

**OSEASPRE CONSULTANTS LIMITED**

[CIN: L74140MH1982PLC027652]

Registered Off: Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001  
Admin Off: C-1, Wadia International Center, P. Budhkar Marg, Worli, Mumbai - 400 025  
[Website: www.oseaspre.com] [Tel Nos: 022 66620000] [Email:oseaspre@gmail.com]

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY FORTH ANNUAL GENERAL MEETING OF THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED WILL BE HELD AT THE ADMINITRATIVE OFFICE OF THE COMPANY AT C-1, WADIA INTERNATIONAL CENTER, PANDURANG BUDHKAR MARG, WORLI, MUMBAI - 400 025, ON THURSDAY, 21<sup>ST</sup> JULY, 2016 AT 3.00 P. M. TO TRANSACT THE FOLLOWING BUSINESS:**

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. Ratification of appointment of Auditors:

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 Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the resolution passed by the members at the 33<sup>rd</sup> Annual General Meeting ("AGM") held on September 30, 2015, appointing M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, (ICAI Registration No. 104607W), as Statutory Auditors to hold office from the conclusion of the 33<sup>rd</sup> AGM till conclusion of the 38<sup>th</sup> AGM, the appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, (ICAI Registration No. 104607W), as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting i.e. 34<sup>th</sup> AGM until the conclusion of the 38<sup>th</sup> AGM of the Company, be ratified by the Members on such remuneration as may be fixed by the Board, apart from reimbursement of travelling and out of pocket expenses as may be incurred by them for the purpose of audit."

**Special Business:**

3. Appointment of Mrs. Bhaktwar Pardiwalla (DIN 06721889) as Director of the Company

**"RESOLVED** that pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and also under the provisions of Articles of Association of the Company, Mrs. Bhaktwar Pardiwalla (DIN: 06721889) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09.11.2015 and who holds office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation"

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

  
Nimesh Maniyar  
Company Secretary  
ACS: 38665

Mumbai, 18<sup>th</sup> May, 2016  
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 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
- c. Brief resume of a director proposed to be appointed, nature of her expertise in functional areas, names of companies in which she hold directorships and memberships/chairmanships of Board Committees and shareholding, are hereto annexed as 'Annexure I'.
- b. The Register of Members and Share Transfer Books of the Company will be closed from 8<sup>th</sup> July, 2016 to Thursday 21<sup>st</sup> July, 2016 (both days inclusive).
- c. 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.
- d. 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 in respect of their physical share folios, if any, quoting their folio numbers, at their address given below:.

Karvy Computershare Private Limited  
(Unit : Oseaspre Consultants Limited)  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad,  
Telangana – 500 032, India  
Telephone number: +91 40 6716 2222  
Fax number: +91 40 2342 0814  
E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

- e. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

- f. 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 Center, Pandurang Budhkar Marg, Worli, Mumbai - 400025 or from its R&TA at their aforesaid address.
- g. As part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the general meetings, Financial Statements, Directors' 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 [oseaspre@gmail.com](mailto:oseaspre@gmail.com) or login at the R&TA's website [einward@karvy.com](http://einward@karvy.com) and register their request.

- g. 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.
- h. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- i. **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 Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 34<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 18<sup>th</sup> July, 2016 at 9.00 a. m. and ends on 20<sup>th</sup> July, 2016 at 5.00 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 15<sup>th</sup> July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 8 digits of the sequence number in the PAN field.</li><li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 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 "RESOLUTIONS 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- j. 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.
- k. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes 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 favour or against, if any, forthwith to the Director of the Company.
- m. 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.
- n. 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

  
Nimesh Maniyar  
Company Secretary  
ACS: 38665

Mumbai, 18th May, 2016  
Registered Office:  
Neville House,  
J. N. Heredia Marg,  
Ballard Estate,  
Mumbai 400 001

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 3**

Mrs. Bhaktawar Pardiwalla is an Additional Director of the Company.

Mrs. Pardiwalla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Pardiwalla for the office of Director of the Company.

Brief resume of Mrs. Pardiwalla, nature of her expertise in functional arears and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se are provided in Annexure I to the Notice.

Mrs. Pardiwalla is interested in the resolution set out respectively at Item No. 3 of the Notice with regard to her appointment as Director.

