

***teknomin aqua exports (India) limited***

REGD.OFFICE: FLAT NO.: F-2, RAM'S VSRAPARTMENTS,  
MOGALRAJPURAM, VIJAYAWADA - 520 010.



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**18<sup>th</sup> Annual Report  
2008-2009**

**BOARD OF DIRECTORS**

P.MASTAN RAO  
K.L.PRASAD  
P.PARAMDHAMAIAH  
B.KRISHNA MURTHY  
S.SATYANARAYANA  
J.VISHNU PRASADA RAO

Chairman-Managing Director  
Director  
Director  
Director  
Director

**AUDITORS**

M/s.HANUMAIAH & Co.  
Chartered Accountants:  
1&2 Ground, RAM'S VSR Apartments,  
Mogalrajpuram,  
VIJAYAWADA - 520 010. (A.P.)

**BANKERS**

Indian Overseas Bank, Gudur  
State Bank of India, Gudur

**LISTING**

The Stock Exchange, Mumbai

**SHARE TRANSFER AGENTS**

M/s. *teknomin aqua exports (India) limited*  
F-2, RAM'S VSR Apartments,  
Mogalrajpuram,  
VIJAYAWADA - 520 010. (A.P.)

**REGISTERED OFFICE**

F-2, RAM'S VSR Apartments,  
Mogalrajpuram,  
VIJAYAWADA - 520 010. (A.P.)  
Tel : (0866) 2478006

**PROJECT ADMINISTRATIVE OFFICE**

15/212, Nehru Nagar,  
GUDUR - 524 101  
NELLORE DISTRICT.(A.P.)  
Tel : (08624) 250283

**18<sup>TH</sup> ANNUAL GENERAL MEETING**

Date : **30<sup>th</sup> September, 2009**  
Time : 9:30 AM  
Day : Wednesday  
Venue : Hotel Anupama,  
Kaleswara Rao Road,  
Governorpet,  
Vijayawada-520 002.  
Andhra Pradesh

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### NOTICE TO THE SHARE HOLDERS

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the Company will be held at Hotel Anupama, Governorpet, Vijayawada - 520 002 at 9:30 AM on **30th September, 2009** to transact the following business.

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the profit and Loss Account for the year ended 31st March, 2009 and the Balance Sheet as on that date, the Auditors' report and the Directors' Report thereon.
2. To appoint director in place of **Sri S.Satyanarayana** who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

By order of the Board  
Sd/-  
(P.MASTANRAO)  
Chairman-Managing Director

Place: Vijayawada  
Date : 10-08-2009

### NOTES FOR MEMBERS ATTENTION

1. Notice is also given that the Register of Members and share transfer books in respect of equity of the Company will remain closed for **6 days from 25-09-2008 to 30-09-2009**.
2. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
3. The Instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than forty eight hours, before the commencement of the Meeting.
4. Shareholders are requested to notify change in address if any, immediately to the Company's Registrars.
5. Shareholders are requested to bring their copies of Annual Report to the Meeting. Copies of the Annual Report will not be available for distribution to Shareholders at the Hall.
6. Shareholders attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting place.
7. Shareholders intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
8. All the Shareholders are advised to send their certificates for transfer directly to the Company Registered Office, Vijayawada.

By order of the Board  
(P.MASTANRAO)

Place: Vijayawada  
Date : 10-08-2009



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting the 18th Balance Sheet and Profit & Loss a/c of your Company together with the auditors report thereon.

### 1. REVIEW OF OPERATIONS:

The working results of the Company for the year are furnished as follows

(Rs.in Lakhs)

Sl. No.	Particulars	Year Ended 31-03-09	Year Ended 31-03-08
01.	Sales	-----	-----
02.	Other Income	13.60	7.87
03.	Total Expenditure	15.76	16.92
04.	Profit/Loss before Interest, Depr. & Taxes, (Loss)	(2.16)	(9.06)
05.	Interest	42.12	--
06.	Depreciation	14.88	17.40
07.	Provision for Tax	--	--
08.	Net Profit/(Loss)	(59.16)	(26.46)
09.	Equity Share Capital	558.50	558.50

The company has completely repaid the term loans with the Federal Bank Ltd and Oriental Bank of Commerce under the one time settlement scheme.

