

**OSEASPRE CONSULTANTS LIMITED**

Registered Off: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001  
Admin Off: C-1, Wadia International Centre, P. Budhkar Marg, Worli, M - 400 025  
[CIN: L74140MH1982PLC027652] [Email: kaioz.nalladaru@bombaydyeing.com]  
[Website: www.oseaspre.com] [Tel Nos: 022 66620000] [Fax Nos: 022 67495200]

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED WILL BE HELD AT THE ADMINTRATIVE OFFICE OF THE COMPANY AT C-1, WADIA INTERNATIONAL CENTRE, PANDURANG BUDHKAR MARG, WORLI, MUMBAI 400 025, ON FRIDAY THE 26<sup>TH</sup> SEPTEMBER, 2014 AT 12.00 NOON TO TRANSACT THE FOLLOWING BUSINESS:**

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**Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Maureen N. Wadia (DIN: 01354046), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. D. R. Kothari & Co., Chartered Accountants, Mumbai (Firm Registration No. 105301W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board 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."

**Special Business:**

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. R. Chandrasekharan (DIN - 02870822), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from the conclusion of the meeting of the Board of Directors held on 12<sup>th</sup> August, 2014 and who vacates his office at the conclusion of this Annual General Meeting 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 Director of the Company liable to retire by rotation."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. J. C. Bham (DIN - 02806038), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from the conclusion of the meeting of the Board of Directors held on 12<sup>th</sup> August, 2014 and who vacates his office at the conclusion of this Annual General Meeting 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 Director of the Company liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. S. Raja (DIN:03149272), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from the conclusion of the meeting of the Board of Directors held on 12<sup>th</sup> August, 2014 and who vacates his office at the conclusion of this Annual General Meeting 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 Director of the Company liable to retire by rotation."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Girish Advani (DIN:05264838), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from the conclusion of the meeting of the Board of Directors held on 12<sup>th</sup> August, 2014 and who vacates his office at the conclusion of this Annual General Meeting 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 Director of the Company liable to retire by rotation."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Bakhtavar Pardiwalla (DIN: 06721889), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 with effect from the conclusion of the meeting of the Board of Directors held on 12<sup>th</sup> August, 2014 and who vacates her office at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. D. S. Gagrat (DIN:00017082), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 Independent Director of the Company, for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

10. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. R. E. Vandrewala (DIN:00017178), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for

independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

11. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. R. Chandrasekharan (DIN:02870822), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

12. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. J. C. Bham (DIN:02806038), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

13. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** that pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. S. Raja (DIN:03149272), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

14. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Girish Advani (DIN:05264838), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment 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 Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

15. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Bakhtavar Pardiwalla (DIN:06721889), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for five consecutive years with effect from the date of the Annual General Meeting to be held on 26<sup>th</sup> September, 2014 upto 25<sup>th</sup> September, 2019 with an option to retire from the office at any time during the term of appointment."

16. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for borrowing, from time to time any sum or sums of monies which may exceed the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount to be borrowed by the Board shall not at any time exceed Rs. 1 crore (Rupees One Crore Only) or the aggregate of the paid-up share capital and free reserves of the Company, whichever, is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to execute all such documents, instruments and writings as may be required to give effect to this resolution."

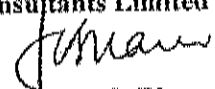
17. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and any 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 (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for creating such charges, mortgages and hypothecations on such movable and immovable properties of the Company

wheresoever situate, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with power to take over the management of the business and concern of the Company in certain events in favour of all or any of the following, namely: Banks, Financial Institutions, Insurance Companies, Investment Institutions, other investing agencies, Bodies Corporate incorporated under any statute and trustees for the holders of debentures / secured premium notes / bonds / other securities / debt instruments, and other secured lenders (hereinafter referred to as "the Lenders") to secure repayment of any loans (both rupee loans and foreign currency loans) and/or any other financial assistance and/ or guarantee facilities already obtained or that may hereafter be obtained from any of the Lenders by the Company, and/ or to secure redemption of debentures (whether partly / fully convertible or non-convertible) / secured premium notes / bonds / other securities / debt instruments and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached, already issued or that may hereafter be issued by the Company, together with all interest, compound additional interest, commitment charge, liquidated damages, premium on prepayment or on redemption, trustees' remuneration, costs, charges, expenses and all other moneys including revaluation / devaluation / fluctuation in the rates of foreign currencies involved, payable by the Company to the Lenders concerned, in terms of their respective Loan Agreements / Heads of Agreements / Hypothecation Agreements / Trustees Agreements / Letters of Sanction / Memorandum of terms and conditions / Debenture Certificates entered into/to be entered into/issued/to be issued by the Company, provided that the total borrowings of the Company (exclusive of interest) whether by way of loans and/or any other financial assistance and/or guarantee facilities and/or issue of debentures / secured premium notes /other securities / debt instruments to be secured as aforesaid (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not any time exceed the limit of Rs. 1 crore (Rupees One Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise and execute with any of the Lenders jointly or severally, the documents, instruments and writings for creating aforesaid mortgage / charge and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the aforesaid Resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

