



**OSEASPRE CONSULTANTS LIMITED**

**ANNUAL REPORT**

**FINANCIAL YEAR 2025 - 2026**

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# CORPORATE INFORMATION

## DIRECTORS

Mr. Jairaj Champaklal Bham  
Mr. Sanjive Arora  
Mr. Nitin Hariyantlal Datanwala  
Mrs. Bakhtavar A. Pardiwalla  
Mr. Sharma Raja (upto 17.06.2025)

## REGISTERED OFFICE

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

**CIN** - L74140MH1982PLC027652

## MANAGER

Mr. Amit Nisar (w.e.f. 03.09.2025)

## CONTACT DETAILS

Email: oseaspre@gmail.com  
Phone: (91) (22) 6662 0000  
Website: www.oseaspre.com

## COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Mr. Ganesh S. Pardeshi

## STATUTORY AUDITOR'S

M/s. Manek & Associates

## REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited  
Selenium Building, Tower B  
Plot No. 31-32, Financial District  
Nanakramguda, Serilingampally  
Hyderabad, Rangareddy  
Telangana - 500 032, India  
Toll Free No.1800 309 4001  
Phone No. (91) 40 7961 5565  
Email : einward.ris@kfintech.com  
Website : www.kfintech.com

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 44<sup>TH</sup> (FORTY FOURTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED WILL BE HELD ON FRIDAY, 19<sup>TH</sup> JUNE, 2026 AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NEVILLE HOUSE, J. N. HEREDIA MARG, BALLARD ESTATE, MUMBAI – 400 001 TO TRANSACT THE FOLLOWING BUSINESSES:**

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### **ORDINARY BUSINESSES:**

- 1. Adoption of the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2026 along with the Reports of the Board and Auditors thereon.**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 comprising of the Balance Sheet as at that date, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year ended on that date and the Notes to Financial Statements together with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

- 2. Declaration of Dividend for the Financial Year ended 31<sup>st</sup> March, 2026.**

To declare Dividend of ₹ 87/- per Equity Share of face value of ₹ 10/- each for the financial year ended 31<sup>st</sup> March, 2026.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a Dividend of ₹ 87/- per Equity Share of face value of ₹ 10/- each for the financial year ended 31<sup>st</sup> March 2026, as recommended by the Board of Directors, be and is hereby approved and declared on the entire Issued, Subscribed and Paid-up Equity Share Capital of the Company, comprising of 2,00,000 Equity Shares of face value of ₹ 10/- each and that the Dividend shall be paid to those Members whose names appear on the Register of Members/Register of Beneficial Owners as on the Record date fixed for the purpose i.e. Friday, 12<sup>th</sup> June, 2026 subject to applicable taxes.”

- 3. Appointment of a Director in place of Mr. Jairaj Champaklal Bham (DIN: 02806038), who retires by rotation and being eligible, offers himself for re-appointment.**

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 152(6) 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 Articles of Association of the Company, Mr. Jairaj Champaklal Bham (DIN: 02806038) who retires by rotation at this Annual General Meeting of the Company, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps, as may be required, for obtaining necessary approvals, if any and further to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for the matters concerned and incidental thereto.”

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

**Ganesh S. Pardeshi  
Company Secretary  
ICSI Membership No.: A29080**

**Date:** 15<sup>th</sup> May, 2026  
**Place:** Mumbai

## NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of a member not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% 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 attached herewith). Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable to attend and vote on their behalf at the Meeting. The proxy holder shall prove his identity at the time of attending the meeting.
- b. Brief resume of the Director proposed to be re-appointed (with respect to Item No. 3, nature of their expertise in functional areas, names of the Companies in which he hold Directorships and memberships/Chairmanships of Board Committees and shareholding, are mentioned in '**Annexure - I**'
- c. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 13<sup>th</sup> June, 2026 to Friday, 19<sup>th</sup> June, 2026 (both days inclusive).
- 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 immediately notify 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 (RTA) in respect of their physical share folios, if any, quoting their folio numbers, at their address given below :
- KFin Technologies Limited  
(Unit: Oseaspre Consultants Limited)  
Selenium Building, Tower B, Plot No. 31-32,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad,  
Rangareddy, Telangana - 500 032, India.  
Toll Free No. : 1800 309 4001  
Phone Number : (91) 40 7961 5565  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com
- f. Members holding shares in physical form may avail themselves 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. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13(Nomination Form). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the member may submit the requisite application in Form ISR-3 or Form SH-14, as the case may be.
- g. In accordance with Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
- h. By virtue of MCA Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, read with Rule 11 of the Companies (Accounts) Rules, 2014, service of documents may be made to Members through electronic mode. We therefore appeal to the Members to be a part of the said 'Green Initiative' and

request the Members to register their name and e-mail id in getting the said documents in electronic mode by sending an email giving their Registered Folio Number and/ or DP Id/ Client ID at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- 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. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within the time prescribed under law, to those Members whose name appear on the Register of Members as on 12<sup>th</sup> June, 2026. The dividend for the shares held in dematerialized form, will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. 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/update bank account details to the Registrar and Share Transfer Agent or Company. 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 Registrar 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. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates of the Income Tax Act, 2025. The Shareholders are requested to update their PAN with the Company or its Registrar and Share Transfer Agent (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
- k. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- l. Members are requested to bring their copy of the Annual Report to the Meeting.
- m. **The instructions for shareholders voting electronically are as under:**

**I. Voting through electronic means:**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Forty Fourth Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the RTA of the Company.





- II. The facility for voting through electronic system or by ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through electronic system/ballot paper in case they have not casted their vote by remote e-voting.
- III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM ***but shall not be entitled to cast their votes again.***
- IV. The remote e-voting period commences on Tuesday, 16<sup>th</sup> June, 2026 (9:00 am) and ends on Thursday, 18<sup>th</sup> June, 2026 (5:00 pm). During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 12<sup>th</sup> June, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting by KFin Technologies Ltd. thereafter.
- V. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- VI. A person who is not a member as on cut-off date Friday, 12<sup>th</sup> June, 2026 should treat this Notice for information purpose only.
- VII. The process and manner for remote e-voting is as under:

Step 1 : Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Details on Step 1 are mentioned below:

**I) [Login for remote e-voting for Individual Members holding equity shares in demat mode.](#)**

Type of Member	Login Method
<p><u><a href="#">Individual Members holding securities in demat mode with NSDL</a></u></p>	<p><b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>4. Click on company name i.e. ‘Oseaspre Consultants Limited’ or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the AGM.</li> </ol> <p><b>Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>4. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. Click on company name i.e Oseaspre Consultants Limited or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the AGM.</li> <li>8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p>      </div>
<p><u><a href="#">Individual Members holding securities in demat mode with CDSL</a></u></p>	<ol style="list-style-type: none"> <li>1. <b>Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> <li>2. <b>User not registered for Easi / Easiest</b></li> </ol>

	<ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Oseaspre Consultants Limited' or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul>
<a href="#">Individual Members login through their demat accounts / Website of Depository Participant</a>	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against Oseaspre Consultants Limited or KFin.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

Details on Step 2 are mentioned below:

**II) Login method for e-voting for Members other than Individual's Members holding shares in demat mode and Members holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company or its RTA/ DPs, will receive an email from KFin informing them of their User-id and Password. Once the member receives the e-mail, he or she will need to go through the following steps to complete the e-voting process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do

not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., "Oseaspre Consultants Ltd. – AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with the KFinTech by sending KYC Documents prescribed under SEBI Master circular HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 6<sup>th</sup> February, 2026 at KFin Technologies Limited, Unit – Oseaspre Consultant Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (in case of Shares held in physical form).
- ii. Upon updation of e-mail ID, Shareholders may send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for procuring user ID and password for e-voting.
- iii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- iv. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- v. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- vi. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link of the Annual Report, to be sent to those shareholder(s) who have not registered their email address with the Company / Depositories / Depository participants / Company's RTA. Accordingly, the Company will be sending the web-link of the Annual report as mentioned above or hard copy of the Annual Report to those shareholders whose email IDs are not registered with the Company/Depository Participant(s)/ RTA.

#### **Other Instructions:**

- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Friday, 12<sup>th</sup> June, 2026 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 12<sup>th</sup> June, 2026.

III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 12<sup>th</sup> June, 2026 may obtain the User ID and Password in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXX1234567890

**The E-voting Event Number is 9728.**

- b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Members may call KFin toll free number 1800 309 4001.
- d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

IV. The Board of Directors has appointed Mr. Vaibhav Shah, Company Secretary (Membership No. ACS 26121), Proprietor of Vaibhav Shah and Co., Practicing Company Secretaries - Mumbai, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

V. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM.

VI. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. [www.oseaspre.com](http://www.oseaspre.com) and that of KFin viz. <https://evoting.kfintech.com>.

VII. KPRISM- Mobile service application by KFin:

Members are requested to note that, our Registrar and Share Transfer Agents have launched a mobile application - **KPRISM** and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The **android mobile application** can be downloaded from Play Store by searching for "KPRISM". Alternatively you can also scan the QR code given below and download the android application.

Google Play:



App Store:



Website - <https://kprism.kfintech.com/>

VIII. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IX. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make within two working days from the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any,

to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

- X. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company [www.oseaspre.com](http://www.oseaspre.com) and on the website of Kfintech e-Voting immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.
- XI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. Friday, 19<sup>th</sup> June, 2026.
- XII. A route map showing directions to reach the venue of the 44<sup>th</sup> AGM is given along with this Annual Report as per the requirement of Secretarial Standard – 2 on General Meeting.

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

**Ganesh S. Pardeshi  
Company Secretary  
ICSI Membership No.: A29080**

**Date:** 15<sup>th</sup> May, 2026

**Place:** Mumbai

**Registered Office:**

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

## ANNEXURE – I

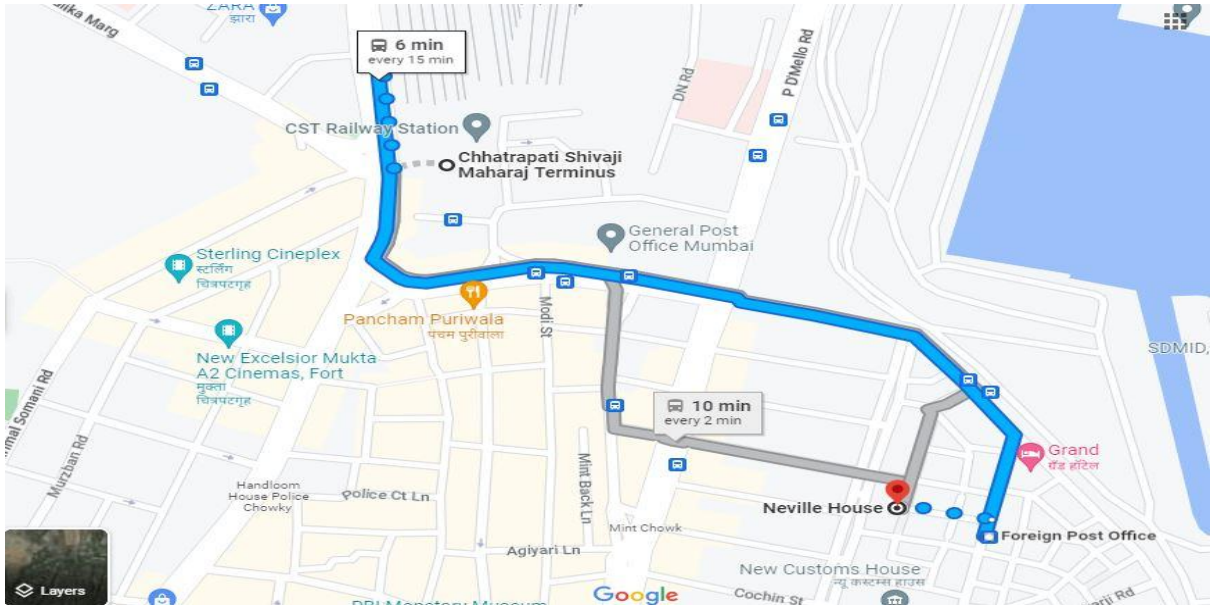
### Details of the Director / Manager seeking appointment / re-appointment at the 44<sup>th</sup> Annual General Meeting