### 2. DIRECTORS:

The Directors of the Company Sri S.Satyanarayana retire by rotation in this meeting in pursuance of Article 105 of the Articles of Association and being eligible offer themselves for re-appointment. The Board recommends their-appointment of these Directors.

The Company Hatchery and Ponds given lease for the year.

### 3. AUDITORS:

M/s.HANUMAIAH & Co., Chartered Accountants, statutory auditors of the Company will retire at the conclusion of the Annual General Meeting and are being eligible and offer themselves for re-appointment.

### 4. EMPLOYEES:

It is to report that U/S217 (2A) of the Companies Act, 1956 that there are no employees drawing salary of Rs.2,00,000/- or more p.m. or Rs.24,00,000/- or more per year or part thereof.

Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the Company, who have contributed for the administration of the Company's affairs.

### 5. INFORMATION U/S 217(1)(c):

Particulars U/S 217(1)(c) of the Companies Act, 1956 and the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are given below:

#### (a) Conservation of Energy:

The Company is making all efforts for conservation of energy.

#### (b) Technology Absorption:

The hatchery with 60 Million Shrimp Seed capacity is being operated under the Technical advice of Mr.Suresh jhoshi an experience technician in this line.

#### (c) Foreign Exchange Earnings & Outgoings:

(Rs.in Lakhs)

Particulars	For the Year 2008-09	For the Year 2007-08
Foreign Exchange Earnings	- Nil -	- Nil -
Foreign Exchange Outgo	- Nil -	- Nil -

### 06. CORPORATE GOVERNANCE:

Your Company has complied with the provisions of Clause 49 of the Listing Agreement relating to Corporate Governance and believes that the initiatives on Corporate Governance will assist the Management in the efficient conduct of the business and in meeting its obligation to all its shareholders.

on Corporate Governance wil the efficient conduct of the business and in meeting its obligation to all its shareholders.

A report on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as required under Clause 49 of the Listing Agreement is attached to this report.

**07. DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under the Companies Act, 1956, your Directors wish to state:

- (a) That in the preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) That they have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (c) That they 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 assets of the Company and for preventing and detecting fraud and other irregularities; and
- (d) That they have prepared the accounts for the year ended 31st March, 2009 on a "going concern" basis.

**08. ACKNOWLEDGEMENT:**

Your Directors are thankful to the Financial Institutions and Bankers for their continued support during the year under review and acknowledge with gratitude the help extended by the Central Government and the Government of Andhra Pradesh. Your Directors are equally grateful to the customers, suppliers and to you for the confidence reposed and the valuable support extended.

We further express our sincere thanks to MPEDA.

By order of the Board

Sd/-

(P. Mastan Rao)

Chairman-Managing Director

Place : Vijayawada

Date : 10-08-2009.

**AUDITORS CERTIFICATE ON  
CORPORATE GOVERNANCE**

To  
The Members of  
Teknomin Aqua Exports (India) Limited

We have examined the compliance of conditions of corporate governance by Teknomin Aqua Exports (India) Limited, for the year ended on 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the 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 above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor Grievance Committee.

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

for HANUMAIAH & Co.,  
Chartered Accountants.

Sd/-  
(K. HANUMAIAH)  
Partner

Place : Vijayawada

Date : 10-08-2009.

**REPORT ON CORPORATE GOVERNANCE  
MANDATORY REQUIREMENTS**

**Company's philosophy on Code of Governance:**

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to its shareholders.

**Board of Directors:**

Composition: The present strength of the Board is Six Directors. The Board comprises of Executive and Non-executive Directors. The Non-executive Directors bring independent judgment in the Board's deliberations and decisions. The Chairman/Managing Director is Wholetime Director. The remaining Five are Non-executive Directors.

