

ANNUAL REPORT 2018-19



OCEANAA BIOTEK INDUSTRIES LIMITED

14th ANNUAL REPORT 2018-19

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. THOMAS XAVIER JEYARAJ, Managing Director
Mrs. IRUDAYARAJ BEAULARAJ, Independent Director
Mr. JESURAJ, Independent, Director
Ms. PUSHPAMADHA, Additional Director

CHIEF FINANCIAL OFFICER

MR. GOPAL GURUMOORTHY

CORPORATE IDENTIFICATION NUMBER

L15549TN2005PLC057919

REGISTERED OFFICE

NO.4B-1 EASTERN PORTION,
4TH FLOOR
CENTRE POINT APARTMENT,
SADHULLAH STREET
T NAGAR, CHENNAI 600 017,
TAMIL NADU

LABORATORY

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

HATCHERY PLANT

POOMPUHAR, SEERKAZHI,
NAGAPATTINAM DISTRICT
TAMIL NADU

LISTED STOCK EXCHANGE

BSE LIMITED
PHIROZE JEEJEEBHAY TOWERS,
1ST FLOOR, DALAL STREET,
MUMBAI - 400 001
MAHARASHTRA

REGISTRAR&SHARE TRANSFER AGENT

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

STATUTORY AUDITOR

M/S ABHAY JAIN AND CO
CHARTERED ACCOUNTANTS
BUSHRA HOUSE, FLAT NO 4A
2ND FLOOR, N.NO 6, O.NO 46
NOWROJI ROAD, CHENNAI - 600 017

INTERNAL AUDITORS

MATHI RAMESH RAJAVEL & ASSOCIATES
CHARTERED ACCOUNTANTS
NEW NO.48, 2ND STREET,
I SECTOR, K.K NAGAR,
CHENNAI-600 078

COMMITTEE INFORMATION

AUDIT COMMITTEE:

MRS. IRUDAYARAJ BEAULA RAJ, CHAIRMAN
MS. PUSHPAMADHA
MR. JESU RAJ

**NOMINATION AND
REMUNERATION COMMITTEE:**

MR. JESU RAJ, CHAIRMAN
MS. PUSHPAMADHA
MRS. IRUDAYARAJ BEAULA RAJ

**STAKEHOLDER RELATIONSHIP
COMMITTEE:**

MRS. IRUDAYARAJ BEAULA RAJ, CHAIRMAN
MS. PUSHPAMADHA
MR. JESU RAJ

**CORPORATE SOCIAL
RESPONSIBILITY COMMITTEE:**

MR. JESU RAJ, CHAIRMAN
MR. THOMAS XAVIER JEYARAJ
MS. PUSHPAMADHA

August 29, 2019

Dear Member,

You are cordially invited to attend the 14th Annual General Meeting of the members of Oceanaa Biotek Industries Limited ("the Company") to be held on 23rd September, 2019 at 04.00 pm. IST at the T. Nagar Social Club, No 1 Nageswaran Road, Off. Venkatnarayana Road, Near Panagal Park, T. Nagar, Chennai – 600017

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Very truly yours,

Chairman

Enclosures:

1. Notice to the 14th Annual General Meeting (AGM)
2. Proxy form
3. Attendance slip
4. Instructions for e-voting

OCEANAA BIOTEK INDUSTRIES LIMITED

CIN: L15549TN2005PLC057919

No.4B-1, Eastern Portion,
4th Floor,
Centre Point Apartment,
Sadhullah Street,
T Nagar, Chennai - 600017
India

Tel: 044-3024 1900

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obil@oceanaabiotek.com

www.oceanaabiotek.com

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting (AGM) of the members of Oceanaa Biotek Industries Limited will be held on 23rd September, 2019 at 04.00 pm. IST at the T. Nagar Social Club, No 1 Nageswaran Road, Off. Venkatnarayana Road, Near Panagal Park, T. Nagar, Chennai – 600017, India, to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item No 2 – Reappointment of M/s. Abhay Jain & Co., Chartered Accountants as Statutory Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules)), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors M/s. Abhay Jain & Co., Chartered Accountants (Firm Registration No. 000008S), Chennai be and are hereby reappointed as Statutory Auditors of the Company for a period of 4 years from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in the year 2024 at a remuneration of Rs.3,00,000/- plus reasonable out-of pocket expenses incurred by them for the purpose of audit of the Company with an nominal escalation cost based on variable market factors every year during their tenure of appointment.”

SPECIAL BUSINESS:

Item No 3 – Appointment of Ms. Pushpamadha as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Ms. Pushpamadha (DIN: 08317130), who was appointed by the Board of Directors as an Additional Director of the Company effective December 31, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Ms. Pushpamadha, who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing Sep 23, 2019 through Sep 22, 2024.”

Item No. 4 – Re-appointment of Mr. Jesuraj as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to re-appoint Mr. Jesuraj (DIN: 06583789), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

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

Item No. 5 – Re-appointment of Mrs. Irudayaraj Beaula Raj as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to re-appoint Mrs. Irudayaraj Beaula Raj (DIN: 06583790), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

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

Item No 6 – Revision in Remuneration of Mr. Thomas Xavier Jeyaraj, Managing Director of the Company

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

“RESOLVED THAT in partial modification to earlier resolution passed by the shareholders on 28th September, 2018 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification

or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, the Members hereby ratify the revision in remuneration of Mr. Thomas Xavier Jeyaraj (DIN: 06896574), Managing Director from Rs. 6,00,000/- per annum to Rs. 7,80,000/- with effect from 1st November 2018 other terms and conditions remains unaltered, as approved by the Board of Directors on 8th November 2018 on the recommendations of the Nomination and Remuneration Committee.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit .”

FOR OCEANAA BIOTEK INDUSTRIES LIMITED

DATE: August 29, 2019
PLACE: Chennai

THOMAS XAVIER JEYARAJ
MANAGING DIRECTOR
DIN: 06896574

Notes:

- a) Notice of the AGM together with Annual Report for the F.Y.2018-2019 has been sent to all members by permitted mode at their address registered with the Company and/ or electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission/physical dispatch of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2018-2019 are available on the Company's website www.oceanaabiotek.com
- b) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2019 to Monday, September 23, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and such a proxy need not to be a member of a company.
- d) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.
- e) Members/Proxies are please requested to bring their copies of annual report to the meeting.
- f) Members/Proxies are requested to fill the Attendance slip for attending the meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- h) All documents referred to in this Notice/Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 A.M. to 6.00 P.M.) on all working days including Saturday (from 9.30 A.M. to 1.30 P.M.) and including the date of the Annual General Meeting of the Company.
- i) Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
- j) All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of the Annual General Meeting.
- k) The electronic copy of the AGM notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all shareholders whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail