

# OSEASPRE CONSULTANTS LIMITED

**Registered Address:**

Neville House, J. N. Heredia Marg,  
Ballard Estate,  
Mumbai 400 001  
Telephone No: 91 22 2261 8071  
Fax: 91 22 6749 5200  
Website: [www.oseaspre.com](http://www.oseaspre.com)  
CIN: L74140MH1982PLC027652

**Admin Office:**

C-1, Wadia International Centre,  
Pandurang Budhkar Marg, Worli,  
Mumbai 400 025  
Telephone No: 91 22 6662 0000  
Fax: 91 22 6662 0069  
Email id: [oseaspre@gmail.com](mailto:oseaspre@gmail.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTY-EIGHTH (38<sup>th</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF OSEASPRE CONSULTANTS LIMITED WILL BE HELD AT THE ADMINISTRATIVE OFFICE OF THE COMPANY AT C-1, WADIA INTERNATIONAL CENTER, PANDURANG BUDHKAR MARG, WORLI, MUMBAI – 400 025 ON THURSDAY, 20<sup>th</sup> AUGUST, 2020 AT 04.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Bakhtavar A. Pardiwalla (DIN: 06721889), a Non-Executive Director who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, to offers herself for re-appointment.
3. To consider the re-appointment of the Current Statutory Auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166) as the Statutory Auditors of the Company for the second term and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No. 104607W / W100166), as the Statutory Auditors of the Company for the second term of 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 43<sup>rd</sup> AGM to be held in the year 2025 at a remuneration determined by the Board of Directors of the Company as per the recommendation of the Audit Committee;

**FURTHER RESOLVED THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-**

**Ganesh S. Pardeshi  
Company Secretary**

**Date: 24<sup>th</sup> June, 2020**

**Place: Mumbai**

**Registered Office:**

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

## Notes:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT 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 upto and not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective, should be lodged / deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (Proxy form is attached herewith). Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
- b. Brief resume of the Director proposed to be appoint with respect to Item No. 2 nature of her expertise in functional areas, names of the Companies in which she hold Directorships and memberships/Chairmanships of Board Committees and shareholding, is provided in '**Annexure - I**'
- c. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to re-appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is provided '**Annexure - II**'
- 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 Private Limited  
(Unit: Oseaspre Consultants Limited)  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad, Telangana - 500 032, India.  
Telephone number: +91 40 6716 2222, Fax number: +91 40 2342 0814  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com
- f. Members holding shares in physical form may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating a person, in the prescribed form, to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Office at C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400025 or from its RTA at their aforesaid address.
- g. As part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the General Meetings, Financial Statements, and Directors' Report etc. to the e-mail address provided by the members.

We request the members to be part of the said 'Green Initiative' and to register their names for receiving the said documents by electronic mode by mailing us your Registered Folio Number and/or DP ID/Client ID to the dedicated email address at [oseaspre@gmail.com](mailto:oseaspre@gmail.com) or by doing login at the RTA website [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to register their request.

- h. 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.
- i. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
- j. **Voting through electronic means:**
  - I. 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) Amendment Regulations, 2018, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Eight Annual General Meeting (AGM) by electronic means and the business 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 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 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 Monday, 17<sup>th</sup> August, 2020 (9:00 am) and ends on Wednesday, 19<sup>th</sup> August, 2020 (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, 14<sup>th</sup> August, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting by KFin Technologies Pvt. 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 should treat this Notice for information purpose only.
  - VII. The process and manner for remote e-voting is as under:
    - A. Member whose email IDs are registered with the Company/DPs will receive an email from KFin Technologies Pvt. Ltd. informing them of their User-ID and Password. Once the Members receives the email, 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://evoting.karvy.com> (KFin Technologies Private Limited Website)

- (ii) Enter the login credentials (i.e. User ID and password) which will be sent separately. However, if you are already registered with KFin Technologies Pvt. Ltd. for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
  - (iii) After entering these details appropriately, click on “LOGIN”.
  - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Oseaspre Consultants Limited.
  - (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, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
  - (viii) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
  - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (x) You may then cast your 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 you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [practisingcs@vaibhavshahandco.com](mailto:practisingcs@vaibhavshahandco.com) or [oseaspre@gmail.com](mailto:oseaspre@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO”
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered or have requested the physical copy]:

- a) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM :

<b>USER ID</b>	<b>PASSWORD</b>
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- b) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above to cast vote.

VIII. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at KFin Technologies Pvt. Ltd. website <https://evoting.karvy.com>

- IX. If the member is already registered with KFin Technologies Pvt. Ltd. e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- X. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.
- XI. 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 Friday, 14<sup>th</sup> August, 2020.
- XII. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 14<sup>th</sup> August, 2020 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 **9212993399**
- Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call KFin Technologies Pvt. Ltd. toll free number 1-800-3454001.
- d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with KFin Technologies Pvt. Ltd. e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- XIII. 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, 14<sup>th</sup> August, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Vaibhav Shah, Company Secretary (Membership No. ACS 26121), Proprietor of Vaibhav Shah and Company, Practicing Company Secretaries - Mumbai, has been appointed as the Scrutinizer of the Company to scrutinize the e-voting process in a fair and transparent manner.
- XV. 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.
- XVI. 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, not later than Forty-Eight hours 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.

- XVII. 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 Karvy 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.
- XVIII. 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. Thursday, 20<sup>th</sup> August, 2020.

