Navigant
NAVIGANT CORPORATE ADVISORS LIMITED
Regd. Office: 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road,
Andheri (East) Mumbai-400 059; **Tel:** +91-22- 4120 4837 / +91 22 4973 5078
Email: navigant@navigantcorp.com; **Website:**www.navigantcorp.com (CIN: L67190MH2012PLC231304)

Date: 18.09.2026

To,
The Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Sub: Public Announcement to the shareholders of Oseaspre Consultants Limited (BSE Code: 509782)

Dear Sir,

We are pleased to inform that we have been appointed as 'Manager to the Offer' by Nimesh Sahadeo Singh (hereafter referred to as the "Acquirer") for acquiring up to 1,82,000 equity shares of Rs. 10/- each of Oseaspre Consultants Limited ('Target Company') representing 26.00% of the Emerging Equity and Voting Share Capital of the Target Company at a price of Rs. 48/- per Share fully paid-up Equity Share ('Offer Price'), through Open Offer under Regulation 3(1), 4 read with Regulation 15(1) and 13(2)(g) of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations.

This Open offer is triggered pursuant to the approval of Board of Directors of Target Company to issue Equity Shares to the Acquirer and also pursuant to execution of the Share Purchase Agreement dated September 18, 2026 ("the SPA") entered in to between Acquirer with existing promoter and promoter group of Target Company.

Accordingly, we have prepared the PA. We are hereby requesting you to please upload the enclosed PA on your website in accordance with Regulation 14(1) of the Regulations.

Thanks & Regards,

For Navigant Corporate Advisors Limited

NAVIGANT CORPORATE ADVISORS LTD. MUMBAI

Sarthak Vijlani
Managing Director

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13, 14 AND 15(1) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

OSEASPRE CONSULTANTS LIMITED

("OCL"/ "TARGET COMPANY"/ "TC")

(Corporate Identification No. L74140MH1982PLC027652)

Registered Office: Neville House, Ballard Estate J N Heridia Marg, Mumbai City, Mumbai - 400001, Maharashtra, India;

Phone No.: +91-22-66620000; **Email id:** oseaspre@gmail.com; **Website:** www.oseaspre.com

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 1,82,000 (ONE LAC EIGHTY-TWO THOUSAND) FULLY PAID- UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE EMERGING EQUITY AND VOTING SHARE CAPITAL OF OCL, FROM THE PUBLIC SHAREHOLDERS OF OCL BY NIMESH SAHADEO SINGH (ACQUIRER) (PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirer, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3(1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

DEFINITIONS:

"Equity Shares" means the fully paid -up equity shares of Target Company of face value of Rs. 10/- (Rupees Ten Only) each.

"Existing Share & Voting Capital" means paid up share capital of the Target Company prior to Proposed preferential issue i.e., Rs. 20,00,000 divided into 2,00,000 Equity Shares of Rs. 10/- Each.

"Emerging Equity & Voting Share Capital" means 7,00,000 fully paid -up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 5,00,000 equity shares to the Acquirer and other public category investors on preferential basis.

"Offer" or "Open Offer" means the open offer for acquisition up to 1,82,000 (One Lac Eighty-Two Thousand) Equity Shares, representing 26.00% of the emerging equity and voting share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Proposed Preferential Issue" means the proposed preferential allotment as approved by Board of Directors of the Target Company at their Board Meeting held on Friday, 18th September, 2026 subject to approval of members and other regulatory approvals, comprising of 5,00,000 Equity Shares to Acquirer [3,25,000 Equity Shares to Acquirer at Rs. 48/- per Equity Share (including a premium of Rs. 38/- per Equity Share) and 1,75,000 Equity Shares to public category investors at an issue price of Rs. 48/- per Equity Share (including a premium of Rs. 38/- per Equity Share)].

"Public Shareholders" means all the equity shareholders of the Target Company other than the Acquirer and the Sellers / parties to the Share Purchase Agreement.

"SPA" or "Share Purchase Agreement" means the share purchase agreement dated 18th September, 2026 entered into between the Acquirer and the Sellers for acquisition of an aggregate of 1,47,043 Equity Shares of the Target Company from the Sellers.

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1. **OFFER DETAILS:**

- **Offer Size:** This Open Offer is being made by the Acquirer for acquisition of 1,82,000 fully paid - up Equity Shares of Rs. 10/- Each constituting 26.00% of the Emerging Equity and voting share capital of the Target Company.

- **Offer Price:** An offer price of Rs. 48/- (Rupees Forty-Eight Only) per fully paid-up Equity Share ("Offer Price") shall be offered for the Equity Shares validly tendered during the tendering period of the Offer. The Offer Price has been determined in accordance with the applicable provisions of Regulation 8 of the SEBI (SAST) Regulations, including the provisions applicable to infrequently traded shares. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer will be Rs. 87,36,000/- (Rupees Eighty-Seven Lakhs Thirty-Six Thousand Only).

- **Mode of Payment**: The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 **(Regulations).**

- **Type of Offer** (Triggered offer, ~~Voluntary offer/competing offer~~ etc.): The Open Offer is a Triggered Offer made pursuant to Regulations 3(1) and 4 read with the applicable provisions of the SEBI (SAST) Regulations, including Regulation 13(2)(g), pursuant to the proposed preferential issue of Equity Shares by the Target Company to the Acquirer and the acquisition of Equity Shares of the Target Company by the Acquirer pursuant to the SPA, resulting in substantial acquisition of shares and voting rights and acquisition of control over the Target Company. The Acquirer proposes to be classified as a promoter of the Target Company. The reclassification of the existing Promoter and Promoter Group as Public Shareholders shall be subject to compliance with the applicable provisions of Regulation 31A of the SEBI (LODR) Regulations and receipt of the requisite approvals.