{In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Sr. No.	Nature of Information	Item No.2
1	Name of the Director	Mr. Jairaj Champaklal Bham
2	Brief Profile	<p>Mr. Jairaj Champaklal Bham is presently working with Wadia Group. He is a member of The Institute of Company Secretaries of India and Institute of Chartered Accountant of India.</p> <p>He has over 55 years of Corporate experience in various areas and majorly includes Fund raising (domestic as well as international), Joint ventures and acquisitions, Meeting the compliance requirements of a listed public company, Property matters (owned &amp; lease), General insurance, and Indirect tax matters.</p> <p>He has been associated with the reputed organizations like The Bombay Dyeing &amp; Mfg. Co. Limited, Tata Steel Limited and Otis Elevator Company India Limited, wherein he held the position of Company Secretary and has contributed tremendously in the business activities of the Company.</p>
3	Date of Birth	20 <sup>th</sup> January, 1950
4	Nationality	Indian
5	Date of First Appointment	12 <sup>th</sup> August, 2014
6	Qualification	CS and CA
	Terms and Conditions	Mr. Jairaj Champaklal Bham has consented to retire by rotation at the ensuing Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013 and being eligible offers himself for reappointment.
7	Directorship of other Boards	Technojet Consultants Limited
8	Chairmanship/Membership of Board Committee of the other Companies	<u>Technojet Consultants Limited</u> - Member of Nomination & Remuneration Committee - Member of Audit Committee
9	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
10	Number of meetings of the Board attended during the year (FY 25-26)	8 out of 8
11	Shareholding in the Company	NIL
12	Relationship with other Directors and Key Managerial Personnel of the Company.	Mr. J C Bham is not related to any other Directors/ Key Managerial Personnel of the Company.

## ROUTE MAP

### 44<sup>th</sup> ANNUAL GENERAL MEETING OF OSEASPRE CONSULTANTS LIMITED



**Venue – Neville House, J. N. Heredia Marg, Ballard Estate  
Mumbai - 400 001**

**Landmark :** Near SBI Ballard Estate Branch

The distance from CSMT Railway Station is approximately 1000 Metres and from Churchgate Railway station is approximately 2000 Metres.

## **BOARD'S REPORT TO THE MEMBERS**

Your Directors present the Forty Fourth (44<sup>th</sup>) Board's Report on the business and operations of Oseaspre Consultants Limited, (the Company) along with the Audited Financial Statements for the Financial Year ("FY") ended 31<sup>st</sup> March, 2026.

### **1. FINANCIAL RESULTS & OPERATIONS:**

	(₹ In Lakhs)	
<b>Particular</b>	<b>For the year ended 31<sup>st</sup> March, 2026</b>	<b>For the year ended 31<sup>st</sup> March, 2025</b>
Profit / (Loss) before taxation	(17.09)	3.98
Less: Tax Expense	-	-
Current tax	-	-
Deferred Tax	-	-
Income tax of prior years	1.19	-
Profit / (Loss) after taxation	(18.27)	3.98
Add: Transfer from OCI	160.95	-
Add: Balance in Statement of Profit and Loss of Previous Year	40.03	36.05
Balance carried to Balance Sheet	182.71	40.03

During the year under review, the Company has made Loss after tax of ₹ 18.27 Lakhs as against the Profit of ₹ 3.98 Lakhs in the previous year.

### **ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Companies Act, 2013.

### **2. DIVIDEND:**

The Directors have recommended a Dividend of ₹ 87/- on the Equity Shares of ₹ 10/- each of the Company for the year ended 31<sup>st</sup> March, 2026 subject to the approval of Members at the 44<sup>th</sup> Annual General Meeting (AGM).

### **3. TRANSFER TO RESERVE:**

The Company has not proposed to transfer any amount to the General Reserve.

### **4. HOLDING AND SUBSIDIARIES:**

The Company does not have any holding, subsidiary, joint venture or associate Companies.

### **5. DEPOSITS:**

The Company has not accepted any deposits from the public in the Financial Year 2025 - 26.

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

In view of the nature of activities which are being carried out 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, pertaining to the conservation of energy and technology absorption, are not applicable to your Company. There were no Foreign Exchange earnings or outgo during the year.

### **7. RELATED PARTY TRANSACTIONS:**

During the year, all transactions entered into with the related parties as defined under the Companies Act, 2013 were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Also, suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to Financial Statements, which forms a part of the Annual Report.

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

During the year under review, the Company has no outstanding Loans, Guarantees or Investments pursuant to Section 186 of the Companies Act, 2013.

## **9. ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company as at 31<sup>st</sup> March, 2026 is uploaded on the website of the Company at [www.oseaspre.com](http://www.oseaspre.com).

## **10. DIRECTORS AND KEY MANGERIAL PERSONNEL:**

The Directors of the Company as on 31<sup>st</sup> March 2026 are as under :

- Mr. Jairaj C. Bham (DIN: 02806038)
- Mr. Nitin H. Datanwala (DIN: 00047544)
- Mr. Sanjive Arora (DIN: 07852459)
- Ms. Bakhtavar A. Pardiwalla (DIN: 06721889)

Mr. S. Raja, who was a Non Independent Non-Executive Director of the Company, resigned w.e.f. 17<sup>th</sup> June, 2025.

The Company has received declarations from all the Directors of the Company confirming that they are not disqualified under Section 164(2) of the Companies Act, 2013 from being appointed as the Directors of the Company and have also affirmed compliance with the Code of Conduct as required under Regulation 26(3) of the Listing Regulations.

Further, all the Independent Directors have given a declaration that they meet the criteria of independence as laid down under Section 149 of the Act.

In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Companies Act, 2013.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31<sup>st</sup> March, 2026 are Mr. Ganesh S. Pardeshi, Company Secretary and Chief Financial Officer. Mr. Ankush M. Shah resigned from position of Manager w.e.f. 10<sup>th</sup> June, 2025. Mr. Amit Nisar was appointed as Manager w.e.f. 3<sup>rd</sup> September, 2025. The members of the Company at their Annual General Meeting held on 29th September 2025 approved the appointment of Mr. Amit Nisar as the Manager of the Company.

## **11. DIRECTOR RETIRING BY ROTATION**

Pursuant to the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Jairaj Champaklal Bham (DIN: 02806038) Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The appointment of Mr. Jairaj Champaklal Bham is subject to the approval of the Members of the Company at the 44th AGM which has been included in the Notice convening the ensuing AGM and requisite details have been provided in the Notice. The Board recommends his appointment.

## **12. MEETING OF THE BOARD OF DIRECTORS**

During the year under review, total Eight (8) Board Meetings were held on 29th May, 2025, 9th June, 2025, 10th June, 2025, 11th August, 2025, 03rd September, 2025, 13th November, 2025, 12th February, 2026 and 26th February, 2026 respectively. The gap between meetings was within the period prescribed under the Act and Listing Regulations.

### **13. BOARD EVALUATION**

Pursuant to the provisions of the Act and Regulation 17 of Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and that of its committee's viz. Audit Committee and the Nomination and Remuneration Committee (NRC) and that of the individual Directors.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The NRC reviewed the performance of the individual Directors. A separate Meeting of Independent Directors was also held to review the performance of Non-Independent Directors;

Performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of Non-Executive Directors. This was followed by a Board Meeting that discussed the performance of the Board, its Committees and of individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of committees, effectiveness of committee meetings, etc.

The criteria for performance evaluation of the individual Directors includes aspects on contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

### **14. INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors met once on 12<sup>th</sup> February, 2026, *inter alia*, to discuss:

- Evaluation of the performance of the Board as a whole;
- Evaluation of performance of the Non-Independent Non-Executive Directors and Chairman of the Board;
- To assess the quality, quantity and timelines of the flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

### **15. AUDIT COMMITTEE:**

The Audit Committee is constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013. The Committee comprises of members who possess financial and accounting expertise/exposure.

The present Audit Committee consists of Mr. Sanjive Arora - Chairman, Independent Director, Mr. N.H. Datanwala - Independent Director and Mr. J.C. Bham - Non-Independent Non-Executive Director. Mr. J.C. Bham was appointed w.e.f 17<sup>th</sup> June, 2025 in place of Mr. S. Raja who resigned w.e.f 17<sup>th</sup> June, 2025. The Company Secretary acts as the Secretary to the Audit Committee.

During the year under review, Six (6) Meetings of the Audit Committee were held, the dates being on 29<sup>th</sup> May, 2025, 11<sup>th</sup> August, 2025, 03<sup>rd</sup> September, 2025, 13<sup>th</sup> November, 2025, 12<sup>th</sup> February, 2026 and 26<sup>th</sup> February, 2026.

The Board has adopted an Audit Committee Charter, for its functioning. The Audit Committee Charter has been uploaded on the Company's website i.e. [www.oseaspre.com](http://www.oseaspre.com)

### **16. NOMINATION AND REMUNERATION COMMITTEE:**

The Company has constituted a Nomination and Remuneration Committee (NRC) in conformity with the provisions of Section 178 of the Companies Act, 2013.

Mr. Sanjive Arora, Independent Director, is the Chairman of the Nomination and Remuneration Committee whereas Mr. N.H. Datanwala, Independent Director and Mr. J.C. Bham, Non-Independent Non-Executive Director are the members of the committee. The Company Secretary acts as the Secretary to the NRC.

The Company has Nomination and Remuneration Charter which provides the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees in accordance with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Charter of the Company is hosted on the Company's website [www.oseaspre.com](http://www.oseaspre.com)

During the year under review, total Three (3) Nomination and Remuneration Committee Meetings were held on 3<sup>rd</sup> September, 2025, 13<sup>th</sup> November, 2025 and 12<sup>th</sup> February, 2026.

The broad terms of reference of the Nomination and Remuneration Committee includes:

- Setup and composition of the Board and its committees.
- Evaluation of performance of the Board, its committees and Individual Directors.
- Remuneration for Directors, KMP and other employees.

The Nomination and Remuneration Committee recommends to the Board in relation to the identification, selection and appointment of Directors, Senior Management and their remuneration.

#### **17. VIGIL MECHANISM POLICY:**

The Board of Directors of the Company has pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, established Vigil Mechanism Policy-Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and/or reports, etc. The employees of the Company have the right to report their concern or grievance to the Chairman of the Audit Committee. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Whistle Blower Policy is hosted on the Company's website at [www.oseaspre.com](http://www.oseaspre.com).

#### **18. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge, confirm that:

- (a) In the preparation of the annual financial statements for the year ended 31st March, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period;
- (c) Have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) Have prepared the Annual Accounts on a going concern basis; and
- (e) Have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- (f) Have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and the reviews done by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025 - 26.

## **19. PARTICULARS OF EMPLOYEES:**

Details of remuneration of Directors, KMP's and employees as per Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of Report as "**Annexure-I**".

