

February 16, 2026

To,  
The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor,  
Bandra Kurla Complex,  
Mumbai-400051

**Symbol: OSELDEVICE**

Dear Sir/Madam,

**Subject: Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Intimation for dilution of shareholding held by Osel Devices Limited in Osel Healthcare Private Limited, a wholly owned subsidiary of the company**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (LODR) Regulations, 2015, We hereby inform you that the Audit Committee and Board of Directors of the Company, at its Meeting held on Monday, February 16, 2026, has approved the following matter:

1. Osel Healthcare Private Limited intends to issue equity shares to non-promoter investor and the company, resulting in the dilution of Osel Devices Limited's shareholding from 100% to upto 63.24% of the paid-up equity share capital of the subsidiary in one or more tranche. Consequently, Osel Healthcare Private Limited has ceased to be a wholly owned subsidiary of Osel Devices Limited.

We are enclosing herewith the brief details of the above as prescribed under SEBI Listing Regulations as **Annexure A and B**.

The above information is also available on the website of the Company [www.oseldevices.com](http://www.oseldevices.com)

Please take note that the Meeting commenced at 05:30 P.M. and concluded at 06:40 P.M.

This is for your information and records.

Thanking you,

Yours faithfully,

**For OSEL DEVICES LIMITED**

**Diksha**  
**Company Secretary and Compliance Officer**  
**M. No. A7289**

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**OSEL DEVICES LIMITED**

**Registered Office:** 712, Naurang House, K.G. Marg, Connaught Place, Central Delhi, New Delhi, India - 110001

**Head Office:** Signature Tower First Floor, Plot No. 3, Sector Knowledge Park- III, Greater Noida- 201308, Uttar Pradesh, India.

ANNEXURE-A

**The details as required under SEBI Master Circular dated January 30, 2026 bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 are given as under: -**

Sl. No.	Particulars	Details of Information
a.	Name of the target entity, details in brief such as size, turnover etc.	Name of the entity: Osel Healthcare Private Limited  Date of Incorporation: February 04, 2026  Turnover, Size: Not Applicable since it is a newly incorporated company.
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at “arms length”.	The proposed investment in Osel Healthcare Private Limited, a subsidiary of the Company, qualifies as a Related Party Transaction under SEBI (LODR) Regulations, 2015. The transaction is being undertaken in the ordinary course of business, on an arm's length basis, and necessary approvals of the Audit Committee and Board of Directors, as applicable.
c.	Industry to which the entity being acquired belongs.	Dealing in Healthcare product and services in hearing aids.
d.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	The Investor and the Company are investing in Osel Healthcare Private Limited, a subsidiary of the Company, to strengthen its capital base and support business expansion and working capital requirements. The investment is in line with the strategic objectives of the Company and does not result in diversification outside its main line of business. The subsidiary shall continue to remain under the control of the Company.
e.	Brief details of any governmental or regulatory approvals required for the acquisition.	Not applicable.
f.	Indicative time period for completion of the acquisition.	On or before March 31, 2026.
g.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration.  The details of the Investment are as follows; 1. Company: INR 2,49,98,400/- 2. Investors: INR 27,49,82,400/-
h.	Cost of acquisition and/or the price at which the shares are acquired.	The cost of acquisition will be INR 44,800/- per share.

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i.	Percentage of shareholding / control acquired and / or number of shares acquired.	Dilution of the shareholding of Osel Devices Limited from 100% to upto 63.24% of the paid-up capital of the Osel Healthcare Private Limited, in one or more tranche.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<ul style="list-style-type: none"> <li>a. terms of products/line of business: Dealing in Healthcare product and services in hearing aids.</li> <li>b. date of incorporation: February 04, 2026.</li> <li>c. last 3 years turnover, country in which the acquired entity has presence and any other significant information: Not applicable.</li> <li>d. country in which the acquired entity has presence: India.</li> <li>e. any other significant information: No.</li> </ul>

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**ANNEXURE-B**

**The details as required under SEBI Master Circular dated January 30, 2026 bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 are given as under: -**

Sr.No	Particulars	Details of Information
a)	if the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity);	Parties to the Shareholders agreement: - i. Osel Devices Limited (Listed entity). ii. Osel Healthcare Private Limited (Subsidiary Company). iii. Mr. Rajendra Ravi Shanker Mishra (Promoter of the Listed entity). iv. Investors and has no relationship between the listed entity.
b)	if listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	Parties to the Share Purchase agreement: - i. Osel Healthcare Private Limited (Subsidiary Company). ii. Mr. Rajendra Ravi Shanker Mishra (Promoter of the Listed entity). iii. Investors and has no relationship between the listed entity. iv. Date of entering into agreement: Yet to be executed.
c)	purpose of entering into the agreement;	The proposed agreement is intended to record the terms and conditions governing the proposed investment by Investors in Osel Healthcare Private Limited, a Subsidiary of Osel Devices Limited.
d)	shareholding, if any, in the entity with whom the agreement is executed;	Before execution of this agreement Company holds 100% stake in the Subsidiary Company and Post closing of the transaction there will be a dilution of stake in the Wholly owned Subsidiary from 100% to 63.24% and the investment happens in one or more tranche.
e)	significant terms of the agreement (in brief);	The Company is proposed to entered into a Shareholders' Agreement, granting the investor board nomination rights, affirmative voting rights on reserved matters, pre-emptive rights, anti-dilution protection and information/inspection rights in the Osel Healthcare Private Limited.

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		<p>The agreement provides for incorporation of such rights in the Articles of Association of Osel Healthcare Private Limited and includes investor exit rights, quorum requirements and restrictions impacting governance of the subsidiary, without resulting in any direct change in control of Osel Devices Limited.</p>
f)	extent and the nature of impact on management or control of the listed entity;	<p>The Shareholders' Agreement grants the Investor affirmative voting rights on specified reserved matters and board nomination rights at the subsidiary level, thereby influencing governance and key decision-making processes of the subsidiary.</p> <p>However, there is no direct change in control or management of Osel Devices Limited, and the overall control of the listed entity continues as it is.</p>
g)	details and quantification of the restriction or liability imposed upon the listed entity;	Not applicable
h)	whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	<p>Yes and the details are as below;</p> <p>Parties to the agreement: -</p> <ul style="list-style-type: none"> <li>a) Osel Devices Limited (Listed entity).</li> <li>b) Osel Healthcare Private Limited (Subsidiary Company).</li> <li>c) Mr. Rajendra Ravi Shanker Mishra (Promoter of the Listed entity).</li> <li>d) Investors and has no relationship between the listed entity.</li> </ul>
i)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	<p>The proposed investment in Osel Healthcare Private Limited, a subsidiary of the Company, qualifies as a Related Party Transaction under SEBI (LODR) Regulations, 2015. The transaction is being undertaken in the ordinary course of business, on an arm's length basis, and necessary approvals of the Audit Committee and Board of Directors, as applicable.</p>

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j)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	The investment is being made by a Company and the investors in the subsidiary :- Issue Price: INR 44,800 per Equity share. Class: Equity Shares.
k)	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not applicable.
l)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable.

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