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

**Sd/-**

**Ganesh S. Pardeshi  
Company Secretary**

**Date: 24<sup>th</sup> June, 2020  
Place: Mumbai**

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

## ANNEXURE – I

### Details of the Director seeking re-appointment at the 38<sup>th</sup> Annual General Meeting

{In pursuance of Regulation 26(4) & 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 Director	Mrs. Bakhtavar A. Pardiwalla
2	Brief Profile	Mrs. Bakhtavar A. Pardiwalla is presently working with Wadia Group. She has forty four years of experience in the field of administration.
3	Date of Birth	17 <sup>th</sup> September, 1954
4	Nationality	Indian
5	Date of First Appointment	9 <sup>th</sup> November, 2015
6	Qualification	Under Graduate
7	Directorship of other Boards	Technojet Consultants Ltd. & Nitapo Holdings Pvt. Ltd.
8	Chairmanship/Membership of Board Committee of the other Companies	None
9	Number of meetings of the Board attended during the year	Six
10	Shareholding in the Company	8,051 equity shares as on 31 <sup>st</sup> March, 2020.
11	Relationship with other Directors and Key Managerial Personnel of the Company	Not related to any other Directors/ Key Managerial Personnel of the Company.

## ANNEXURE – II

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

#### Item No. 3

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants having Firm Registration No. 104607W/W100166 were appointed as Statutory Auditors of the Company by the Members at the 33<sup>rd</sup> Annual General Meeting (AGM) to hold office as Statutory Auditors from the conclusion of AGM held in the year 2015 till the conclusion of 38th AGM of the Company to be held in the year 2020. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Kalyaniwalla & Mistry LLP Chartered Accountants(Firm Registration No. 104607W/W100166), as the Statutory Auditors of the Company for the second term of 5(five) years from the conclusion of this AGM till the conclusion of the 43<sup>rd</sup> AGM to be held in the year 2025 at a remuneration determined by the Board as per the recommendation of the Audit Committee.

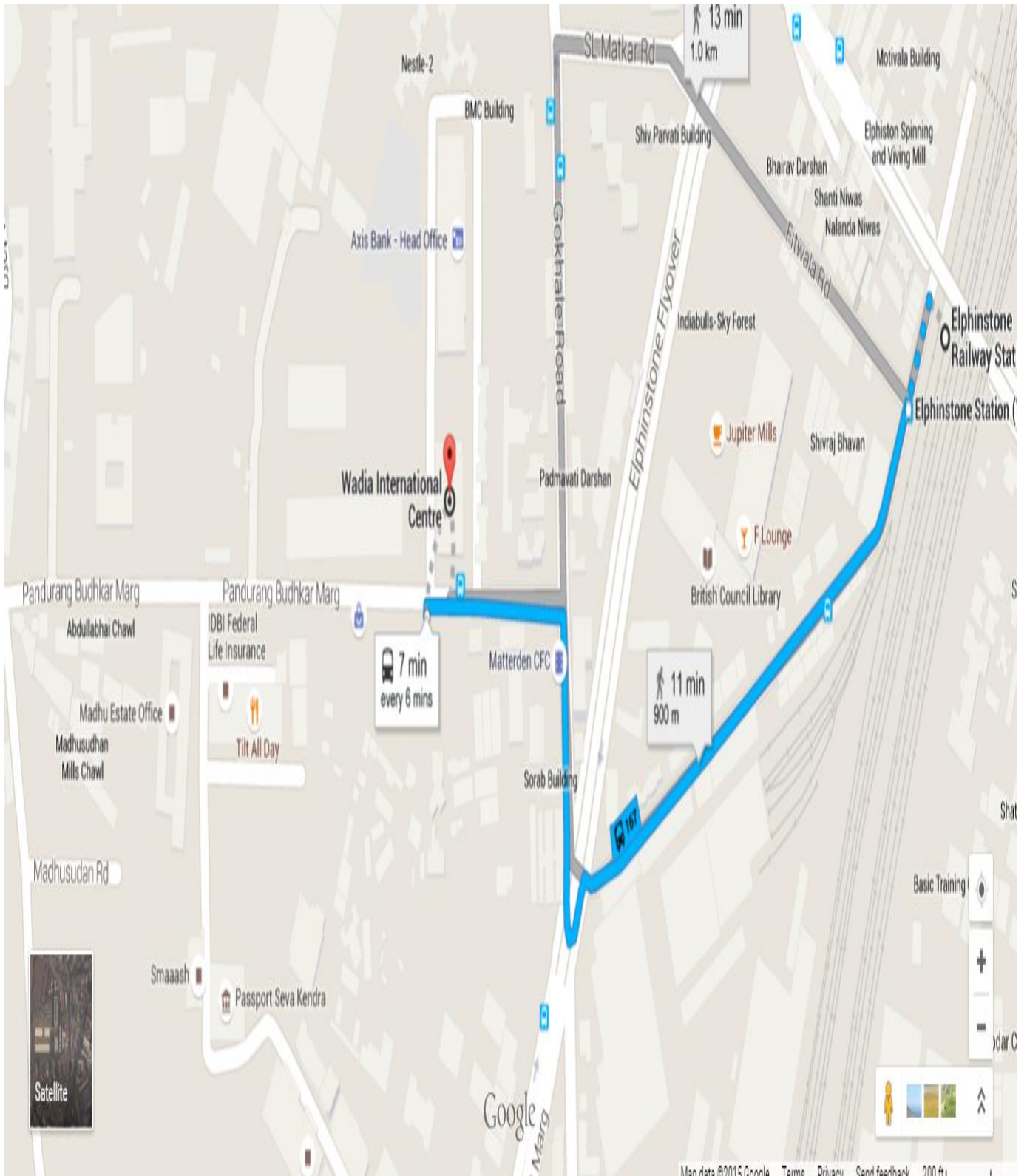
M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants has confirmed their eligibility under Section 141 of the Act and the Rules framed there under for appointment as Auditors of the Company.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

The Board recommends resolution at Item No. 3 of this Notice for approval by the members.

## ROUTE MAP

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



Landmark : Near Bombay Dyeing

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