However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Members and others entitled thereto, excluding the information on employees' remuneration particulars as required under Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The disclosure is available for inspection by the Members at the Registered Office of your Company during business hours (9.30 a.m. IST to 6.30 p.m. IST) on all working days of the Company up to the date of the ensuing Annual General Meeting. Any Member interested in obtaining a copy thereof, may write an e-mail to oseason@gmail.com.

## **20. AUDITORS AND THEIR REPORTS:**

The matters related to Auditors and their reports are as under:

### **Statutory Auditors**

M/s. Manek and Associates, Chartered Accountants (Firm registration number: 126679W) were appointed as Auditors of the Company, at the Annual General Meeting held on 29<sup>th</sup> September, 2025 for a term of 5 (Five) consecutive years, to hold office from the conclusion of 43<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of the 48<sup>th</sup> AGM to be held in the year 2030. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Report given by the Statutory Auditors, M/s. Manek and Associates, Chartered Accountants on the Financial Statements of the Company for financial year ended 31<sup>st</sup> March, 2026 forms part of the Annual Report.

The Auditor's Report for the financial year ended 31<sup>st</sup> March, 2026 does not contain any qualification, reservation or adverse remark and therefore, does not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Parikh & Associates, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for the financial year 2025-26. The Report of the Secretarial Auditor is annexed herewith as "**Annexure-II**". The observations of the Secretarial Auditors referred to in the Secretarial Audit Report are self-explanatory.

### **Internal Auditors**

The Internal Auditor of the Company - M/s. Sandip Shah & Co., Chartered Accountants (Registration No. 133680W), have conducted the internal audit of the Company for the F.Y. 2025 - 26. The reports and findings of the Internal Auditor are periodically reviewed by the Audit Committee.

### **Fraud Reporting**

During the year under review, there were no instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted

## **21. COST RECORD :**

During the period under review, the Company was not required to maintain the cost records.

## **22. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There have been no significant and material orders passed by the regulators, courts and tribunals, which would impact the going concern status and the Company's operations in the future.

## **23. MATERIAL CHANGES:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relates and the date of this report.

## **24. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Internal Audit plays a key role in providing an assurance to the Board of Directors with respect to the Company having adequate Internal Financial Control Systems. The Company has adequate Internal Control System and processes in place with respect to its financial statements which provides reasonable assurance and reliability of financial reporting and preparation of Financial Statements.

The reports and findings of the internal auditor and the internal control system are reviewed periodically by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

## **25. RISK MANAGEMENT POLICY:**

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. The Company has formulated a Risk Management Policy for dealing with different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat the risk. The Risk Management procedure is reviewed by the Audit Committee and Board of Directors on time to time basis. The said Policy is available on the website of the Company at [www.oseaspre.com](http://www.oseaspre.com).

## **26. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

During the period under review, the provisions of constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, were not applicable to the Company.

The Company has not received any complaint of sexual harassment during the financial year 2025-26. The policy for Sexual Harassment of Women at Workplace has been posted on the Company's website i.e. [www.oseaspre.com](http://www.oseaspre.com).

## **27. COMPLIANCES WITH PROVISIONS OF MATERNITY BENEFIT ACT:**

During the period under review, the provisions of the Maternity Benefit Act, 1961, were not applicable to the Company.

## **28. CODE OF CONDUCT :**

The Board of Directors has adopted the Code of Ethics and Business Principles for Non-Executive Directors as also for the employees including Whole-Time Directors, Manager and other members of Senior Management. All members of the Board and senior management personnel have affirmed compliance with the Code. The said Code has been communicated to all the Directors and members of

the Senior Management. The Code has also been posted on the Company's website at www.oseaspre.com.

### **29. PREVENTION OF INSIDER TRADING CODE:**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by Designated Persons and code of practices and procedures for fair disclosures of unpublished price sensitive information ("Code") in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and any statutory amendment (s)/ modification(s) thereof, Company has amended the Code.

The Code is applicable to Directors, Employees, Designated Persons and other Connected Persons of the Company.

### **30. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 w.r.t Corporate Social Responsibility are not applicable to the Company during the year under review.

### **31. DIVIDEND DISTRIBUTION POLICY:**

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to formulate Dividend Distribution Policy.

### **32. CORPORATE GOVERNANCE:**

Your Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best Corporate Governance practices. The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. As a part of its growth strategy, it is committed to high levels of ethics and integrity in all its business dealings that avoid conflicts of interest.

However, in terms of the exemption provided under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing a separate report on Corporate Governance under Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

### **33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management discussion & analysis report forms part of Director's Report. Statements in this Management Discussion & Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations.

The financial statements are prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS"). The management of Oseaspre Consultants Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, for the year.

### **Risks & Concerns**

Risk is inherent to business and the Company is no exception. The Company has adequate internal control systems & procedures to combat the risk. The Company has a detailed risk management policy in place. Apart, from that, rising inflation continues to be a major concern.

### **Internal Control Systems & Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

M/s. Sandip Shah & Co. was the internal auditor of the Company for F.Y. 2025 - 26. The Internal auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the internal audit, process owners undertake corrective action in the respective

areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### **Key Financial Ratios**

The comparison of key financial ratios are disclosed under Note No. 32 of the Notes to the Financial Statements for the financial year 2025 - 26.

### **34. GENERAL**

- There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one time settlement of the Company with any Bank or Financial Institution.

### **35. APPRECIATION:**

The Directors express their appreciation to all the employees of the Company for their diligence and contribution of their performance. The Directors also record their appreciation for the support and co-operation received from agents, suppliers, bankers and all other stakeholders. Last but not the least, the Directors wish to thank all shareholders for their continued support.

**By Order of the Board of Directors  
FOR OSEASPRE CONSULTANTS LIMITED**

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**J. C. Bham  
CHAIRMAN  
DIN: 02806038**

**Place:** Mumbai

**Date:** 15<sup>th</sup> May, 2026

### ***Registered Office:***

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

**ANNEXURE-I**

**DETAILS OF THE REMUNERATION OF DIRECTORS, KMP'S AND EMPLOYEES**

[Pursuant To Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) Of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- a. The percentage increase in remuneration of each Director, Manager, Chief Financial Officer and Company Secretary during the F.Y. 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2025-26 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial Year 2025-26 (₹ in Lakh) *	% increase in Remuneration in the Financial Year 2025-26	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. J. C. Bham, Non - Executive, Non - Independent Director	-	-	-
2	Mr. S. Raja, Non - Executive, Non - Independent Director (Up to 17.06.2025)	-	-	-
3	Mr. Sanjive Arora, Non-Executive, Independent Director	-	-	-
4	Mr. N.H. Datanwala, Non-Executive, Independent Director	-	-	-
5	Mrs. Bakhtavar A. Pardiwalla, Non-Executive, Non-Independent Woman Director	-	-	-
6	Ms. Ganesh S. Pardeshi, Company Secretary and Chief Financial Officer	11.69	10%	#
7	Mr. Amit Nisar, Manager (w.e.f. 03.09.2025)	-	-	#
8	Mr. Ankush Shah, Manager (up to 10.06.2025)	-	-	#

\* No sitting fees have been provided by the Company to the Directors.

# Since, there is no common denomination for the period of two years, comparison of remuneration of Directors to Employees and comparison of remuneration of KMP against the performance of the Company cannot be provided.

- b. The median remuneration of the Company employee during the Financial Year 2025-26 was ₹ 11.69 lakhs. In the Financial Year 2025-26, there was 10% increase in the median remuneration of the employee.
- c. There was 1 permanent employee on the Payroll of the Company as on 31<sup>st</sup> March, 2026.
- d. It is hereby confirmed that the remuneration is paid as per the Remuneration policy of the Company.

**Place:** Mumbai  
**Date:** 15<sup>th</sup> May, 2026

**FOR OSEASPRE CONSULTANTS LIMITED**

**J. C. Bham**  
**Chairperson**  
**DIN: 02806038**

**ANNEXURE "II"**

**FORM No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**OSEASPRE CONSULTANTS LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oseaspre Consultants Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- (vi) As represented by the Management there are no sector specific laws applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are generally complied.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is constituted with Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are system and processes in the Company and are required to be strengthened to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Place: Mumbai  
Date: May 15, 2026

**For Parikh & Associates**  
Company Secretaries

Signature:  
J. U. Poojari  
Partner  
FCS No: 8102 CP No: 8187  
UDIN: F008102H000377922  
PR No.: 7327/2025

*This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.*

'Annexure A'

To,  
The Members  
**OSEASPRE CONSULTANTS LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: May 15, 2026

**For Parikh & Associates**  
Company Secretaries

Signature:  
J. U. Poojari  
Partner  
FCS No: 8102 CP No: 8187  
UDIN: F008102H000377922  
PR No.: 7327/2025

## **INDEPENDENT AUDITOR’S REPORT**

### **TO THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED**

#### **Report on the Audit of the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of Oseaspre Consultants Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended on that date, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as ‘Standalone financial statements’).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the loss and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis of Opinion**

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the ‘*Auditor’s Responsibilities for the Audit of the Standalone Financial Statements*’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence and ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

## Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key Audit Report</b>	<b>How was the matter addressed in our audit</b>
<p><b>Valuation and Sale of Equity Shares Classified as FVTOCI under Ind AS 109</b></p> <p>The Company has designated its investment in equity shares of INOR Medical under the Fair Value Through Other Comprehensive Income (FVTOCI) option in accordance with Ind AS 109, <i>Financial Instruments</i>.</p> <p>During the year, the Company has sold of 48,000 equity shares at a price of ₹371.91 per share.</p> <p>In line with the requirements of Ind AS 109, the cumulative gain are recognized in Other Comprehensive Income (OCI) and not routed through profit or loss.</p> <p>This area is considered a key audit matter due to the significance of the transaction, the judgment involved in determining fair value, and compliance with accounting standards relating to classification, measurement, and sale of equity instruments.</p>	<p><b>Our audit procedures in respect of this matter included, but were not limited to, the following:</b></p> <ul style="list-style-type: none"> <li>• Evaluated the Company’s accounting policy for investments in equity instruments and its compliance with Ind AS 109, particularly with respect to FVTOCI designation and treatment of gains on sale.</li> <li>• Verified the sale transaction of 48,000 shares, including tracing to supporting documentation such as Bank Statements</li> <li>• Assessed the fair valuation of the shares by reviewing the valuation done in accordance with Rule 11UA and reviewing the Net Asset Value (NAV) workings used by management.</li> <li>• Verified that the cumulative gain on sale has been appropriately recognized in OCI in accordance with Ind AS 109.</li> <li>• Reviewed the related disclosures in the financial statements to ensure adequacy and compliance with applicable accounting standards</li> </ul>

## **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, Directors report, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Standalone) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of

appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of user taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to Standalone financial statements and the operating effectiveness of such controls in place.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

The financial statements of the Company for the year ended 31<sup>st</sup> March 2025 were audited by the predecessor auditor M/s Kalyaniwalla & Mistry LLP , who have expressed an unmodified opinion on those financial statements vide their audit report dated May 29, 2025.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books .

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Standalone financial statements comply with the Standalone prescribed under section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015.
- e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith in relation to audit trail are as stated in paragraph 1(b) of Para Report on Other Legal and Regulatory Requirements above on reporting under Section 143(3)(b) of the Act and paragraph 1(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure A**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, there is no managerial remuneration paid or provided by the Company during the year
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts requiring provision under the applicable law or accounting standards.
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The Management has represented that:
  - (a) To the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) To the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. As stated in Note 33 to the standalone financial statements
- (a) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination and the information provided, the Company used accounting software with an audit trail (edit log) feature to maintain its books of account for the year ended March 31, 2026. This feature operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirement for record retention.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure B**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

**For MANEK & ASSOCIATES**  
**Chartered Accountants**  
**Firm's registration number: 0126679W**

**(SHAILESH L MANEK)**  
**Partner**  
**Membership Number: 034925**  
**UDIN:26034925WHFEXG275S**

**Mumbai**  
**Dated:15<sup>th</sup> May, 2026**

**ANNEXURE A TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF M/S. OSEASPRE CONSULTANTS LIMITED**

[Referred to in paragraph under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditors’ Report of even date to the Members of **M/S. OSEASPRE CONSULTANTS LIMITED** on the Financial Statements for the year ended March 31, 2026]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

**Opinion**

We have audited the internal financial controls over standalone financial statements of **M/S. OSEASPRE CONSULTANTS LIMITED** (“the Company”) as of 31st March, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31st March, 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over with reference to financial reporting statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For MANEK & ASSOCIATES  
Chartered Accountants  
Firm's registration number: 0126679W**

**Mumbai  
Dated:15<sup>TH</sup> May, 2026**

**(Shailesh L Manek)  
Partner  
Membership number: 034925  
UDIN: 26034925WHFEXG275S**

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF M/S. OSEASPRE CONSULTANTS LIMITED FOR THE YEAR ENDED MARCH 31, 2026**

- i) a) (A) The Company does not have any Property, Plant and Equipment. The Company has maintained proper records showing full particulars, including quantitative details and situation of investment property.
  - (B) The Company does not have intangible assets. Accordingly, the provisions of paragraph 3 (i) (a) (B) of the Order are not applicable.
- b) The Company does not have any Property, Plant and Equipment.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable property disclosed in the financial statements is held in the name of the Company.
- d) The Company has not revalued its investment property during the year.
- e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, the provisions of paragraph 3 (i) (e) of the Order are not applicable.
- ii) (a) The Company does not have any inventories and therefore the provisions of paragraph 3(ii)(a) of the Order are not applicable to the Company
  - (a) The Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, at any points of time in the year, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of paragraph 3 (ii) (b) of the Order are not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the

nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year and therefore provisions of clause 3 (iii)(a)(A)(B)(b)(c)(d)(e)(f) of the order are not applicable

iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans or guarantees or provided any securities to parties covered u/s 185 of the Act or made any investments covered u/s 186 of the Act.

v) The Company has not accepted any deposits from the public and consequently the directives issued by the Reserve Bank of India, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, and the Rules framed there under are not applicable and also no orders were passed by Company Law Board, National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal and therefore clause 3(v) of the order is not applicable

vi) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company and therefore, the provision of clause 3(vi) of the Order is not applicable.

vii) (a) According to the information and explanations given to us and on the basis of the books and records examined by us, the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, Sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues to the appropriate authorities applicable to it

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues were in arrears as at 31 March, 2026 for a period of more than six months from the date they became payable.

- (c) According to the information and explanation given to us, there are no material dues of Goods and Services Tax, provident fund, employees' state insurance, income tax, Sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which have not been deposited on account of any dispute.
- viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix) (a) In our opinion and according to the information and explanations given to us, there are no loans taken by the Company and therefore, the provision of clause 3 (ix)(a) of the Order is not applicable.
- (b) According to the information and explanation given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority and therefore, the provision of clause 3 (ix)(b) of the Order is not applicable
- (c) On an overall examination of the financial statements of the Company, there are no funds raised on short-term basis and therefore, the provision of clause 3 (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, there are no funds raised on short-term basis and therefore, the provision of clause 3 (ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds to meet the obligations of its subsidiaries, associates or joint ventures and hence the provision of clause 3 (ix)(e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence the provision of clause 3 (ix)(f) of the order is not applicable.

- x) (a) During the financial year, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and therefore, the provisions of clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year under review, therefore, the provisions of clauses 3(x)(b) of the Order are not applicable to the company.
- xi) (a) According to information and explanations given to us, there were no fraud by the company or any fraud on the Company has been noticed or reported during the year and therefore, the provision of clause 3 (xi)(a) of the Order is not applicable.
- (b) According to information and explanations given to us, no report under sub- section (12) of section 143 of the Companies Act is required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence the provision of clause 3 (xi)(b) of the order is not applicable.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii) In our opinion, the company is not a chit fund or a nidhi Company and therefore, the provisions of clause 3(xii)(a),3(xii)(b) and 3(xii)(c) of the Order are not applicable to the company.
- xiii) According to information and explanation given to us, all the transactions with related parties are in compliance with the provisions of sections 177 and 188 of Companies Act, 2013 where applicable. The details of related party transactions have been disclosed in the Ind AS financial statements, as required under the applicable Accounting Standards.

- xiv) (a) According to the information and explanations given to us and based on the documents and records produced before us, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditors for the year under audit were considered by the statutory auditor;
- xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has incurred cash losses of Rs 17.08 Lakhs lakhs during the year covered by our audit. However, the Company does not incurred cash loss during the immediately preceding financial year.
- xviii) There has been resignation of the statutory auditors during the year and based on the information and explanations given to us by the management and the response received by us pursuant to our communication with the outgoing auditors, there have been no issues, objections or concerns raised by the outgoing auditor.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due

within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;

- xx) During the year the provision of Section 135, as regards Corporate Social Responsibility (CSR), of the companies Act, 2013 is not applicable therefore, the provision of clause 3(xx)(a) & (b) of the order are not applicable.
  
- xxi) In our opinion, preparation of consolidated financial statements are not required and hence provisions of clause 3(xxi) of the order are not applicable.

**For MANEK & ASSOCIATES**  
**Chartered Accountants**  
**Firm's registration number: 0126679W**

**(SHAILESH L MANEK)**  
**Partner**  
**Membership Number: 034925**  
**UDIN: 26034925WHFEXG275S**

**Mumbai**  
**Dated:15<sup>th</sup> May,2026**

**OSEASPRE CONSULTANTS LIMITED**  
**CIN: L74140MH1982PLC027652**  
**Ind As Balance Sheet as at 31st March, 2026**

(₹ In Lakhs)			
Particulars	Note No.	As at 31st March, 2026	As at 31st March, 2025
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Investment Property	3	0.50	0.50
(b) Financial Assets			
(i) Investments	4	-	-
(c) Non Current Tax Assets	5	2.50	0.36
<b>Total Non-Current assets</b>		<b>3.00</b>	<b>0.86</b>
<b>Current assets</b>			
(a) Financial Assets			
(i) Trade Receivables	6	2.16	18.88
(ii) Cash and cash equivalents	7	209.83	0.77
(iii) Bank balances other than (ii) above	8	-	47.00
(iv) Other Financial Assets	9	0.11	2.26
(b) Other current assets	10	2.16	3.07
<b>Total Current assets</b>		<b>214.26</b>	<b>71.98</b>
<b>TOTAL ASSETS</b>		<b>217.26</b>	<b>72.84</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	11	20.00	20.00
(b) Other Equity	12	192.44	50.15
<b>Total Equity</b>		<b>212.44</b>	<b>70.15</b>
<b>Liabilities</b>			
<b>Non Current liabilities</b>			
Long Term Provisions	13	3.82	1.51
<b>Total Non Current Liabilities</b>		<b>3.82</b>	<b>1.51</b>
<b>Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
Trade Payble	14		
i) Total outstanding due of micro enterprise and small enterprises		0.75	1.16
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		0.01	-
<b>(b) Other current liabilities</b>	15	0.03	0.02
<b>(c) Short term provision</b>	16	0.21	-
<b>Total Current liabilities</b>		<b>1.00</b>	<b>1.18</b>
<b>Total of Liabilities</b>		<b>4.82</b>	<b>2.69</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>217.26</b>	<b>72.84</b>

The accompanying notes are an integral part of the financial statements - 1 to 37

As per our report attached  
**For MANEK AND ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 126679W

For and on behalf of the Board of Directors  
**Oseaspre Consultants Limited**  
CIN: L74140MH1982PLC027652

**SHAILESH MANEK**  
Partner  
M.No. 034925  
Date: 15th May, 2026  
Place: Mumbai

**Mr. J. C. Bham**                      **Mr. N. H. Datanwala**  
Director                                      Director  
DIN : 02806038                      DIN : 00047544

**Mr. Ganesh S. Pardeshi**  
Company Secretary / Chief Financial Officer  
Membership No.: 29080  
Date: 15th May, 2026  
Place: Mumbai

**OSEASPRE CONSULTANTS LIMITED**

CIN: L74140MH1982PLC027652

**Ind As Statement of Profit and Loss for the period ended 31st March, 2026**

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31st March, 2026	Year Ended 31st March, 2025
<b>INCOME</b>			
I Revenue from operations	17	-	18.00
II Other income	18	3.32	3.80
<b>III Total income</b>		<b>3.32</b>	<b>21.80</b>
<b>IV EXPENSES</b>			
Employee benefits expense	19	11.69	9.23
Depreciation and amortisation expenses	20	0.01	0.01
Other expenses	21	8.71	8.58
<b>Total expenses (IV)</b>		<b>20.41</b>	<b>17.82</b>
<b>V Profit / (Loss) before exceptional items and tax (III - IV)</b>		<b>(17.09)</b>	<b>3.98</b>
VI Exceptional items		-	-
<b>VII Profit / (Loss) before tax (V - VI)</b>		<b>(17.09)</b>	
<b>VIII Tax expense:</b>			
For earlier period	22	1.19	-
<b>Total tax (VIII)</b>		<b>1.19</b>	-
<b>IX Profit / (Loss) for the year (VII - VIII)</b>		<b>(18.28)</b>	<b>3.98</b>
<b>X Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss			
a) Net gain / (loss) on equity instruments designated at FVTOCI		178.52	-
- Income tax relating to items that will not be reclassified to profit or loss	22	(17.50)	
b) Actuarial Valuation Loss		(0.61)	
- Income tax relating to items that will not be reclassified to profit or loss		0.15	-
<b>Total of other comprehensive income</b>		<b>160.56</b>	-
<b>XI Total comprehensive income for the year (IX + X)</b>		<b>142.28</b>	<b>3.98</b>
<b>XII Earnings per equity share of nominal value of ₹ 10/- each</b>	23		
(i) Basic (in ₹)		(9.14)	1.99
(ii) Diluted (in ₹)		(9.14)	1.99

The accompanying notes are an integral part of the financial statements - 1 to 37

As per our report attached  
**For MANEK AND ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 126679W

For and on behalf of the Board of Directors  
**Oseaspre Consultants Limited**  
CIN: L74140MH1982PLC027652

**SHAILESH MANEK**  
Partner  
M.No. 034925  
Date: 15th May, 2026  
Place: Mumbai

**Mr. J. C. Bham**      **Mr. N. H. Datanwala**  
Director                      Director  
DIN : 02806038      DIN : 00047544

**Mr. Ganesh S. Pardeshi**  
Company Secretary / Chief Financial Officer  
Membership No.: 29080  
Date: 15th May, 2026  
Place: Mumbai

**OSEASPRE CONSULTANTS LIMITED**  
**CIN: L74140MH1982PLC027652**  
**Statement of Cash Flow for the period ended 31st March, 2026**

