

OSEASPRE CONSULTANTS LIMITED

REGD.OFFICE: NEVILLE HOUSE, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI 400 001.
TEL.NO. : 2261 80 71

4 NOV 2005

The Registrar of Companies, Maharashtra,
Hakoba Mill Compound,
Kala Chawky, Dattaram Lad Marg,
Mumbai 400 033

Dear Sir,

Re: Registration Certificate No. 11-27652:

Sub: Filing of Balance Sheet and Profit & Loss Account for the year ended 31st March, 2005:

As required under section 220 of the Companies Act, 1956, we enclose three certified true copies of the **Annual Reports** of the Company as under which were **laid before the Annual General Meeting convened on 30th September, 2005 and adopted by the Members containing:**

1. Balance Sheet as at 31st March, 2005.
2. Profit and Loss Account for the year ended 31st March, 2005.
3. Notes forming part of the Accounts for the year ended 31st March, 2005.
4. Directors' Report as on 31st March, 2005.
5. Auditors Report as on 31st March, 2005.
6. Compliance Certificate.

Please acknowledge the receipt of the same.

Yours faithfully,

For OSEASPRE CONSULTANTS LTD.

K J Bhattacha

f **DIRECTOR**

Encl:a/a.

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OSEASPRE CONSULTANTS LIMITED

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of **OSEASPRE CONSULTANTS LIMITED** will be held at the Registered Office of the Company at Neville House, J.N.Heredia Marg, Ballard Estate, Mumbai 400 001, on Friday, the 30th September, 2005 at 2.30 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2005, and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. M. N. Wadia, who retires by rotation, and being eligible, offers herself for reappointment.
3. To appoint Messrs. D. R. Kothari & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board of Directors,
For **OSEASPRE CONSULTANTS LIMITED**

sd/- MR.D.S.GAGRAT
DIRECTOR

Mumbai, 30th June, 2005

Registered Office:

Neville House,
J.N.Heredia Marg, Ballard Estate,
Mumbai 400 001

"CERTIFIED TRUE COPY"

FOR **OSEASPRE CONSULTANTS LTD.**

[Signature]
DIRECTOR.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday the 28th September, 2005 to Thursday the 29th September, 2005 (both days inclusive).
3. Members are requested to notify change of address, if any, immediately to the Company.

OSEASPRE CONSULTANTS LIMITED**DIRECTORS REPORT TO THE MEMBERS**

The Directors hereby present their Report on the business and operations of the Company and the Financial Accounts for the year ended 31st March, 2005:

1. FINANCIAL RESULTS:

	For the year ended 31st March, 2005	For the year ended 31st March, 2004
	(Rupees)	(Rupees)
Profit/(Loss) before taxation	(59,667)	1,072,362
Less: Provision for taxation		
Current tax	-	-
Deferred tax	(6,644)	(7,239)
	(6,644)	(7,239)
Profit/(Loss) after taxation	(53,023)	1,079,601
Add: Balance brought forward from earlier year	4,214,569	3,134,968
Balance carried to Balance Sheet	4,161,546	4,214,569

2. DIVIDEND:

The Directors do not recommend any dividend for the year ended 31st March, 2005.

3. OPERATIONS:

The Company is carrying on the work of converting Digital Electronics Products.

4. DEPOSITS:

The Company has not accepted any Deposits from the Public.

5. DIRECTORS:

Mrs. M. N. Wadia retires by rotation, and is eligible, for reappointment.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE, EARNINGS AND OUTGO:

There is no information as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo for disclosure as the company is an Investment Company.

OSEASPRE CONSULTANTS LIMITED**7. DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under section 217(2AA) of the Companies Act, 1956, which was introduced by the Companies (Amendment) Act, 2000 (53 of 2000), the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) They had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2005 and of the Loss of the Company for the year ended 31st March, 2005.
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv) They have prepared the annual accounts on a going-concern basis.

8. DISCLOSURE UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

The Company has no employees covered under Section 217(2A) of the Companies Act, 1956.

9. SECRETARIAL COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) rules, 2001, the Company has obtained a certificate from a Secretary in whole-time practice confirming that the Company has complied with all the provisions of the Act.

10. AUDITORS:

The Members are requested to appoint Messrs. D. R. Kothari & Co., Chartered Accountants as Auditor of the Company at a remuneration to be fixed by the Board of Directors.

By Order of the Board of Directors
For OSEASPRE CONSULTANTS LIMITED

Sd/- MR.D.S.GAGRAT

)
)
) DIRECTORS

Sd/- MRS.R.E.VANDREWALA

"CERTIFIED TRUE COPY"
FOR OSEASPRE CONSULTANTS LTD.

Mumbai, 30th June, 2005

Registered Office:

Neville House,

J.N.Heredia Marg, Ballard Estate,

Mumbai 400 001

[Signature]
DIRECTOR.

D. R. KOTHARI**B.COM., F.C.A.
Chartered Accountant****302, Aadeshwar Apt.,
Khed Gully, Sayani Road,
Prabhadevi, Mumbai - 400 025****Tel. Fax : 2437 5662****Mobile : 32974357****TO THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED**

1. We have audited the attached Balance Sheet of **OSEASPRE CONSULTANTS LIMITED**, Mumbai as at 31st March 2005 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express our opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956 we give in Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, 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 Accounts as required by law have been kept by the Company so far as appears from our examination of those and proper returns adequate for the purpose of our audit have been received.
 - (c) The balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the Books of Account.
 - (d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956.

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D.R. KOTHARI

Chartered Accountant

- (e) On the basis of written representations received from the Directors as on 31st March, 2005 and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2005 from being appointed as a Director in terms of Clause (g) of sub-section 1 of Section 274 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said balance Sheet and the Profit and Loss Account read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
- (i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March 2005
- (ii) In the case of the Profit and Loss Account of the 'LOSS' for the year ended 31st March, 2005.

For and on behalf of
D.R. KOTHARI & CO.
CHARTERED ACCOUNTANTS

D.R.KOTHARI

sd/-

D.R.KOTHARI
Proprietor

Mumbai, 30th June, 2005

"CERTIFIED TRUE COPY"
FOR OSEASPRE CONSULTANTS LTD.


DIRECTOR.

D. R. KOTHARI**Chartered Accountant****OSEASPRE CONSULTANTS LIMITED****ANNEXURE TO AUDITORS REPORT**

As per the information and explanations given to us, we report under paragraph 4 & 5 of the said order:

- i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) the management has physically verified the fixed assets during the year and no material discrepancies were noticed on such verification between the physical and book records. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and nature of its fixed assets.
- (c) Since there is no disposal of substantial part of fixed assets during the year paragraph 4(i)(c) of the said order is not applicable.
- ii) (a) The inventories were physically verified by the management at reasonable intervals.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of its inventories and no discrepancies were noticed on such physical verification between physical stock and the book records.
- iii)
 - (a)(i) The Company has granted loans, secured or unsecured to the companies/firms or others parties listed in the Register maintained under Section 301 of the Companies Act, 1956 and the involved party is 1 and the maximum amount at any time during the year is Rs.1,00,000/-.
 - (ii) The rate of interest and the terms and conditions of loans granted, secured or unsecured, are prima facie not prejudicial to the interest of the Company.
 - (iii) The payment of the principal amount of the above loans and interest thereon are also regular.
 - (iv) The overdue amounts on the above loans are not exceeding Rs.1 lac the question of taking reasonable steps does not arise.