

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, Mumbai - 400 025
[CIN: L74140MH1982PLC027652] [Email:oseaspre@gmail.com]
[Website: www.oseaspre.com] [Tel Nos: 022 66620000] [Fax Nos: 022 67495200]

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY 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, 15TH MAY, 2015 AT 2.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

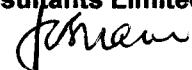
To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as “the Board”) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase / invest or otherwise in the securities of any other body corporate including investments in Mutual Fund Units exceeding sixty percent of the company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs. 5 crores (Rupees Five Crores Only) over and above the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to invest the surplus funds of the Company in the Mutual Fund Units / securities / instrument of any other Body Corporate / Company / Entity as well as give guarantees, provide securities, by way of pledge or lien in connection with a loan made by any other person as aforesaid to Companies / Bodies Corporate /Entities as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors or its Committee or to any of its director to which the Board may delegate all or any of its powers be and is hereby authorized to take all actions and / or steps as may be necessary or expedient and to do all acts, deeds, matters and things which are incidental and consequential as the Board of Director or its Committee or any of its Director may at its absolute discretion deem necessary to give effect to the Resolution.”

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



J. C. Bham

Director
DIN: 02806038

Mumbai,
Dated: 30th March, 2015

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. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, April 10, 2015 ("Record Date"). The Notice of the Meeting is also displayed/posted on the websites of the Company www.oseaspre.com and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
- d. 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.
- e. 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.
- 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 Administrative 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.
- g. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- h. **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 EGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 12th May, 2015 at 9.00 a.m. and ends 14th May, 2015 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 8th May, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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"> • 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. • 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.
DOB	<p>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/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Oseaspre Consultant Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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 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.
 - 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 should be mailed to 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.
- (xviii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (i). 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.
- (j). The Scrutinizer shall within 24 hours 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 favor or against, if any, forthwith to the Director of the Company.

- (j). The Results declared along with the Scrutinizers' Report shall be placed on the Company's website www.oseaspre.com and on the website of CDSL within two (2) days of passing of the resolution at the EGM of the Company and communicated to BSE Limited.
- (l). 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
DIN: 02806038

Mumbai,
Dated: 30th March, 2015

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**

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person / other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium account or 100% of its free reserves and security premium account, whichever is more, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution.

The Company is reviewing opportunity for investments of its funds either directly or through its associate company and would, therefore, be required to provide financial support by way of loan(s)/and/or guarantee(s)/investment in securities of any other subsidiaries or associate companies or otherwise, in order to achieve greater financial flexibility and to enable optimal returns on its funds.

It is therefore, proposed that the Board of Directors of the Company be authorised to invest by way of subscription and / or purchase of securities, grant of loan(s), giving of guarantee(s) and / or providing of security(ies) for an amount not exceeding Rs. 5 crores (Rupees Five Crores Only) over and above the paid up share capital and free reserves of the Company from time to time in / to one or more of the persons / entities. Since the above investments, loans, guarantees and / or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

The Special Resolution mentioned above is of an enabling nature. The Directors therefore recommend the Resolution for your acceptance.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

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



J. C. Bham
Director
DIN: 02806038

Mumbai,
Dated: 30th March, 2015
Registered Office:
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J. N. Heredia Marg,
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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014]

Name and Address of the Shareholder :

Email Id :

Registered Folio No./DP ID & Client ID :

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ resident of _____

Email: _____ Signature _____ or failing him/her,

2. Name: _____ resident of _____

Email: _____ Signature _____ or failing him/her,

3. Name: _____ resident of _____

Email: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held at the administrative office of the Company at C-1, Wadia International Centre, P. Budhkar Marg, Worli, Mumbai - 400 025 on Friday, 15th May, 2015, at 2.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated on the reverse of this page:

Resolution No.	Resolutions	For	Against
Special Business			
1	Special Resolution to make loans and investment or provide any guarantee by the Company u/s 186 of Companies Act, 2013		

Affix Re.
1/-
Revenue
Stamp

Signed this _____ day of _____ 2015

Signature of the Member

Signature of Proxy holder (s)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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**ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING –Friday, 15th May, 2015**

Name and Address of the :
Shareholder

Email ID :

Registered Folio No./DP ID & :
Client ID

No. of shares held :

Name of the Proxy :

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I certify that I am a registered Member/Proxy for the registered Member of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held at the administrative office of the Company at C-1, Wadia International Centre, P. Budhkar Marg, Worli, Mumbai - 400 025 on Friday, 15th May, 2015, at 2.00 p.m.

Name of the Member/Proxy Signature of Member/Proxy

Name of the Member/Proxy

Signature of the Member/Proxy

NOTE:

- 1) Members/Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.
- 2) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Notice of the Extra-ordinary General Meeting for reference at the meeting.
- 3) Kindly refer to the e-voting instructions on the reverse of this page.