By Order of the Board of Directors,  
For Oseaspre Consultants Limited



J. C. Bham  
Director  
02806038

Mumbai,  
Dated: 12<sup>th</sup> August, 2014

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

**Notes:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective, should be lodged / deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
- b. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
- c. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees and shareholding, are hereto annexed as 'Annexure I'.
- d. The Register of Members and Share Transfer Books of the Company will be closed from 15<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014 (both days inclusive).
- e. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. (R&TA), at 13 AB, Samhita Warehousing Complex, Saki Naka Telephone Exchange Lane, Off Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai 400 072 or at 912 Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021, in respect of their physical share folios, if any, quoting their folio numbers.
- g. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Office at C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025 or from its R&TA at either of the aforesaid addresses.
- h. As a part of the "Green Initiative" in the Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circular and as part of the Company's Green Initiative, the Company may propose to send documents like Notice, convening the General Meetings, Financial Statements, Director's Report, etc. to the e-mail address provided by the members.

We therefore appeal to the members to be a part of the said 'Green Initiative' and request the members to register their name in getting the said documents

in electronic mode by sending an email giving their Registered Folio Number and/or DP ID/Client ID to the dedicated email address at [kaioz.nalladaru@bombaydyeing.com](mailto:kaioz.nalladaru@bombaydyeing.com) or login at the R&TA's website [www.shareproservices.com](http://www.shareproservices.com) and register their request.

- i. Members intending to require information about the Financial Accounts, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.

- j. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.

- k. **Voting through electronic means:**

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" i.e. Oseaspre Consultants Limited from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image Verification as displayed and Click on Login.
- (vi). If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii). If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/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.</li><li>• 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 R12345 then enter</li></ul>

	RA00R12345 in the PAN field.
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/yy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the <b>number of shares held by you as on the cut off date in the Dividend Bank Details field.</b></li> </ul>

- (viii). After entering these details appropriately, click on "SUBMIT" tab.
- (ix). Members holding shares in physical form will then reach directly the Company 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.
- (x). For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi). Click on the EVSN for the relevant <Company Name> i.e. Oseaspre Consultants Limited on which you choose to vote.
- (xii). 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.
- (xiii). Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv). 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.
- (xv). Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi). You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii). If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

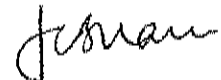


- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of Members receiving the physical copy:**

- (A). Please follow all steps from sl. No. (i) to sl. No. (xvii) above to cast vote.
- (B). The voting period begins on 20<sup>th</sup> September, 2014 at 9.00 a.m and ends on 22<sup>nd</sup> September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of ( record date) of 22<sup>nd</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C). In case you have any queries or issues regarding e-voting, you may refer the Frequency Asked Questions ("FAQS") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (l). Mr. Vaibhav Shah Practicing Company Secretary, (Membership No. 26121) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (m). The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the voted 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.
- (n). The Results declared alongwith the Scrutinizers' Report shall be placed on the Company's website [www.oseaspre.com](http://www.oseaspre.com) and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to BSE Limited.
- (o). MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

By Order of the Board of Directors,  
For Oseaspre Consultants Limited



**J. C. Bham**  
Director  
02806038

Mumbai,  
Dated: 12<sup>th</sup> August, 2014

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

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS  
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Items Nos. 4 to 8**

The Board of Directors had appointed Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bakhtavar Pardiwalla as an Additional Directors of the Company with effect from August 12, 2014.

Under Section 161 of the Companies Act, 2013 Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bakhtavar Pardiwalla holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment. A notice in writing has been received from a Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying their intention to propose candidatures of Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bakhtavar Pardiwalla for the office of a Director.

Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bakhtavar Pardiwalla are the Non-Executive Independent Directors of the Company.

None of the Directors other than Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bakhtavar Pardiwalla are in any way concerned or interested in Item Nos. 4 to 8.

**Item Nos. 9 to 15**

Mr. D. S. Gagrati, Mrs. R. E. Vandrewala, Mr. R. Chandrasekharan, Mr. J. C. Bham, Mr. S. Raja, Mr. Girish Advani and Mrs. Bhaktavar Pardiwalla (hereinafter collectively referred to as "Independent Directors of the Company") are Independent Directors of the Company.

Under Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), Independent Directors are to be appointed for a consecutive term of five years and is not liable to retire by rotation.

Further, the Securities and Exchange Board of India (SEBI) has proposed amendment to Clause 49 of the Listing Agreement inter alia, stipulating the conditions for the appointment of Independent Directors by a listed company.

The Board has recommended the appointment of Mr. D. S. Gagrati, Mrs. R. E. Vandrewala, Mr. J. C. Bham, Mr. R. Chandrasekharan, Mr. S. Raja, Mr. Girish Advani and Mrs. Bhaktavar Pardiwalla as Independent Directors under the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof) to hold office for 5 (five) consecutive years for a term from the conclusion of this Annual General Meeting upto 25<sup>th</sup> September, 2019.

The Independent Directors of the Company 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(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of the Independent Directors of the Company that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. D. S. Gagrati, Mrs. R. E. Vandrewala, Mr. J. C. Bham, Mr. R. Chandrasekharan, Mr. S. Raja, Mr. Girish Advani and Mrs. Bhaktavar Pardiwalla fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. They are independent of the management.