The relatives of Mrs. Pardiwalla may be deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mrs. Pardiwalla, none of the other Directors / Key Managerial Personnel of the Company of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the shareholders.

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

  
Nimesh Maniyar  
Company Secretary  
ACS: 38665

Mumbai, 18th May, 2016  
Registered Office:  
Neville House,  
J. N. Heredia Marg,  
Ballard Estate,  
Mumbai 400 001

## **ANNEXURE I TO THE NOTICE**

### **Brief resume of Directors proposed to be appointed-**

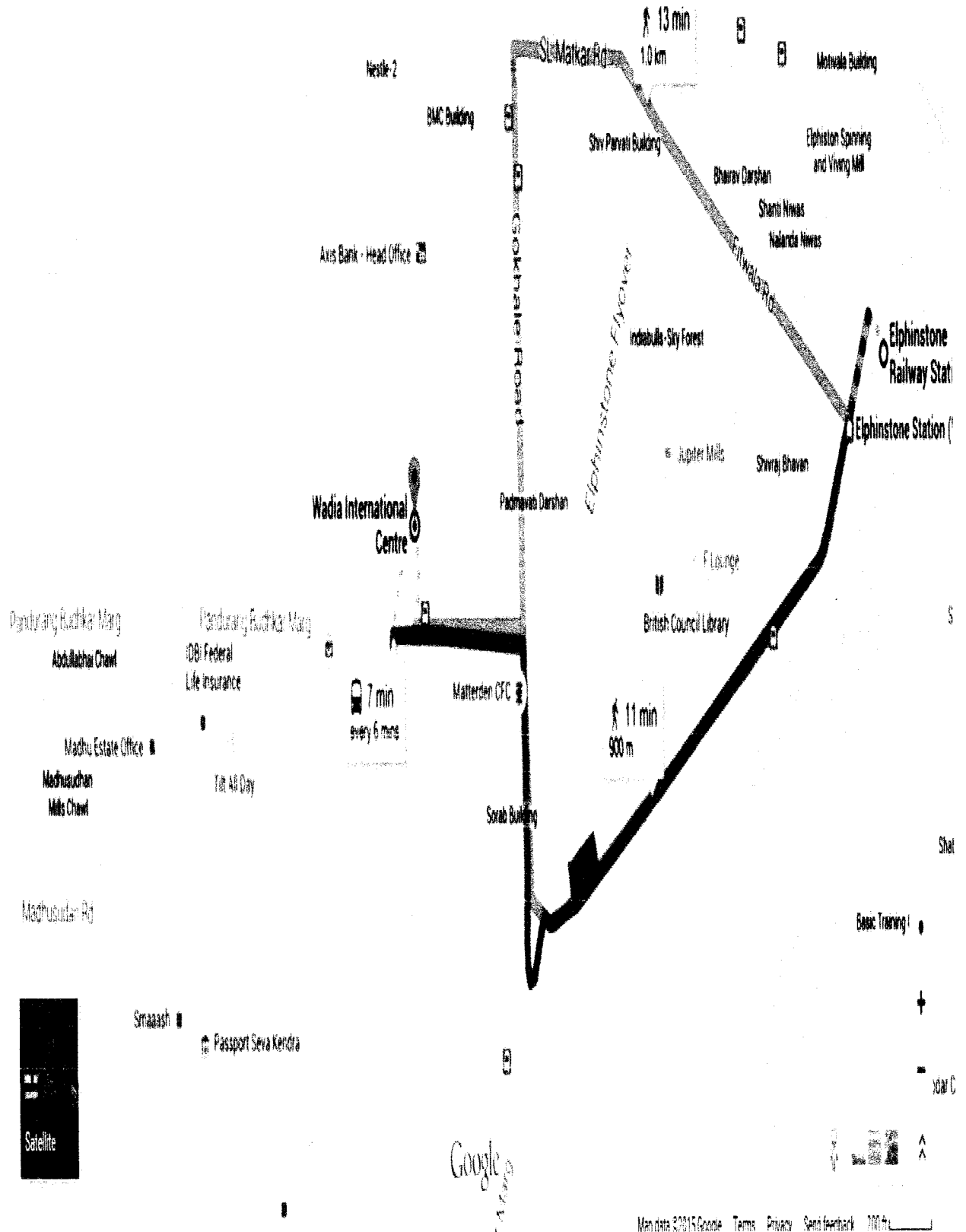
Mrs. Pardiwalla, 61, has forty years of experience in the field of administration

Outside Directorship: Technojet Consultants Limited and Nitapo Holdings Pvt. Ltd.