(₹ In Lakhs)		
Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before Tax	(17.09)	3.98
<i>Adjustments for :</i>		
Depreciation and amortisation expense	0.01	0.01
Profit on sale of mutual funds	(1.79)	(0.13)
Interest income on income tax refund	(0.04)	(0.01)
Gratuity expense (Acturial Valuation Loss)	(0.61)	-
Proior period tax	(1.19)	-
Deferred Tax asset Income	0.15	-
Interest income	(1.48)	(3.66)
<b>Operating cash flow before working capital changes</b>	<b>(22.04)</b>	<b>0.19</b>
<b>Adjustments for changes in working capital</b>		
Trade Receivable	16.72	(18.88)
Other current assets	0.91	(0.55)
Other current Liabilities	0.01	-
Trade Payables	(0.40)	(0.23)
Income tax refund	0.81	-
Long term provisions	1.86	-
Short term provision	0.21	0.31
<b>Cash used in operations</b>	<b>(1.92)</b>	<b>(19.16)</b>
Direct taxes paid	(20.00)	0.05
<b>NET CASH USED IN OPERATING ACTIVITIES (A)</b>	<b>(21.92)</b>	<b>(19.11)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investment measured at FVTOCI	178.52	-
Term Deposit placed	-	(51.00)
Term Deposit matured	47.00	57.00
Purchase of mutual funds	(224.00)	(6.00)
Proceeds from sale of mutual funds	225.83	6.13
Interest received	3.63	4.89
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES (B)</b>	<b>230.98</b>	<b>11.02</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	-	-
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>209.06</b>	<b>(8.09)</b>
<b>CASH AND CASH EQUIVALENTS AT THE COMMENCEMENT OF THE YEAR</b>	<b>0.77</b>	<b>8.86</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>209.83</b>	<b>0.77</b>

**Notes:**

(₹ In Lakhs)		
Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
1 Cash and cash equivalents comprises of :		
Balances with banks in current accounts	6.79	0.76
Bank Deposit with maturity less than three months	203.00	-
Cash on hand	0.03	0.01
	<b>209.83</b>	<b>0.77</b>

2 The above Statement of cash flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

3 Figures in brackets are outflows / deductions.

4 The accompanying notes are an integral part of the financial statements - 1 to 37

As per our report attached  
**For MANEK AND ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 126679W

For and on behalf of the Board of Directors  
**Oseaspre Consultants Limited**  
CIN: L74140MH1982PLC027652

**SHAILESH MANEK**  
Partner  
M.No. 034925  
Date: 15th May, 2026  
Place: Mumbai

**Mr. J. C. Bham**      **Mr. N. H. Datanwala**  
Director                      Director  
DIN : 02806038      DIN : 00047544

**Mr. Ganesh S. Pardeshi**  
Company Secretary / Chief Financial Officer  
Membership No.: 29080  
Date: 15th May, 2026  
Place: Mumbai

**OSEASPRE CONSULTANTS LIMITED**

CIN: L74140MH1982PLC027652

**Statement of changes in equity for the year ended 31st March, 2026**

**(A) EQUITY SHARE CAPITAL**

(₹ In Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
<b>Balance at beginning of year</b>	2,00,000	20.00	2,00,000	20.00
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period		-	-	-
Changes in equity share capital during the current year	-	-	-	-
<b>Balance at the end of the current reporting period</b>	2,00,000	20.00	2,00,000	20.00

**(B) OTHER EQUITY**

**(1) Current Reporting Year**

(₹ In Lakhs)

Particulars	Reserves and Surplus			Total
	General Reserve	Retained Earnings	Other items of Other Comprehensive Income (Re-measurement Gain/(Loss) on defined benefit plans and Income through sale of shares)	
Balance at the beginning of the current reporting year	10.19	40.03	(0.07)	50.15
Profit/(Loss) for the year	-	(18.28)		(18.28)
Other comprehensive income (net of tax)	-	-	160.56	160.56
Reclassification of gain on sale of FVTOCI equity instruments other than actuarial valuation loss (net of tax impacts)	-	160.95	(160.95)	-
<b>Balance at the end of the current reporting year</b>	10.19	182.70	(0.46)	192.43

**(2) Previous Reporting Year**

(₹ In Lakhs)

Particulars	Reserves and Surplus			Total
	General Reserve	Retained Earnings	Other items of Other Comprehensive Income (Re-measurement Gain/(Loss) on defined benefit plans and Income through sale of shares)	
Balance at the beginning of the current reporting year	10.19	36.05	(0.07)	46.17
Profit/(Loss) for the year	-	3.98	-	3.98
Other comprehensive income, net of taxes	-	-		-
<b>Balance at the end of the current reporting year</b>	10.19	40.03	(0.07)	50.15

The accompanying notes are an integral part of the financial statements - 1 to 37

As per our report attached  
**For MANEK AND ASSOCIATES**  
 Chartered Accountants  
 Firm Regn No. 126679W

For and on behalf of the Board of Directors  
**Oseaspres Consultants Limited**  
 CIN: L74140MH1982PLC027652

**SHAILESH MANEK**  
 Partner  
 M.No. 034925

**Mr. J. C. Bham**                      **Mr. N. H. Datanwala**  
 Director                                      Director  
 DIN : 02806038                      DIN : 00047544

Date: 15th May, 2026  
 Place: Mumbai

**Mr. Ganesh S. Pardeshi**  
 Company Secretary / Chief Financial Officer  
 Membership No.: 29080  
 Date: 15th May, 2026  
 Place: Mumbai

**OSEASPRE CONSULTANTS LIMITED**  
**Notes to the financials statement for the year ended 31<sup>st</sup> March, 2026**

**1. GENERAL INFORMATION ABOUT THE COMPANY**

Oseaspre Consultants Limited (the Company) was incorporated on June 28, 1982. It is engaged in the business of provision of technical know-how or rendering of services in connection with the provision of technical know-how and to provide services in areas of accountancy and secretarial, etc. The Company is a public company limited by shares, incorporated and domiciled in India and is listed on the Bombay Stock Exchange (BSE). The Company's registered office is at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai – 400 001.

**2. MATERIAL ACCOUNTING POLICIES**

**(a) Statement of compliance**

These Financial Statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the financial statements. The financial statements have been prepared on accrual and going concern basis.

**(b) Basis of Preparation and Presentation**

The financial statements are presented in Indian Rupee ('INR' / 'Rs.'), which is the functional currency of the Company. All financial information has been rounded to the nearest lakhs with 2 decimal places, unless otherwise indicated.

All assets and liabilities have been classified as Current and Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services rendered and the time between the rendering of the services and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of Current and Non-Current classification of assets and liabilities.

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, Level 2 or Level 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs are for the asset or liability that are not based on observable market data (unobservable inputs).

**(c) Use of estimates and judgments**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, the disclosures including disclosures of contingent liabilities as at the date of the financial statements and income and expenses. Actual results may differ from these estimates. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

**(d) Recent accounting pronouncements**

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

**(e) Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost includes purchase price, taxes and duties and other direct costs incurred for bringing the asset to the condition of its intended use. Subsequent expenditure is capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. Borrowing costs attributable to the acquisition or construction of a qualifying asset is also capitalised as part of the cost of the asset.

The Company had elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e. April 01, 2016. The Company does not have any property, plant and equipment.

**(f) Depreciation**

Depreciation on property, plant and equipment, is provided on the straight-line method, pro-rata to the period of use, over their useful life. The estimated useful lives and residual values are as prescribed in Schedule II to the Companies Act, 2013.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in statement of profit and loss.

**(g) Investment Property**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost includes purchase price, taxes and duties and other direct costs incurred for bringing the asset to the condition of its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit and loss as incurred. Borrowing costs attributable to the acquisition or construction of a qualifying asset is also capitalised as part of the cost of the asset.

Depreciation on investment property is provided on the straight-line method, pro-rata to the period of use, over the useful life as prescribed in Schedule II to the Companies Act, 2013

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in statement of profit and loss in the period in which the property is derecognized.

The Company had elected to measure all its investment property at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e. April 1, 2016.

**(h) Impairment of tangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered

an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in statement of profit and loss.

**(i) Cash and Cash equivalents**

Cash and cash equivalents includes cash in hand, demand deposits with banks and other short term highly liquid investments, which are readily convertible into cash and which are subject to an insignificant risk of change in value and have original maturities of three months or less.

**(j) Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ('FVTPL')) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

**Financial assets:**

On initial recognition, a financial asset is recognised at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**Investment in Equity Instruments:**

All investments in equity instruments classified under financial assets are initially measured at fair value. The Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value change on an equity instrument is recognised in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized in the Statement of Profit and Loss.

**Investment in mutual funds:**

All investments in mutual funds are measured at fair value through profit and loss (FVTPL)

**Derecognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

**Impairment of Financial Asset**

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For financial assets the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

## **Financial liabilities and equity instruments**

### **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### **Financial liabilities**

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit or loss.

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortized cost of financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### **Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

**(k) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). When discounting is used, the increase in provision due to the passage of time is recognised as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**(l) Revenue Recognition**

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1 : Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2 : Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3 : Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4 : Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5 : Recognise revenue when (or as) the Company satisfies a performance obligation.

### **Income from advisory services**

Income from advisory services is recognized on accrual basis as and when services are performed at point in time.

### **Dividend income**

Dividend income from investments is recognized when the Company's right to receive payment has been established.

### **Interest income**

Interest income from investments and financial instruments is recognized using the effective interest method. Other interest income e.g. Income tax refund is recognized at actuals.

### **(m) Cost recognition**

Costs and expenses are recognized when incurred and are classified according to their nature.

### **(n) Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

### **Post-employment and other long term benefits**

The provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Payment of Gratuity Act, 1972 are not applicable to the Company.

### **(o) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus issue, bonus element in a rights issue and shares split that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating Diluted Earnings per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(p) Taxation**

**Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

**Deferred tax**

Deferred tax is measured using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profits will be available against which such deductible temporary differences, tax credits and tax losses can be utilised.

Based on management's assessment of the Company's current financial position and future business projections, sufficient certainty regarding the availability of future taxable profits does not presently exist. Accordingly, the Company has not recognised deferred tax assets on carried-forward tax losses and other deductible temporary differences in accordance with the requirements of Ind AS 12, *Income Taxes*.

During the year, a deferred tax asset amounting to ₹0.15 lakh arose on account of remeasurement losses/(gains) relating to defined benefit obligations recognised through Other Comprehensive Income. However, considering the uncertainty regarding future taxable profits and in order to maintain consistency with the overall assessment of recoverability of deferred tax assets, the corresponding deferred tax asset has been recognised on the face of the financials, and negated by an equal and corresponding entry in the other expense. Consequently, the net deferred tax asset recognised in the financial statements as at the reporting date is Nil.

**(q) Segment Reporting**

Ind AS 108 “Operating Segments” requires an entity to disclose information to enable users of its financial statements to evaluate the nature and financial effects of the business activities in which it engages and the economic environments in which it operates. The Company's business segment is "advisory services and includes income incidental and consequential to such activities" and it has no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the Financial Statements as of and for the year ended March 31, 2025. The Company caters to the needs of only domestic market and hence there are no reportable geographical segments”.

**(r) Dividend**

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per Corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity. The Company distributes the dividend after deducting the taxes at applicable rates.

**(s) Recent Updates**

The Ministry of Corporate Affairs (“MCA”) has notified certain amendments to the Indian Accounting Standards (“Ind AS”) under the Companies (Indian Accounting Standards) Amendment Rules, 2025, which are applicable from accounting periods beginning on or after 1 April 2026 / 1 April 2027, as applicable.

The Company has evaluated the impact of these amendments on its standalone / consolidated financial statements.

Ind AS 118 – Presentation and Disclosure in Financial Statements.

Ind AS 118, once made effective, will replace Ind AS 1, “Presentation of Financial Statements”. The standard introduces new requirements for presentation and disclosure in the statement of profit and loss and aims to improve comparability and transparency in financial reporting.

