



Oceanaa Biotek Industries Limited

CIN : L15549TN2005PLC057919

GSTIN : 33AAACO8057E1ZM

E : obil@oceanaabiotek.com

www.oceanaabiotek.com

To,

17th July 2021

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

Dear Sir/Madam,

Ref: Scrip Code: 538019 & ISIN: INE732P01018

Sub: Annual Secretarial Compliance Report for the year 2020-21

Pursuant to the provisions of SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and Regulation 24A of the of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, please find enclosed herewith the Annual Secretarial Compliance Report duly signed and issued by S. Satheesh Kumar, Practicing Company Secretary, Chennai for the financial year ended on 31st March, 2021.

Kindly update the above in your records.

Thanking You.

For OceanaaBiotek Industries Limited

Xavier Jeyaraj
Managing Director



**Secretarial compliance report of Oceanaa Biotek Industries Limited
for the year ended 31st March 2021**

I, S Satheesh Kumar, Practicing Company Secretary, have examined all the documents and records made available to us and explanation provided by **Oceanaa Biotek Industries Limited** ("the listed entity"),

(i) the filings/ submissions made by the listed entity to the stock exchanges,

(ii) website of the listed entity,

(iii) annual returns filed with Ministry of Corporate Affairs, which has been relied upon to make this certification,

for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of :

(1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



(e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

(j) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

(m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;

Further there are no events reported under (e) to (j), (l) and (m) for the year under review and hence treated as Non Applicable.

Based on the above examination, I hereby report that, during the Review Period;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|--|
| 1. | As per Regulation 30 of SEBI (LODR) Regulations, 2015 read along with Para A (7) of Part A of Schedule III of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015. | The Company has not disclosed the reasons for resignation of Ms. Pushpamadha, Independent Director and Ms. Chaitra G S, Company Secretary & Compliance Officer of the Company. | The Company has not complied with this regulation under SEBI LODR, Regulations 2015. |



| | | | |
|----|---|--|--|
| 2. | Regulation 29 (1) (a) of SEBI (LODR) Regulations, 2015 | Intimation of Board meeting given on 23 rd June 2020 for the Board meeting scheduled on 27 th June 2020. The Company did not give 5 days advance intimation for convening Board meeting for declaration of Annual Audited Financial results. | The Board meeting intimation notice should be given in advance of 5 days and the Company has not complied with the regulation. |
| 3. | Regulation 7(3) of SEBI (LODR) Regulations, 2015 | The Compliance Certificate was signed by the Managing Director and not by the Compliance officer of the Company, for the half year ended 31 st Mar 2020 and 30 th Sep 2020. | The Company has complied the regulation 7(3) of SEBI (LODR) Regulations, 2015 with some deviations. |
| 4. | As per Regulation 6(1) of SEBI (LODR) Regulations, 2015 | Ms. Chaitra G S, Company Secretary & Compliance Officer resigned on 31 st Dec 2020. There was no Company Secretary & Compliance officer in the Company from 01.01.2021. | A listed entity shall appoint a qualified company secretary as the compliance officer but no such appointments since 01 st Jan 2021 after the resignation of Company Secretary. |
| 5. | As per Regulation 33 (2) (a) of SEBI (LODR) Regulations, 2015 | The certificate for the quarter ended 31.03.2020, 30.06.2020, 30.09.2020 and 31.12.2020 was not signed by CFO of the Company. | The Company has complied the regulation 33(2) (a) of SEBI (LODR) Regulations, 2015 with some deviations. |
| 6. | Regulation 27 (2) c of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Corporate Governance Report Signed by Managing Director instead of Compliance officer or Chief Executive Officer of the Company for Quarter ended December, 2020 and March 2021. | The Company has complied the regulation 27(2) (c) of SEBI (LODR) Regulations, 2015 with some deviations. |
| 7 | Regulation 19(1) of SEBI (LODR) Regulations, 2015 | Non-Compliance of constitution of Nomination and Remuneration Committee(NRC) Composition not in order, all directors of the committee are not Non-executive directors | The Company has complied the regulation 19(1) (a) of SEBI (LODR) Regulations, 2015 with some deviations. |



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/remarks of the Practicing Company Secretary, if any. |
|--------|-----------------|--|--|--|
| 1 | BSE Limited | Violation of Regulation 13 (1), Failure to ensure adequate steps are taken for expeditious redressal of investor complaints. | Total fine imposed @ Rs.1000/- per day, Rs.1,06,200/- as on 31 st Mar 2021. | The company defaulted in paying dividend declared to its shareholders in 2019 and the failure is continuing. |
| 2 | BSE Limited | Violation of Regulation 13(1), proposed action of freezing of demat account of the Promoter/Promoter Group of the Company. | Warning Letter | The Company has not complied with the regulation. |



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31 st March 2020 (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|--------|--|--|---|--|
| 1 | As per Regulation 33 (2) (a) of SEBI (LODR) Regulations, 2015 | The certificate for the quarter ended 30.06.2019, 30.09.2019 and 31.12.2019 was not signed by CFO of the Company | The resultant vacancy was not fulfilled by the Company. | CFO was not appointed by the Company till 31 st March 2021. |



S. Satheesh Kumar

S Satheesh Kumar
Practicing Company Secretary
ACS No.: 59469
C P No.: 22347
UDIN: A059469C000630138

Date: 14-07-2021

Place: Chennai