Committee Membership: NIL

She holds 8051 shares of the Company as on 31<sup>st</sup> March, 2016.

**ROUTE MAP**  
**Venue - C-1, Wadia International Center, Pandurang Budhkar Marg, Worli,**  
**Mumbai - 400 025**



**Landmark : Near Bombay Dyeing**

**Distance from Elphinstone Road Railway Station is 900m and from Parel Railway station is 1200m.**



## OSEASPRE CONSULTANTS LIMITED

### DIRECTORS REPORT TO THE MEMBERS

The Directors hereby present their Report on the business and operations of the Company and the audited financial statements for the year ended 31<sup>st</sup> March, 2016:

#### 1. FINANCIAL RESULTS:

	For the year ended 31 <sup>st</sup> March, 2016 (Rs.)	For the year ended 31 <sup>st</sup> March, 2015 (Rs.)
<b>Profit before taxation</b>	<b>9,74,895</b>	<b>22,56,989</b>
Less: Provision for taxation	-	-
Current tax	1,90,000	4,35,000
Excess Provision of tax of earlier years	-	-
<b>Profit after taxation</b>	<b>7,84,895</b>	<b>18,21,989</b>
Add: Balance brought forward from earlier year	68,08,498	49,86,509
<b>Balance carried to Balance Sheet</b>	<b>75,93,393</b>	<b>68,08,498</b>

#### 2. DIVIDEND:

Your directors have not recommended any dividend for the year under review.

#### 3. OPERATIONS:

The Company has rented its factory premises located at Valsad.

#### 4. HOLDING AND SUBSIDIARIES:

The Company has no subsidiary, joint venture or associate companies.

#### 5. DEPOSITS:

The Company has not accepted any deposits from the public.

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

In view of the nature of activities which are being carried on by your Company, the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, concerning conservation of energy and technology absorption, are not applicable to your Company.

There were no Foreign Exchange earnings or outgo during the period.

**7. RELATED PARTY TRANSACTIONS:**

The Company had not entered into any related party transactions as per Section 188 of the Companies Act, 2013, during the Financial Year 2015-16.

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has no outstanding Loans, Guarantees or Investments covered under Section 186 of the Companies Act, 2013, as on March 31, 2016.

**9. EXTRACT OF ANNUAL RETURN AS REQUIRED AND PRESCRIBED UNDER SECTION 92(3) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at 31st March, 2016 forms part of this Report and is appended herewith as "Annexure A"

**10. DIRECTORS:**

During the year under review, Mrs. Bhaktawar Pardiwalla, Independent Director, had step down from the Board of the Company w.e.f. October 19, 2015, as she didn't meet the criteria of Independence due to her shareholding which exceeded more than 2% of the paid-up capital of the Company.

The Board of Directors had appointed Mrs. Bhaktawar Pardiwalla, as an Additional Director on November 9, 2015, and categorized her as woman director in terms of Section 161, 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment of Directors) Rules, 2014 under Section 161 of the Companies Act, 2013, ("Act"). She will hold office upto the Annual General Meeting, of the Company and being eligible, offers herself for appointment. Notice under Section 160 of Act, has been received by the Company from a member, signifying an intention to propose the candidature of Mrs. Bhaktawar Pardiwalla as director of the Company.

Necessary resolution for the appointment of Mrs. Bhaktawar Pardiwalla have been included in the notice convening the ensuing AGM and requisite details have been provided in the notice. Your directors commend their appointment.

All the Independent Directors have given a declaration under sub-section (7) of section 149 of the Companies Act, 2013 ("Act") that they meet the criteria of independence as laid down under Section 149(6) of the Act.

During the year, the non-executive director of the Company had no pecuniary relationship or transactions with the Company.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors as prescribed under Section 164(2) of the Companies Act, 2013.

During the year under review, 4 Board Meetings were held, the dates being May 28, 2015, August 11, 2015, November 09, 2015, February 10, 2016. The gap between the meetings was within the period prescribed under the Companies Act, 2013.