Road, Ahmedabad-380 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon (Ordinary resolution).
2. To appoint a Director in place of Shri Manharbhai D Patel who retires by rotation and is eligible for reappointment (Ordinary resolution).
3. Appointment of Auditors and fixing of their remuneration (Ordinary resolution).

Special Business

1. Appointment of Shri kaushikbhai B. Parikh As Managing Director (Special resolution).
2. Appointment of Shri Manharbhai D Patel as Joint Managing Director (Special resolution).
3. Appointment of Shri Girishbhai G. shah as an Independent Director of the Company (Special resolution).
4. Appointment of Dr. Ramanbhai N. Patel as an Independent Director of the Company (Special resolution).
5. To Charge, Mortgage immovable properties of the company in favor of lenders for securing the borrowings of the company u/s 180(1)(a) (Special resolution).
6. Increase in Borrowing powers pursuant to section 180(1)(c) of the companies Act, 2013 (Special resolution).
7. Alteration of Article of Association (Special resolution).

Signed this..... day of..... 2014

Signature of shareholder _____

Signature of Proxy holder(s) _____



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.

OCEAN AGRO (INDIA) LIMITED

Registered Office :

A-207, Oxford Avenue, Opposite C.U. Shah College, Ashram Road, Ahmedabad - 380 014.

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of the hall)

Full Name of the Shareholder (BLOCK LETTERS)

No. of Shares held

Folio No.

I hereby record my presence at the 24th Annual General Meeting of the Company held at registered office A-207, Oxford Avenue, Opp. C.U. Shah College, Ashram Road Ahmedabad-380014. on Thursday, the 25th September 2014 at 9.30 a.m.

Signature of the Shareholder

Note :Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

CUT HERE

24th ANNUAL
REPORT | 2013-2014

Book-Post

To,

If undelivered, please return to :
Ocean Agro (India) Limited
A 207, Oxford Avenue,
Opp. C. U. Shah College,
Ashram Road, Ahmedabad 380 014