

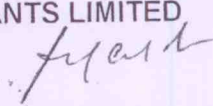
OSEASPRE CONSULTANTS LIMITED

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of OSEASPRE CONSULTANTS LIMITED will be held at the Registered Office of the Company at Neville House, J.N.Heredia Marg, Ballard Estate, Mumbai 400 001, on Wednesday the 17th August, 2011 at 3:00 p.m. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011, and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. M.N. Wadia, who retires by rotation, and being eligible, offers herself for reappointment.
3. To appoint Messrs. D. R. Kothari & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

By Order of the Board of Directors,
For OSEASPRE CONSULTANTS LIMITED


(Mr. D.S. Gagrat)
DIRECTOR

Mumbai, 31 MAY 2011

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

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Register of Members and the Share Transfer Books of the Company will be closed from Monday the 25th July, 2011 to Friday the 29th July, 2011 (both days inclusive).
3. Members are requested to notify change of address, if any, immediately to the Company.

OSEASPRE CONSULTANTS LIMITED
DIRECTORS REPORT TO THE MEMBERS

The Directors hereby present their Report on the business and operations of the Company and the Financial Accounts for the year ended 31st March, 2011:

1. FINANCIAL RESULTS:

	For the year ended 31st March, 2011	For the year ended 31st March, 2010
	(Rupees)	(Rupees)
Profit before taxation	190,990	25,551
Less: Provision for taxation		
Current tax	-	-
Deferred tax	-	-
	-	-
Profit after taxation	190,990	25,551
Add: Balance brought forward from earlier year	4,359,689	4,334,138
Balance carried to Balance Sheet	4,550,679	4,359,689

2. DIVIDEND:

The Directors do not recommend any dividend for the year ended 31st March, 2011.

3. OPERATIONS:

The Company is carrying on the work of converting Digital Electronics Products.

4. DEPOSITS:

The Company has not accepted any Deposits from the Public.

5. DIRECTORS:

Mrs. M.N. Wadia retires by rotation, and is eligible, for reappointment.

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

There is no information as per Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo for disclosure as the company is an Investment Company.

OSEASPRE CONSULTANTS LIMITED

7. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under section 217(2AA) of the Companies Act, 1956, which was introduced by the Companies (Amendment) Act, 2000 (53 of 2000), the Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) They had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2011 and of the Profit of the Company for the year ended 31st March, 2011.
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv) They have prepared the annual accounts on a going-concern basis.

8. DISCLOSURE UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

The Company has no employees covered under Section 217(2A) of the Companies Act, 1956.

9. SECRETARIAL COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) rules, 2001, the Company has obtained a certificate from a Secretary in whole-time practice confirming that the Company has complied with all the provisions of the Act.

10. AUDITORS:

The Members are requested to appoint Messrs. D. R. Kothari & Co., Chartered Accountants as Auditor of the Company at a remuneration to be fixed by the Board of Directors.

11. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2011.

	No. of Shares	%
Promoter Group *	147,043	73.52
Others	52,957	26.48