The Company is currently evaluating the impact of adoption of Ind AS 118 on its financial statements.

Based on the preliminary assessment, the management does not expect any material impact on recognition and measurement principles; however, presentation and disclosure requirements may undergo changes.

**OSEASPRE CONSULTANTS LIMITED**

**Notes to Financial Statements**

**3 INVESTMENT PROPERTY**

(₹ In Lakhs)

Description of Assets	Leasehold Land	Factory Building	Total
<b>I. Gross Block</b>			
<b>Balance as at March 31, 2024</b>	<b>0.66</b>	<b>2.65</b>	<b>3.31</b>
Additions	-	-	-
Disposals	-	-	-
<b>Balance as at March 31, 2025</b>	<b>0.66</b>	<b>2.65</b>	<b>3.31</b>
Additions	-	-	-
Disposals	-	-	-
<b>Balance as at March 31, 2026</b>	<b>0.66</b>	<b>2.65</b>	<b>3.31</b>
<b>II. Accumulated depreciation</b>			
<b>Balance as at March 31, 2024</b>	<b>0.26</b>	<b>2.53</b>	<b>2.79</b>
Depreciation expense for the year	0.01	-	0.01
<b>Balance as at March 31, 2025</b>	<b>0.27</b>	<b>2.53</b>	<b>2.80</b>
Depreciation expense for the year	0.01	-	0.01
<b>Balance as at March 31, 2026</b>	<b>0.28</b>	<b>2.54</b>	<b>2.83</b>
<b>III. Net block (I-II)</b>			
<b>Balance as at March 31, 2025</b>	<b>0.38</b>	<b>0.12</b>	<b>0.50</b>
<b>Balance as at March 31, 2026</b>	<b>0.38</b>	<b>0.12</b>	<b>0.50</b>

- a) The Company is having leasehold land and building approximately 2500 sq. feet situated at C-1B/517 G. I. D. C., Gundlay, Valsad. The investment property is held in the name of the Company.
- b) The Company is unable to determine fair value of the said property reliably since comparable market transactions are infrequent and alternative reliable measurements of fair value are not available.
- c) There is no direct operating expense that generates rental income.
- d) There is no contractual obligation to purchase, construct or develop investment property.
- e) For depreciation and amortisation refer accounting policies ( 2 f).

**OSEASPRE CONSULTANTS LIMITED**  
**Notes to Financial Statements**

**4 INVESTMENTS - NON CURRENT**

Particulars	Paid up Value / Face Value	As at 31st March, 2026		As at 31st March, 2025	
		No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
<b>Investment in Equity Instruments</b>					
<b>At fair value through Other Comprehensive Income</b>					
<b>Unquoted, fully paid - up</b>					
<b>Equity Shares</b>					
INOR Medical Products Limited *	₹ 10 each	-	-	48,000	-
<b>TOTAL</b>		-	-	<b>48,000</b>	-
<b>Aggregate carrying value of unquoted investments</b>			-		-
<b>Aggregate amount of impairment in the value of investment</b>			-		-

The Company sold its investment comprising 48,000 Equity Shares of INOR Medical Products Limited on 25 February 2026 at a price of ₹ 371.91 per share for an aggregate consideration of ₹ 178.52 Lakhs.

The said investment was designated as Fair Value Through Other Comprehensive Income (FVTOCI) under Ind AS 109. Since the fair value of the investment as at 31 March 2025 was NIL, the entire sale consideration of ₹ 178.52 Lakhs has been recognised in Other Comprehensive Income (OCI)

**5 NON CURRENT TAX ASSETS**

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
Balance With Revenue Authorities ( Income Tax )		
Opening Balance	-	-
Add: Taxes paid (Advance tax and Tax Deducted At Source)	20.00	<b>0.36</b>
Less: Current tax payable for the year	-17.50	-
<b>TOTAL</b>	<b>2.50</b>	<b>0.36</b>

6 TRADE RECEIVABLES

Particulars	(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
Receivables considered good- Secured	-	-
Receivables considered good- Unsecured	2.16	18.88
Receivables which have significant increase in credit risk	-	-
Receivables- credit impaired	-	-
Less: Allowance for credit losses	-	-
<b>TOTAL</b>	<b>2.16</b>	<b>18.88</b>

Trade receivables Ageing Schedule:-  
For the year ended 31st March, 2026

Particulars	(₹ In Lakhs)						Loss Allowance	Total
	Outstanding for following periods from due date of payment							
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	-	-	2.16	-	-	-	-	2.16
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

Trade receivables Ageing Schedule:-  
For the year ended 31st March, 2025

Particulars	(₹ In Lakhs)						Loss Allowance	Total
	Outstanding for following periods from due date of payment							
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
(i) Undisputed Trade receivables – considered good	-	18.88	-	-	-	-	-	18.88
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-

Notes:

- (a) No trade receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade receivable are due from firms including limited liability partnerships (LLPs) or private / public companies respectively in which any director is a partner, a director or a member.
- (b) The Company applies the simplified approach under Ind AS 109 and recognises expected credit losses on trade receivables based on historical trends and forward-looking factors. Trade receivables are reviewed periodically. Based on the assessment, no expected credit loss provision is considered necessary. Hence no further disclosure is provided.

7 CASH AND CASH EQUIVALENTS

Particulars	(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
Balances with banks in current accounts	6.79	0.76
Bank Deposit with original maturity less than 3 months	203.00	-
Cash on hand	0.03	0.01
<b>TOTAL</b>	<b>209.83</b>	<b>0.77</b>

8 OTHER BANK BALANCES

Particulars	(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
Bank Deposit with maturity less than twelve months	-	47.00
<b>TOTAL</b>	<b>-</b>	<b>47.00</b>

9 OTHER FINANCIAL ASSETS

Particulars	(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
Interest accrued but not due	0.11	2.26
<b>TOTAL</b>	<b>0.11</b>	<b>2.26</b>

10 OTHER CURRENT ASSETS

Particulars	(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025
Prepaid expenses	0.12	0.12
Balances with Government / Statutory authorities	2.04	0.95
Unbilled revenue	-	2.00
<b>TOTAL</b>	<b>2.16</b>	<b>3.07</b>

OSEASPRE CONSULTANTS LIMITED

Notes to Financial Statements

11 EQUITY SHARE CAPITAL

Particulars	Number of Shares		(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
<b>Authorised</b> 200,000 Equity Shares of ₹ 10 each	2,00,000	2,00,000	20.00	20.00
<b>TOTAL</b>	<b>2,00,000</b>	<b>2,00,000</b>	<b>20.00</b>	<b>20.00</b>
<b>Issued , Subscribed and Paid up</b> 200,000 Equity Shares of ₹ 10 each fully paid up	2,00,000	2,00,000	20.00	20.00
<b>TOTAL</b>	<b>2,00,000</b>	<b>2,00,000</b>	<b>20.00</b>	<b>20.00</b>

a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares	Number of Shares		(₹ In Lakhs)	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
At the beginning of the year	2,00,000	2,00,000	20.00	20.00
Add: Shares issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>2,00,000</b>	<b>2,00,000</b>	<b>20.00</b>	<b>20.00</b>

b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) The details of shareholders holding more than 5% shares in the Company

Shareholder's Name	Number of Shares		% Holding	
	As at 31st March, 2026	As at 31st March, 2025	As at 31st March, 2026	As at 31st March, 2025
Jehangir Nusli Wadia	14,450	14,450	7.23	7.23
Nowrosjee Wadia and Sons Limited	87,243	87,243	43.62	43.62
Tristar Charitable Foundation	38,450	38,450	19.23	19.23

d) Information regarding issue of shares during last five years

- i) No shares were allotted pursuant to contracts without payment being received in cash.
- ii) No bonus shares have been issued.
- iii) No shares have been bought back.

Shareholding of Promoters \*

Sr. No.	Promoter Name	As at 31st March 2026			As at 31st March 2025		
		No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
1	Jehangir Nusli Wadia	14,450	7.23	NIL	14,450	7.23	NIL
2	Nowrosjee Wadia and Sons Limited	87,243	43.62	NIL	87,243	43.62	NIL
3	Tristar Charitable Foundation	38,450	19.23	NIL	38,450	19.23	NIL
4	Varnilam Investments and Trading Company Limited	4,600	2.30	NIL	4,600	2.30	NIL
5	MSIL Investments Limited	2,300	1.15	NIL	2,300	1.15	NIL

\*Promoter here means promoter as defined in the Companies Act, 2013.

## 12 Other Equity

(₹ In Lakhs)

Particulars	As at March 31, 2026		As at March 31, 2025	
	<b>General Reserve</b>			
Balance at the beginning of the year	10.19		10.19	
Add: Additions during the year	-		-	
Less: Subtractions during the year	-	<b>10.19</b>	-	<b>10.19</b>
<b>Retained earnings</b>				
Opening Balance	40.03		36.05	
Add: Transferred from OCI	160.95		-	
Add: Profit/(Loss) for the year	(18.28)	<b>182.70</b>	3.98	<b>40.03</b>
<b>Other Comprehensive Income</b>				
Opening Balance	(0.07)		(0.07)	
<b>Equity Instruments through OCI</b>			-	
Add: Income from sale of shares	178.52		-	
Less: Current Tax not to be Reclassified to Profit/Loss	(17.50)		-	
Less: Transferred to Retain Earnings	(160.95)		-	
<b>Remeasurement of Defined Benefit Plan</b>			-	
Less: Actuarial gain/(loss) on remeasurement of DBO	(0.61)		-	
Add: Deferred Tax Asset on above	0.15	<b>(0.46)</b>	-	<b>(0.07)</b>
<b>TOTAL</b>		<b>192.44</b>		<b>50.15</b>

### Nature and purpose of reserves

#### a) General Reserve

General reserve represents portion of profits mandatorily transferred to it before declaring dividend pursuant to the provisions of Companies Act, 1956. Such mandatory transfer is not required under the Companies Act, 2013.

#### b) Other comprehensive income

The Company has elected to recognise changes in the fair value of investment in equity securities in other comprehensive income. These changes are accumulated within Other Comprehensive Income. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised/Sold.

#### c) Retained Earnings

Retained earnings are the profits and other comprehensive income, less any transfers to general reserve if any and less dividend or other distributions paid to shareholders. Further, it also includes the impact of remeasurements of the defined benefit obligations, net of tax.

