U.S. Prasad & Co.
CHARTERED ACCOUNTANTS

34, 4th Floor, Maa Durga Complex, Kavi Raman Path,
Nageshwar Colony, Near Gold's Gym, Boring Road Patna - 1
Mob : 9334087048 / 7979881326 / 9334205356
E-mail : causprasad1991@gmail.com / kumarmanoj1025@gmail.com

Independent Auditors' Report

To
The Members of
OCEANICA LIFESTYLE PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **OCEANICA LIFESTYLE PRIVATE LIMITED** ("the Company") which comprises the Balance Sheet as at 31 March 2025, and the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true. and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, and its loss for the year ended on that date.

Report on Other Legal and Regulatory requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, 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 dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) In absence of any representations received from the directors of the Company, we are unable to comment as to their disqualification from appointment as a director as on 31.03.2025 in terms of section 164(2) of the Companies Act, 2013.

f) In our opinion, the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are adequate.

g) 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 long-term contracts including derivative contracts for which there are any material foreseeable losses.

iii. No amount was required to be transferred to the Investor Education and Protection Fund by the Company.

For U. S. Prasad & Co.
Chartered Accountants
(FRN -: 005980C)

U. S. PRASAD & CO. PATNA CHARTERED ACCOUNTANTS

CA NISHITH SINHA
Partner
M. No.- 418629
UDIN- 25418629BMJPBZ3025

Date: 27/09/2025
Place: Patna

Oceanica Lifestyle Pvt. Ltd.

Director

DIRECTORS' REPORT

To
The Member of
OCEANICA LIFESTYLE PRIVATE LIMITED

Your Directors have pleasure in presenting the Annual Report of your Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2025.

Financial Results and Operations

The summarized Financial Results of the Company for the financial year ended 31st March, 2025 are as follows:

The summarized Financial Results of the Company for the financial year ended	Year ended 31.03.2025 Amount (INR)	Year ended 31.03.2024 Amount (INR)
Revenue from Operations	-	-
Other income	38,506.00	2,335.00
Total income	(24,15,425.00)	(16,85,751.00)
Profit/ (Loss) before tax	(24,15,425.00)	(16,85,751.00)
Current Tax	-	-
Deferred Tax	-	-
Net Profit/ (Loss) after tax	(24,15,425.00)	(16,85,751.00)

During the year under review the company recorded a net Profit of Rs. (24,15,425.00) due to operaion during the financial year

Dividend

With the view to conserve the profit of company the directors are not recommending any dividend for the financial year ended 31st March, 2025.

Reserves

The Board proposes to carry to reserve & surpluses the amount of Rs. (24,15,425.00)

Review of Business Operations and Future Prospects

Your Directors have reviewed the business operations of the Company and found the same satisfactory. The Directors also appraise that the Company is doing well and is continuously looking for avenues for future growth.

Material Changes and Commitment

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

A. Conservation of Energy and Technology Absorption

The state of affairs of the Company for the period under review contains no such information, as required in accordance with the provisions of section 134(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption.

B. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

Statement Concerning Development and Implementation of Risk Management Policy of the Company

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Particulars of Loans, Guarantees or Investments made under section 186 of the Companies Act, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

Particulars of Contracts or Arrangements made with Related Parties

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

Explanation or Comments on Qualifications, Reservations or Adverse Remarks or Disclaimers made by the Auditors in their Reports

1 There was no qualification, reservations or adverse remarks made by the Auditors in their report.
2 The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

Annual Return

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. [Annexure: 1]

Number of Board Meetings conducted during the Year under Review

During the financial year 2024-2025 the company held 4 (four) meetings of the Board of Directors as per Section 173 of Companies Act 2013 which is summarized below. The provisions of the Companies Act, 2013 was adhered to while considering the time gap between two meetings.

Sl. No.	Date of Metting
1	12-06-2024
2	18-09-2024
3	27-12-2024
4	21-03-2025

And the presence of the Directors at the Board Meeting is as under:

Name of the Directors	Board Meeting Attended
SANJEEV KUMAR DIN: 06921292	4(12/06/24, 18/09/24, 27/12/24, 21/03/25)
NIRMAL KUMAR DIN: 08295125	4(12/06/24, 18/09/24, 27/12/24, 21/03/25)

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submit its responsibility

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The directors had 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 and loss of the company for that period;
c) The directors had 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 and for preventing and detecting fraud and other irregularities;
d) The directors had prepared the annual accounts on a going concern basis; and
e) Company being unlisted sub clause (e) of Section 134(3) is not applicable.
f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