**Attendance of each Director at the Board Meetings and the latest AGM:**

Name of the Director	Category of Directorship	No. of Board Meetings attended	% of total Meetings	Attendance at the last A.G.M
P.Mastan Rao	Chairman/ Managing Director	5	71%	- No -
K.L.Prasad	Director	5	71%	- No -
P.Paramdhamaiah	Director	6	86%	- Yes -
B.Krishna Murthy	Director	7	100%	- Yes -
S.Satyanarayana	Director	1	14%	- No -
J.V.Prasada Rao	Director	7	100%	- Yes -

Number of other companies or committees the Director (being a directors as on the date of the Directors' Report) is a Director/Chairman

Name of the Director	No. of other Companies in which Director	No. of Committees (other than Teknomin Aqua Exports (India) Limited in which Member)
P.Mastan Rao	2	---
K.L.Prasad	2	---
P.Paramdhamaiah	2	---
B.Krishna Murthy	---	---
S.Satyanarayana	---	---
J.V.Prasada Rao	---	---

**Number of Board Meetings held and the dates of the Board Meetings**

Seven Board Meetings were held during the year 2008-09 on the dates mentioned below:

<> 09-04-2008	<> 09-01-2009
<> 14-07-2008	<> 25-02-2009
<> 10-09-2008	<> 11-03-2009
<> 17-10-2008	

**Audit Committee**

Terms of Reference and Composition, Chairman and the Name of Members

The Audit Committee comprise of Mr.P.Paramdhamaiah Chairman of the Committee, Mr.S.Satyanarayana, Director and Mr.J.Vishnu Prasad, Director. The Terms of reference of this Committee are wide enough covering matters specified for Audit Committee under the Listing Agreements.

**Meeting and attendance during the year**

There were three meetings of the Audit Committee during the financial year 2008-2009 and the attendance of each member of the Committee is give below:

Name of the Director	No. of Meeting Attended	% of total Meeting Attended
P.Paramdhamaiah	3	100%
S.Satyanarayana	3	100%
J.Vishnu Prasad	3	100%

**Remuneration to the Directors**

It is to state that the Company has not paid any remuneration or sitting fee to the executive or non-executive Directors during the year.

**Investors/Shareholders Grievance Committee**

The Company has formed an Investors/Shareholders Grievance Committee under the Chairmanship of Mr.P.Paramdhamaiah. The other two members of the Committee are Mr.B.Krishna Murthy & Mr.J.Vishnu Prasad. All the three members of the Committee are Non-executive and independent Directors. The Committee shall look into the shareholder's and investor's complaints. Most of the complaints received from the Shareholders have been resolved. The number of shares pending for transfer were 5 as on 31st March, 2009.

**General Body Meetings:**

Details of the location of the past three AGMs and the details of the resolutions passed or to be passed by Postal Ballot.

- The last 3 Annual General Meetings of the Company were held at the Hotel Anupama, Governorpet, Vijayawada. All meetings commenced at 9.30 A.M. The share holders passed all the resolutions set out in the respective Notices.
- No resolution requiring postal ballot as recommended under clause 49 of the listing agreement has been placed for Shareholders approval at the meeting.



### Resolution passed through postal ballot during the last three years.

**RESOLUTION NO.1: PASSED UNDER SECTION 293(1)(a)** for sale of all or any of the immovable properties of the company-passed with requisite majority.

**RESOLUTION NO.2: PASSED UNDER SECTION 17** altering the main objects clause of the memorandum by way of addition of new sub clauses enabling to take up civil construction and power projects passed with requisite majority.

### Notes on Directors seeking appointment/re-appointment

**Sri S.Satyanarayana** is a Director of the Company from its beginning.

### Disclosures

Disclosures on materially significant related transactions i.e., transactions of the company of a material nature with its promoters, the Directors or the Management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the company at large: None during the last year.

Details of non-compliance of the by Company, penalties structures imposed on the Company by Stock Exchanges or SEBI or any statutory or any matter related to capital markets during the last three years.

2) None in last three years.

### Means of Communication

3) Half-yearly report sent to the household of each share holder

No, as the results of the Company are widely published in the newspapers

4) Quarterly results

No, as the results of the Company are widely published in the newspapers

5) Any website where displayed - No -

6) Whether it is also displayed in official news papers - Yes -

7) Presentations made to institutional investors or to analysts - No -

8) Whether Management Discussion and Analysis is a part of the Annual Report or not - Yes -

### General Shareholder information

1) Annual General Meeting

Date : 30th September, 2009

Time : 9:30 AM

Venue : Hotel Anupama, Kalēswara Rao Road, Governorpet, Vijayawada.