### 13 LONG TERM PROVISIONS

(₹ In Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
<b>Non-Current Gratuity</b>		
Gratuity	2.32	1.51
Privilege Leave	1.50	-
<b>TOTAL</b>	<b>3.82</b>	<b>1.51</b>

### 14 TRADE PAYABLES

(₹ In Lakhs)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Current</b>		
MSME	0.75	1.16
Other Payables	0.01	-
<b>TOTAL</b>	<b>0.76</b>	<b>1.16</b>

#### Trade Payable ageing schedule as on March 31, 2026

(₹ In Lakhs)

Particulars	Outstanding for the following period from the due date of payment			
	Upto 1 year	1 - 2 years	2 - 3 years	More than 3 years
MSME	0.75	-	-	-
Others	0.01	-	-	-
Disputed dues-MSME	-	-	-	-
Disputed dues-Others	-	-	-	-
Unbilled dues	-	-	-	-
<b>TOTAL</b>	<b>0.76</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Trade Payable ageing schedule as on March 31, 2025

(₹ In Lakhs)

Particulars	Outstanding for the following period from the due date of payment			
	Upto 1 year	1 - 2 years	2 - 3 years	More than 3 years
MSME	1.16	-	-	-
Others	-	-	-	-
Disputed dues-MSME	-	-	-	-
Disputed dues-Others	-	-	-	-
Unbilled dues	-	-	-	-
<b>TOTAL</b>	<b>1.16</b>	<b>-</b>	<b>-</b>	<b>-</b>

## OSEASPRE CONSULTANTS LIMITED

### Notes to Financial Statements

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#### 15 OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Tax deducted at source	0.03	0.02
<b>TOTAL</b>	<b>0.03</b>	<b>0.02</b>

#### 16 SHORT TERM PROVISION

(₹ In Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
<b>Current</b>		
Gratuity	0.14	-
Priviledge Leave	0.07	-
<b>TOTAL</b>	<b>0.21</b>	<b>-</b>

17 REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Professional Fess	-	18.00
Other operating revenue	-	-
<b>TOTAL</b>	<b>-</b>	<b>18.00</b>

<b>Disaggregated Revenue Information</b>		
Set out below is the disaggregation of the Company's Revenue From Contract With Customers		
Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Type of Services		
Financial Advisory Services	-	18.00
Other operating revenue	-	-
<b>Total Revenue from Contracts with Customers</b>	<b>-</b>	<b>18.00</b>
Geographical Region		
India	-	18.00
<b>Total Revenue from Contracts with Customers</b>	<b>-</b>	<b>18.00</b>
<b>Revenue of Timing of Recognition</b>		
Revenue recognized at a point in time	-	18.00
Revenue recognized at a point of time	-	-
<b>Total Revenue from Contracts with Customers</b>	<b>-</b>	<b>18.00</b>
Revenue as per contracted price	-	18.00
<b>Total revenue from contracts with customers</b>	<b>-</b>	<b>18.00</b>

18 OTHER INCOME

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Interest income		
- on term deposit	1.48	3.66
- on Income tax refund	0.04	0.01
Profit on Sale - Kotak Mutual Fund	1.79	0.13
<b>TOTAL</b>	<b>3.32</b>	<b>3.80</b>

19 EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ In Lakhs)	
	For the year ended March 31, 2026	For the year ended March 31, 2026
Salaries and wages	9.76	8.92
Gratuity	0.35	0.31
Privileged Leave Encashment	1.58	-
<b>Total</b>	<b>11.69</b>	<b>9.23</b>

Disclosure pursuant to Ind AS 19 - "Employee Benefits"

(i) Defined benefit plans:

Gratuity Plan

(a) Funded status of the plan

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	
A) Present value of defined benefit obligation		
- Partially funded	-	
- Wholly unfunded	2.46	
Less: Fair value of plan assets	-	
Amount to be recognized as liability or (asset)	2.46	
B) Amounts reflected in Balance Sheet		
Liabilities	2.46	
Assets	-	
Net liability	2.46	
Net liability - current	0.14	
Net liability - non current	2.32	

(b) The amount recognized in the Statement of Profit and Loss are as follows

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	
1. Current service cost	0.24	
2. Past service cost and loss/(gain) on curtailments and settlements	-	
3. Interest cost	0.11	
Total charge to Profit & Loss	0.35	

(c) The amount recognized in Other Comprehensive Income

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	
Components of actuarial gain/(losses) on obligations	-	
Due to change in financial assumptions	-	
Due to change in demographic assumptions	-	
Due to experience adjustments	0.61	
Return on plan assets excluding amount included in interest income	-	
Amount recognized in Other Comprehensive Income	0.61	

(d) Reconciliation of defined benefit obligation

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	
Opening defined benefit obligation	1.50	
Transfer in/(out) obligation	-	
Current service cost	0.24	
Interest cost	0.11	
Actuarial loss/(gain) due to change in financial assumptions	-	
Actuarial loss/(gain) due to change in demographic assumptions	-	
Actuarial loss/(gain) due to experience adjustments	0.61	
Past service cost	-	
Benefits paid	-	
Closing defined benefit obligation	2.46	

(e) Reconciliation of net defined benefit liability

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	
Net opening provision in books of account	1.51	
Transfer in/(out) obligation	-	
Transfer in/(out) plan assets	-	
Employee benefit expense (from (b) above)	0.35	
Amounts recognized in other comprehensive income (from (c) above)	0.60	
Benefits paid	-	
Contribution to plan assets	-	
Closing provision in books of accounts	2.46	

## (f) Principal actuarial assumptions

Particulars	As at March 31, 2026
Discount rate	7.35%
Salary growth rate	10%
Withdrawal rates	6%

## (g) Maturity analysis of the benefit payments from the fund

Particulars	As at March 31, 2026 (₹ in Lakhs)
Year 1 Cashflow	0.14
Year 2 Cashflow	0.15
Year 3 Cashflow	0.15
Year 4 Cashflow	0.11
Year 5 Cashflow	0.11
Year 6 to 10 Cashflow	0.68

## (h) Mortality Rates

Age (In Years)	As at March 31, 2026
20	0.09%
30	0.10%
40	0.17%
50	0.44%
60	1.12%

## (i) Sensitivity analysis of key assumptions

Particulars	As at March 31, 2026	
	DBO	Change in DBO %
Discount rate varied by 0.5%		
+ 0.5%	2.33	-5.34%
- 0.5%	2.60	5.77%
Salary growth rate varied by 0.5%		
+ 0.5%	2.55	3.61%
- 0.5%	2.42	-1.56%
Withdrawal rate (WR) varied by 10%		
+ 10%	2.46	-0.03%
- 10%	2.46	0.05%

## (iii) Short term benefits (leave encashment)

The company has provided for accumulated compensation absences (leave encashment) as per Ind AS 19 "Employee Benefits". The provision is made on the basis of actuarial evaluation carried out. The current years provision is charged under Salaries and Wages as given below. This liability is not funded.

Particulars	(₹ In Lakhs)	
	As at March 31, 2026	As at March 31, 2025
Salaries - leave encashment	1.58	-

**20 DEPRECIATION AND AMORTISATION EXPENSES**

(₹ In Lakhs)

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Depreciation on investment property	0.01	0.01
<b>TOTAL</b>	<b>0.01</b>	<b>0.01</b>

**21 OTHER EXPENSES**

(₹ In Lakhs)

Particulars	Year Ended 31st March, 2026	Year Ended 31st March, 2025
Rates and taxes	0.26	0.16
Professional fees	0.32	0.71
Advertisement expense	0.43	0.38
Security Charges	1.98	1.98
Listing fees	3.25	3.25
Custodian fees	0.34	0.34
<u>Auditor's Remuneration</u>		
- Audit fees (Refer Note Below)	1.00	0.95
Other expenses	1.13	0.80
<b>TOTAL</b>	<b>8.71</b>	<b>8.58</b>

Note: Details about payment to auditors

(₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(i) Payment to statutory auditors (net of GST input)		
As auditors - statutory audit	0.21	0.21
As auditors - other services	0.54	0.54
<b>sub total (i)</b>	<b>0.75</b>	<b>0.75</b>
(ii) Payment to internal auditors and secretarial auditors (net of GST input)		
Internal Audit Fees	0.10	0.10
Secretarial Audit Fees	0.15	0.10
<b>sub total (ii)</b>	<b>0.25</b>	<b>0.20</b>
<b>TOTAL (i + ii)</b>	<b>1.00</b>	<b>0.95</b>

## 22 Income tax

The major components of income tax expense for the years are:

### Income statement

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
<b>Current income tax:</b>		
Current income tax charge	-	-
Adjustments in respect of current income tax of previous year	1.19	-
<b>Other Comprehensive Income</b>		
Income tax relating to items that will not be reclassified to P/L	17.50	
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences		-
Relating to origination and reversal of temporary differences through	(0.15)	-
<b>Income tax expense reported in the income statement</b>	<b>18.54</b>	<b>-</b>

Reconciliation of effective tax rate:

The income tax expense for the year can be reconciled to the accounting profits as follows:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax	-17.09	3.98
Other Comprehensive Income	178.06	-
Income tax expense calculated at 25.17%	(40.51)	
Effect of income that is exempt from taxation	-	
Effect of expenses that are deductible in determining taxable profits	(59.06)	
<b>TOTAL TAX EXPENSE</b>	<b>18.54</b>	<b>-</b>

The tax rate used for the reconciliations above is the corporate tax rate of 25.17% payable by corporate entities in India on taxable profits under

## OSEASPRE CONSULTANTS LIMITED

### Notes to Financial Statements

#### 23 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding at the end of the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding at the end the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computation: (₹ In Lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit for the year from continuing operations	(18.28)	3.98
Weighted average number of equity shares for basic EPS*	2,00,000	2,00,000
Weighted average number of equity shares adjusted for the effect of dilution*	2,00,000	2,00,000
Face value per share	₹ 10	₹ 10
Basic earning per share	(9.14)	1.99
Diluted earning per share	(9.14)	1.99

\* There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of the financial statements.

#### 24 CONTINGENT LIABILITIES

*(To the extent not provided for)*

There is no contingent liability as at 31st March, 2026 (31st March, 2025: ₹ NIL).

#### 25 CAPITAL COMMITMENTS

*(To the extent not provided for)*

There is no capital commitment as at 31st March, 2026 (31st March, 2025: ₹ NIL).

26 FINANCIAL INSTRUMENTS

A Fair Value Hierarchy

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the

Level 1 : quoted prices (unadjusted) in active market for identical assets or liabilities

Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices ) or indirectly (i.e. derived from prices)

Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs)

B Measurement of Fair Values

Valuation techniques and significant unobservable inputs

The following tables show the valuation technique used in measuring Level 3 items for the period ended 31st March, 2026 and March 31, 2025 using

Type	Valuation Technique
Investments in equity shares	Net worth of the Company

C Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. Financial assets and financial liabilities such as cash and cash equivalents and other bank balances of which the carrying amount is a reasonable approximation of fair value due to their short term nature, are disclosed at carrying value.

(₹ In Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025	Fair Value Hierarchy
<b>Financial assets</b>			
<b>Non-current</b>			
<u>Measured at fair value through other comprehensive income (FVOCI)</u>			
– Investment in equity shares	-	-	Level 3
<b>Current</b>			
<u>Measured at Amortised Cost</u>			
– Cash and cash equivalents	209.83	0.77	
– Other bank balances	-	49.26	
– Trade Receivables	2.16	18.88	
– Other Financial Assets	0.11	-	
<u>Measured at fair value through profit and loss (FVTPL)</u>	-	-	
<b>Financial liabilities</b>			
<u>Measured at Amortised Cost</u>			
Trade Payables	0.76	1.16	

27 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same.

The Company has a robust risk management policy to identify, evaluate business risks and opportunities. This policy seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage.

i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

a) Interest rate risk

Company's interest rate risk arises from borrowings. The long term borrowings are at fixed interest rate while the short term borrowing are at floating interest rate. Additionally, Company does not have exposure to interest bearing securities.

b) Foreign currency risk

Foreign exchange risk arises on future commercial transactions and on recognised monetary assets and liabilities denominated in a currency other than the Company's functional currency. However, the Company does not have any significant foreign currency exposure during the reporting period, as all transactions are primarily denominated in INR. Accordingly, foreign exchange risk and related hedging activities are not applicable to the Company.

ii) Credit risk management

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of counterparty to which the Company grants credit terms in the normal course of business. The Company has not prepared a detailed ECL matrix for trade receivables and other financial assets. Based on the nature of its customer base, low incidence of defaults, and historical collection experience, management believes that a matrix-based approach would not result in materially different outcomes. Accordingly, the Company applies a simplified collective provisioning approach using past loss experience adjusted for forward-looking factors, and reviews adequacy of such provisions at each reporting date.

Trade Receivable

Trade receivables are typically unsecured and derived from revenue earned from customers. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss, however this is modified if in the past experience of the company, there is likely mitigation of the credit risk.

iii) Liquidity risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. Additionally the Company does not have any borrowings, hence it is not exposed to liquidity risk.

28 CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that Company will be able to continue as going concern while maximizing the return through the optimization of the debt and equity balance.

The Company's capital requirement is mainly to fund its working capital requirements. The principal source of funding for the Company was internal accounts fund operations. The Company is not subject to any externally imposed capital requirements.

**OSEASPRE CONSULTANTS LIMITED**

**Notes to Financial Statements**

**29 RELATED PARTY DISCLOSURES:**

a) Name of the Related party	Relationship
i) Nowrosjee Wadia & Sons Limited	Entity in which the Company is an Associate
ii) B R T Limited Wadia Techno Engineering Services Limited up to 12th July, 2024 Macrofil Investments Limited up to 1st January, 2025 Nessville Trading Private Limited Havenkores Real Estates Private Limited (Subsidiary of Nessville Trading Private Limited ) Springflower Investments Private Limited (Subsidiary of Havenkores Real Estates Private Limited ) Neville Wadia Private Limited INOR Medical Products Limited w.e.f. 25th February, 2026	Subsidiaries of Entity of which the Company is an Associate.
iii) <b>Key Managerial Personnel</b> Mr. J.C. Bham Mr. Sanjive Arora Mr. N.H. Datanwala Mrs. B.A. Pardiwalla Mr. Ganesh S. Pardeshi Mr. Amit S. Nisar w.e.f. 03.09.2025 Mr. Ankush M. Shah up to 10.06.2025	Director Director Director Director Company Secretary / Chief Financial Officer Manager Manager

**b) Details of transaction with related parties** (₹ In Lakhs)

Nature of Transactions	Key Managerial Personnel	
	Year Ended 31st March, 2026	Year Ended 31st March, 2025
<b>Managerial Remuneration *</b>		
Mr. Ganesh Pardeshi	11.69	9.23
<b>Sale</b>		
INOR Medical Products Ltd. Equity Shares to Nowrosjee Wadia and Sons Ltd.	178.52	-
<b>TOTAL</b>	<b>190.21</b>	<b>9.23</b>

**Note :**

\* All the related party transactions entered into by the Company were in the ordinary course of business and on an arm's length basis.

**30** The Company has a single segment and hence there are no separate reportable segments under Indian Accounting Standard (Ind AS) 108 'Operating Segments'.

**31 RELATIONSHIP WITH STRUCK OFF COMPANIES**

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
NIL	NIL	NIL	NIL

OSEASPRE CONSULTANTS LIMITED

Notes to Financial Statements

32

(₹ In Lakhs)

RATIO ANALYSIS	Year Ended 31st March, 2026	Year Ended 31st March, 2025	Variance in percentage	Numerator	Denominator	Explanation
Current Ratio	215.33	60.95	253.32%	Current Asset	Current Liabilities	Increase In current ratio during year is mainly attributable to improvement in current assets and better short term liquidity as compared to previous year
Debt-Equity Ratio	-	-	-	NA	NA	NA
Debt Service Coverage Ratio	-	-	-	NA	NA	NA
Return on Equity Ratio	(0.13)	0.06	-321.51%	Profit / (Loss) After Taxes	Average Shareholder Equity	Due to net loss in current year and significant increase in shareholders equity
Inventory turnover ratio	-	-	-	NA	NA	NA
Trade payables turnover ratio	9.07	6.80	33.54%	Total Other Expenses	Average Trade payables	Due to improved payment management and lower average outstanding expense-related trade payables as compared to previous year
Net capital turnover ratio	0.02	0.31	-94.95%	Total Income	Working Capital	Due to no revenue from operation in current year as compared to previous year, Additionally significant change In working capital
Net Profit / (Loss) ratio	-	0.22	-100.00%	Net Profit / (Loss) After Taxes	Net sales	As no Revenue from operation in current year as compared to previous year
Return on Capital employed	(0.08)	0.06	-241.25%	Earnings Before Interest and Taxes(EBIT)	Capital Employed(Tangible Net worth + Total debt + Deferred Tax Liability)	Due to net loss in current year as compared to previous year , additionally significant rise in Networth.
Return on investment*	-	-	0.00%	Change in market value of equity share + Dividend	Market value of equity share as on Balance Sheet date	Due to net loss in current year as compared to previous year , additionally significant rise in Total Equity
Trade Receivables turnover ratio	-	1.91	-100%	Net Credit Sale	Average Accounts Receivable	As no revenue from operations in current year

\* Since there was no trading activity in shares during the financial years 2026, 2025, and 2024, Return on Investment (ROI) has not been presented, as the ratio is not meaningful in the absence of investment trading transactions.

RATIO ANALYSIS	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Variance in percentage	Numerator	Denominator	Explanation
Current Ratio	60.95	17.05	257.39%	Current Asset	Current Liabilities	Increase In current ratio is mainly attributable to improvement in current assets and better short term liquidity as compared to previous year
Debt-Equity Ratio	-	-	-	NA	NA	NA
Debt Service Coverage Ratio	-	-	-	NA	NA	NA
Return on Equity Ratio	0.06	(0.19)	70.03%	Profit / (Loss) After Taxes	Average Shareholder Equity	Rise in ratio is mainly attributable to net Profit in current year as compared to previous year
Inventory turnover ratio	-	-	-	NA	NA	NA
Trade payables turnover ratio	6.80	11.84	-42.62%	Total Other expense	Average Trade payables	Decrease in ratio is mainly attributable to higher average outstanding expense-related payables and extended credit period availed during the year as compared to the previous year.
Net capital turnover ratio	0.31	0.08	307.58%	Total Income	Working Capital	Rise in ratio is mainly attributable to significant rise in Revenue from Operation as compared to previous year
Net Profit / (Loss) ratio	0.22	-	22%	Net Profit / (Loss) After Taxes	Net sales	not applicable since variation is below 25%
Return on Capital employed	0.06	(0.21)	73.52%	Earnings Before Interest and Taxes(EBIT)	Capital Employed(Tangible Net worth + Total debt + Deferred Tax Liability )	Rise in ratio is mainly attributable to rise in Revenue from operation in current year as compared to previous year
Return on investment*	-	(0.22)	100.00%	Change in market value of equity share + Dividend	Market value of equity share as on Balance Sheet date	Rise in ratio is mainly attributable to rise in net profits in current year as compared to previous year
Trade Receivables turnover ratio	1.91	-	191%	Net Credit Sale	Average Accounts Receivable	Rise in ratio is attributable to Recognition of revenue and trade receivables in current year as compared to previous year

\* Since there was no trading activity in shares during the financial years 2026, 2025, and 2024, Return on Investment (ROI) has not been presented, as the ratio is not meaningful in the absence of investment trading transactions.

**33 SUBSEQUENT EVENTS**

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. Income tax consequences of dividends on financial instruments classified as equity will be recognized according to where the entity originally recognized those past transactions or events that generated distributable profits. The Company declares and pays dividends in Indian rupees. Companies are required to pay/distribute dividend after deducting applicable taxes. The remittance of dividends outside India is governed by Indian law on foreign exchange and is also subject to withholding tax at applicable rates. Dividends declared by the Company are based on profits available for distribution. On 15th May, 2026, the Board of Directors of the Company have proposed a dividend of ₹ 87/- per share in respect of the year ended March 31, 2026 subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of ₹ 174.00 Lakhs.

The Company evaluated all events and transactions that occurred after March 31, 2026 through 15th May 2026; the date on which the financial statements are issued. Based on the evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the financial statements other than that mentioned above.

**34 Reporting under Rule 11 (e) (i) and Rule 11 (f) of the Companies (Audit and Auditors) Rules, 2014**

- i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**35 CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 w.r.t Corporate Social Responsibility are not applicable to the Company.

**36 OTHER MATTERS:**

- i) Information with regard to other matters specified in Schedule III to the Act (pursuant to notification G.S.R. (E) issued by Ministry of Corporate affairs dated March 24, 2021) is either nil or not applicable to the Company for the year.
- ii) The financial statements were authorised for issue by the Board of Directors on 15th May, 2026.

**37 Previous period figures have been regrouped / reclassified whenever necessary.**

As per our report attached  
**For MANEK AND ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 126679W

For and on behalf of the Board of Directors  
**Oseaspre Consultants Limited**  
CIN: L74140MH1982PLC027652

**SHAILESH MANEK**  
Partner  
M.No. 034925

**Mr. J. C. Bham Mr. N. H. Datanwala**  
Director Director  
DIN : 02806038 DIN : 00047544

Date: 15th May, 2026  
Place: Mumbai

**Mr. Ganesh S. Pardeshi**  
Company Secretary / Chief Financial Officer  
Membership No.: 29080  
Date: 15th May, 2026  
Place: Mumbai

## OSEASPRE CONSULTANTS LIMITED

CIN: L74140MH1982PLC027652

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

**Website:** www.oseaspre.com, **Email:** oseaspre@gmail.com; **Tel. No.:** 022 66620000

### ATTENDANCE SLIP

(To be presented at the entrance)

Name of the Shareholder or Proxy \_\_\_\_\_

DP ID \_\_\_\_\_ Folio No. / Client ID \_\_\_\_\_

I/We hereby record my/our presence at the 44<sup>th</sup> ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001 on Friday, 19<sup>th</sup> June, 2026 at 12.30 p.m.

\_\_\_\_\_  
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 Annual General Meeting for reference at the meeting.
- 3) Kindly refer to the e-voting instructions in 44<sup>th</sup> AGM Notice.

# PROXY FORM

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

## OSEASPRE CONSULTANTS LIMITED

CIN: L74140MH1982PLC027652

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

**Website:** www.oseaspre.com, **Email:** oseaspre@gmail.com; **Tel. No.:** 022 66620000

Name of the Member(s) \_\_\_\_\_

Registered Address \_\_\_\_\_

E-mail ID \_\_\_\_\_

Folio No./ DP ID /Client ID \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ shares of Oseaspre Consultants Limited ("the Company"), hereby appoint:

1 Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her

2 Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_  
or failing him /her

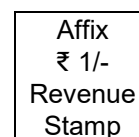
3 Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 44<sup>th</sup> Annual General Meeting of the Company held on Friday, 19<sup>th</sup> Day of June, 2026 at 12.30 P.M. at Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated on the reverse of this page:

S. No.	Resolutions	For	Against	Abstain
<b>Ordinary Business</b>				
1	To adopt the Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March 2026 along with the Reports of the Board and Auditors thereon. <b>(Ordinary Resolution)</b>			
2	To declare Dividend of Rs. 87/- per equity share of the face value of Rs.10/- each for the Financial Year ended 31 <sup>st</sup> March, 2026. <b>(Ordinary Resolution)</b>			
3	To appoint of a Director in place of Mr. Jairaj Champaklal Bham (DIN: 02806038), who retires by rotation and being eligible, offers himself for re-appointment. <b>(Ordinary Resolution)</b>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026



Signature of Member

\_\_\_\_\_  
Signature of Proxy Holder

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.
3. This form of proxy in order to be effective, should be deposited at the Registered Office of the Company i.e. Neville House, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
4. For the detailed resolution please refer to the Notice of the 44th Annual General Meeting.
5. Please put a tick (✓) mark in the appropriate column against the resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate. This is only optional.