

OSEASPRE CONSULTANTS LIMITED

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

Telephone No: 91 2261 8071

Admin Office: C-1, Wadia International Centre, Pandurang Budhkar Marg, Worli,
Mumbai 400 025, **Telephone No: 91 22 6662 0000**

Notice pursuant to Section 192A(2) of the Companies Act, 1956

To the Members of the Company

Notice is hereby given that the draft resolution set out below is proposed to be passed through Postal Ballot in accordance with section 192A(2) of the Companies Act, 1956 (“the Act”) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 made thereunder, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) proposes the same for the approval by the members.

An Explanatory Statement pursuant to section 173(2) of the Act setting out all material facts relating to the resolution is annexed hereto along with a Postal Ballot Form for consideration of Members.

The Board has appointed Mr. Nilesh G. Shah of M/s. Nilesh Shah & Associates, Practicing Company Secretary, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (No other form or photo copy thereof is permitted) duly completed, in the attached self-addressed Postage prepaid envelope so as to reach the Scrutinizer on or before 22/10/2013. Responses received from members after 22/10/2013 shall be treated as if no response is received in terms of Rule 5(f) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Members are therefore requested to send the duly completed Postal Ballot Forms well before 22/10/2013 providing sufficient time for postal transit. The Scrutinizer will submit his report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 24/10/2013.

Draft resolution to be passed through Postal Ballot:

APPOINTMENT OF REGISTRAR AND TRANSFER AGENT

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

“RESOLVED THAT the consent of the Members 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 appointing M/s. Sharepro Services India Private Limited as the Company’s Registrar and Transfer Agent on a remuneration as may be decided by the Board in consultation with the Registrar.”

By Order of the Board of Directors
For Oseaspre Consultants Limited

D. S. Gagrath
Director

Registered Office:

Oseaspre Consultants Limited
J. N. Heredia Marg,
Ballard Estate,
Mumbai - 400 001
Dated: 16th September, 2013

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

The Company is listed on Bombay Stock Exchange Limited (BSE) and is in the process for dematerialization of its Shares as per the Listing Agreement with BSE. For this purpose the Company will be applying for International Securities Identification Number (ISIN) from Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) as it is made mandatory as per the Listing Agreement with BSE for all companies listed with BSE.

Currently as the shares of the Company are held in physical mode the members register is being managed in - house by the Company itself. Pursuant to the dematerialization process it would be necessary to appoint Registrar & Transfer Agent to maintain the Register of Members as well to deal with all transfer/transmission related activities. It is therefore thought advisable in the interest of the Company to appoint M/s. Sharepro Services India Private Limited as the Company’s Registrar and Transfer Agent for obtaining RTA connectivity from CDSL and NSDL and to act as the Registrar and Transfer Agent on behalf of the Company.

The Directors recommend the aforesaid resolution for approval by the Members.

None of the Directors is interested in the aforesaid resolution of the accompanying Notice.

By Order of the Board of Directors
For Oseaspre Consultants Limited

D. S. Gagrat
Director

Mumbai,
Dated: 16th September, 2013

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

INSTRUCTIONS FOR VOTING

1. A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy whereof is permitted) and send it to the Scrutinizer in the attached self-addressed prepaid envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Forms, if sent by courier at the expense of the shareholder, will also be accepted.
2. Duly completed Postal Ballot Form should reach on or before 22/10/2013. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the shareholder has not been received.
3. Assent or Dissent to the proposed resolution may be accorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the shareholder (as per the signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named shareholder and in his/her absence by the next named shareholder. There will be only one Postal Ballot Form every Folio irrespective of the number of joint holder(s).
5. In case, the form is signed by the Power of Attorney holder for and on behalf of the Shareholder, it must be accompanied by a certified true copy of the Power of Attorney. If such power of attorney is already registered with the Company, the power of attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trust,

societies etc, the duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/Authority.

6. Unsigned Postal Ballot Form will be rejected.
7. Members are requested not to send any other paper along with the Postal ballot Form in the enclosed self-addressed envelope since all such envelopes will be send to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the Shareholders for sending any other correspondence to the Company.

General:

- a) Voting by Postal Ballot, in physical form, can be exercised only by the shareholder or his / her duly constituted attorney or, in case of bodies corporate, the duly authorized person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, which is the date of the Completion of dispatch of the notice. This date shall be announced through advertisement.
- c) Voting period commences on and from 20/09/2013 and ends on 22/10/2013.
- d) The date of declaration of results of the postal ballot (i.e. 24/10/2013) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.