2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):**

- The Board of Directors of the Target Company at their meeting held on Friday, 18th September, 2026, has authorized a preferential allotment of 5,00,000 fully paid- up Equity Shares of face value of Rs. 10/- each on preferential basis representing 71.43% of Emerging Equity & Voting Share Capital (Out of which 3,25,000 Equity Shares at an issue price of Rs. 48/- per Equity Share (including a premium of Rs. 38/- per Equity Share) per fully paid- up Equity Share to the Acquirer and 1,75,000 Equity Shares to public category investors at an issue price of Rs. 48/- per equity share (including a premium of Rs. 38/- per Equity Share). The consent of the members of the Target Company for the proposed preferential allotment is being sought through issuance of notice of Extra Ordinary General Meeting ("EOGM"), which is scheduled to be held on 30th October, 2026.

- The Acquirer has entered into a Share Purchase Agreement dated 18th September, 2026 for the acquisition of 1,47,043 Equity Shares of the Target Company, constituting 21.01% of the emerging Equity and voting share capital, from Mr. Jehangir Nusli Wadia ("Seller-1"), M/s. Nowrosjee Wadia and Sons Limited ("Seller-2"), M/s. Tristar Charitable Foundation ("Seller-3"), M/s. Varnilam Investments and Trading Company Limited ("Seller-4") and M/s. MSIL Investments Private Limited ("Seller-5") (Seller-1, Seller-2, Seller-3, Seller-4 and Seller-5 hereinafter referred to as the "Sellers" or "Selling Shareholders"). The shares will be acquired at a total consideration of Rs. 70,58,064 (Rupees Seventy Lacs Fifty-Eight Thousand Sixty-Four Only), at a price of Rs. 48/- per equity share, pursuant to the terms and conditions set forth in the Share Purchase Agreement **("SPA").**

- This Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011. Pursuant to the Underlying Transaction, the Acquirer will hold 4,72,043 Equity Shares constituting 67.43% of Emerging Equity & Voting Share Capital of the Target Company.

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Type of Transaction (Direct/ Indirect)	Details of underlying transaction					
	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs. In Lacs)	Mode of payment (Cash / securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Resolution passed at the meeting of Board of Directors of the Target Company held on 18th September, 2026 for issue of Equity Shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018 subject to statutory approvals.	3,25,000 Equity Shares to Acquirer	46.43% of Emerging Equity & Voting Share Capital	156.00	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011
Direct	Share Purchase Agreement (SPA)	1,47,043 Equity Shares to Acquirer	21.01% of Emerging Equity & Voting Share Capital	70.58	Cash to the Current Promoter and Promoter Group of Target Company	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. **DETAILS OF THE ACQUIRER:**

Name of Acquirer	Address	Name(s) of persons in control/promoter of acquirer where Acquirer is company	Name of the Group, if any, to which the Acquirer belong to	Pre-Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging Equity & Voting Share Capital	Any other interest in the Target Company
Nimesh Sahadeo Singh	Flat No. 5404, B Wing, Alpine Tower, Samta Nagar, Opp. Collage, Thakur Village, Kandivali (East), Mumbai - 400101	N.A.	N.A.	Nil (0.00%)	4,72,043 (67.43%)	N.A.
Total				Nil (0.00%)	4,72,043 (67.43%)	

4. **DETAILS OF SELLERS / SELLING SHAREHOLDERS:**

Name	Part of promoter Group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post Transaction	
Sellers:		Number	%*	Number	%
Jehangir Nusli Wadia	Yes- Promoter	14,450	2.06%	Nil	Nil
Nowrosjee Wadia and Sons Limited	Yes- Promoter Group	87,243	12.46%	Nil	Nil
Tristar Charitable Foundation	Yes- Promoter Group	38,450	5.49%	Nil	Nil
Varnilam Investments and Trading Company Limited	Yes- Promoter Group	4,600	0.66%	Nil	Nil
MSIL Investments Private Limited	Yes- Promoter Group	2,300	0.33%	Nil	Nil
Total		1,47,043	21.01%	Nil	Nil

As a percentage of emerging equity and voting share capital of the Target Company.

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5. TARGET COMPANY:

The Target Company i.e., Oseaspre Consultants Limited having its present registered office at Neville House, Ballard Estate J N Heridia Marg, Mumbai City, Mumbai - 400001, Maharashtra, India.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is **509782** and **OSEASPR** respectively.

The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2(1)(j) of the Takeover Regulations.

6. OTHER DETAILS:

6.1 This is to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before 25th September, 2026.

6.2 The Acquirer undertakes that he is aware of and will comply with his obligations under the SEBI (SAST) Regulations, 2011 and has adequate financial resources to meet the Offer obligations.

6.3 This is not a Competitive Bid.

6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.

6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

Issued by:

Navigant

NAVIGANT CORPORATE ADVISORS LIMITED
804, Meadows, Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri East, Mumbai-400059.
Tel No. +91 22 4120 4837
Email id: navigant@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration No: INM000012243
Contact person: Mr. Sarthak Vijlani

NAVIGANT CORPORATE ADVISORS LTD. MUMBAI

Signed by:

Mr. Nimesh Sahadeo Singh
(Acquirer)

Place: Mumbai
Date: 18th September, 2026