2) Financial Calender

Results for the First quarter (April-June) last week of July

Results for the Second quarter (July-September) last week of October

Results for the Third Quarter (October-December) last week of January

Annual Results (April-March) last week of May

3) Date of Book Closure

26th September, 2009 to 30th September, 2009

4) Dividend payment dates - Nil -

5) Listing on Stock Exchanges

The Stock Exchange Mumbai

The Listing Fees for the year 2009-2010 has been paid

6) Stock code - Nil -

ISIN Number for NSDL & CDSL - Nil -

7) Market price Data: High & Low during each month in the last financial year - Nil -

8) Stock Performance in comparison to broad-based indices such as BSE Sensex, BSE 200, Nifty

As per Annexure- 'A'

9) Registrar and Transfer Agents

M/s. Teknomin Aqua Export (I) Limited

Flat No.F2,

RAM'S VSR Apartments,

Mogalrajpuram,

VIJAYAWADA - 520 010,

Krishna District, A.P.

10) Share transfer system

All the transfers received are processed and approved by the Share Transfer Committee which normally meets twice in a month or more depending on the volume of transfers

11) Distribution of Shareholding and Share holding pattern as on 31.03.2009

As per Annexure- 'B'





12) Dematerialisation of shares and liquidity - Nil -

13) Outstanding GDRs \ ADRs \ Warrants or any convertible instruments conversion date and likely impact

The Company has not issued any ADR \ GDR

14) Hatchery location

Srinivasachaturam, Nellore District, Andhra Pradesh

15) Address for correspondence:

(a) For transfer/dematerialisation of shares and any other query relating to the shares of the Company

M/s. Teknomin Aqua Exports (I) Limited  
Flat No.: F2,  
RAM'S VSR Apartments,  
Mogalrajapuram,  
Vijayawada - 520 010.

(b) For shares held in demat form

Depository Participant - Not Applicable -

(c) Any query on the Annual Report and for other correspondence

M/s. Teknomin Aqua Exports (I) Limited,  
Flat No.: F2,  
RAM's VSR Apartments,  
Mogalrajapuram,  
Vijayawada - 520 010.

#### 16) NON MANDATORY REQUIREMENTS

a) Chairman of the Board: Whether the Chairman of the Board is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties

Yes. The Company has the Chairman's Office at the Registered office

b) Remuneration Committee

The Company has not yet set up a Remuneration Committee

c) Shareholder Right

The half-yearly declaration of financial performance including a summary of the significant events in last six months should be sent to the household of each shareholder

As the Company's half-yearly results are widely published in English and Telugu newspapers, the same are not sent to the shareholders of the Company.

d). Postal Ballot

The Company has not yet made use of the Postal Ballot.

#### 17) Annexure-'A'

High/Low of market price of the Company's shares traded on The Stock Exchange, Mumbai during the Financial year 2008-2009 - Nil -

#### 18) Annexure-'B'

The Distribution of shareholding as on 31st March, 2009

No. of Equity Shares held	No. of folios	%	No. of Shares	%
Up to 500	17146	93.23%	2687950	48.13%
501-1000	709	3.86%	590850	10.58%
1001-2000	275	1.50%	416750	7.46%
2001-3000	86	0.47%	225200	4.03%
3001-4000	20	0.11%	72600	1.30%
4001-5000	72	0.39%	356500	6.39%
5001-10000	46	0.25%	377200	6.75%
10001 and above	37	0.20%	857950	15.36%
Grand Total	18391	100.00%	5585000	100.00%
No. of Shareholders in Physical Mode	18391	100.00%	5585000	100.00%
No. of Shareholders in Electronic Mode				

#### Shareholding Pattern as on 31st March, 2009

Category	No. of Shareholders	No. of Shares	%
Promoters	458	1328550	23.79%
Foreign Collaborators	- Nil -	- Nil -	- Nil -
UTI	- Nil -	- Nil -	- Nil -
FIs / NRIs	332	410050	7.34%
Mutual Funds	- Nil -	- Nil -	- Nil -
Domestic Companies	22	59350	1.06%
Resident Individuals	17581	3787050	67.81%

for HANUMAIAH & Co.,  
Chartered Accountants.

Sd/-  
(K. HANUMAIAH)  
Partner

Place : Vijayawada  
Date : 10-08-2009.