Auditors and Report thereon

The company has appointed M/s U S Prasad & CO., Chartered Accountants [Firm Registration Number – 005980C] as statutory Auditors for a period of 5 years in the Annual General Meeting of the Company to be held on 30th September, 2023. The Company has received a certificate from the above Auditors to the effect that if they are continued, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Acknowledgements

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Place: PATNA
Date : 27/09/2025

for OCEANICA LIFESTYLE PRIVATE LIMITED

SANJEEV KUMAR
Director
DIN: 06921292
Address:-
AT- Boring Road,
CITY : Patna
STATE : Bihar
PINCODE: 800001

NIRMAL KUMAR
Director
DIN: 08295125
Address:-
AT- Boring Road,
CITY : Patna
STATE : Bihar
PINCODE: 800001

Oceanica Lifestyle Pvt. Ltd.
Director

Oceanica Lifestyle Pvt. Ltd.
Director

Oceanica Lifestyle Pvt. Ltd.
Director

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2025
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

CIN:- U74140BR2012PTC017989

ii. Registration Date: 05-12-2018

iii. Name of the Company: OCEANICA LIFESTYLE PRIVATE LIMITED

iv. Category / Sub-Category of the Company: Indian Non Government Company

v. Address of the Registered Office and contact details-: AT-OFFICE NO-625/626, 6TH FLOOR, ASHIANA HARI NIWAS, DAK BUNGLOW ROAD, PATNA-800001

vi. Email-Id: admin@oceanica.co.in

vii. Whether listed company: No

viii. Name, Address and Contact details of Registrar and Transfer Agent, if any: NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Building Construction	99531121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares Held	Applicable Section
NA					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt		10000	10000	100		10000	10000	100	
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any Other....									
Sub-total (A)(1):-									
(2) Foreign		10000	10000	100		10000	10000	100	
a) NRIs									
Individuals									
b) Other									
Individuals									
c) Bodies Corp									

d) Banks / FI									
e) Any Other....									
Sub-total (A)(2):-									
Total shareholdi									
of Promoter (A) =		10000	10000	100		10000	10000	100	
(A)(1)+(A)(2)									
B Public									
Shareholding									
1 Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2 Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others(specify)									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(									
C Shares held by Custodian for									
Grand Total (A+B+C)		10000	10000	100		10000	10000	100	

i) Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of Total shares of the Company	% of shares Pledge/ encumbered to total shares	No. of Shares	% of Total shares of the Company	% of shares Pledge/ encumbered to total shares	
1	SANJEEV KUMAR	4900	49	0	4900	49	0	0
2	NIRMAL KUMAR	4900	49	0	4900	49	0	0
3	SHWETA SHEKHAR	200	2	0	200	2	0	0

Shweta Shekhar

i) *Change in Promoters' Shareholding (please specify, if there is no change)*

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company shares of the	No. of shares	% of total shares of the company shares of the
No Change					
	At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /				
	At the End of the year				

i) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NONE					
	At the beginning of				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if Separated during the year)				

i) *Shareholding of Directors and Key Managerial Personnel:*

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
SANJEEV KUMAR					
	At the beginning of the year	4900	49	4900	49
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if Separated during the year)	4900	49	4900	49

Sl.No.	For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the the company	
		No. of shares	% of total shares of the	No. of shares	
	NIRMAL KUMAR				
	At the beginning of the year	4900	49	4900	49
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if Separated during the year)	4900	49	4900	49

Sl.No.	For Each of	Shareholding at the beginning of the year		Cumulative Shareholding during the	
		No. of shares	% of total	No. of	% of total shares of
	SHWETA SHEKHAR				
	At the beginning of the year	200	2	200	2
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if Separated during the year)	200	2	200	2

V. **INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-			-
ii) Interest due but not paid				
iii) Interest accrued but not due				-
Total (i+ii+iii)	-			-
Change in Indebtedness during the financial year				
• Addition	-	-		-
• Reduction	-	-		-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-		-
ii) Interest due but not paid				
iii) Interest accrued but not due				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount(in Rs)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify				
	Total (A)				
	Ceiling as per the Act				

B. *Remuneration to other directors:*

S. No.	Particulars of Remuneration	Name of Directors			Total Amount(in Rs)
	1. Independent Directors				
	• Fee for attending board / committee				
	• Commission				
	• Others, please specify				
	Total (1)				
	2. Other Non-Executive Directors				
	• Fee for attending board / committee meetings				
	• Commission				
	• Others, please specify				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) date(s) of approval by the Board

(g) Amount paid as advances, if any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis: NIL

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts / arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Date(s) of approval by the Board

(f) Amount paid as advances, if any: