

Date: 06/09/2024

To
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C- 1, Block-G, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

NSE Symbol – **OSIAHYPER**

Dear Sir/Madam,

Subject: Corrigendum to the Notice of the Annual General Meeting

This is in continuation to the Notice of 11th Annual General Meeting of the Company (AGM Notice) dated 20th August, 2024, which has already been emailed to all the shareholders of the Company on 28th August, 2024. A Corrigendum is being issued today to inform to all the Shareholders to whom the Notice of Annual General Meeting has been sent regarding changes in Explanatory Statement. A copy of detailed Corrigendum is enclosed herewith.

Except as detailed in the attached Corrigendum, all other items of the AGM Notice along with Explanatory Statement dated 20th August, 2024, shall remain unchanged.

This Corrigendum will also be available on the Website of the Company www.osiahypermart.com

Please note that on and from the date hereof, the AGM Notice dated 20th August, 2024 shall always be read collectively with this Corrigendum.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into record the above submissions and the attached Corrigendum

A copy of the Corrigendum is enclosed herewith for your reference and records.

Thanking you,

Yours sincerely,
For, Osia Hyper Retail Limited



Dhirendra Gautamkumar Chopra
Managing Director
DIN: 06473774

CORRIGENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

Osia Hyper Retail Limited (“**Company**”) has issued a notice dated 20th August, 2024 (“**Notice of AGM**”) for convening the 11th Annual General Meeting of the members of the Company which is scheduled to be held on **Thursday, the 19th September, 2024 at 11:00 AM (IST) at ITC Narmada, Survey # 104 A, Judges Bungalow Rd, I I M, Vastrapur, Ahmedabad, Gujarat 380015.**

The Notice of the AGM has been dispatched to the Shareholders of the Company in due compliance with provisions of the Companies Act, 2013 read with relevant rules and circulars made thereunder.

This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Item No. 6: Issue of Equity Shares on a Preferential Basis.

We refer to Item No. 6 of the Notice of AGM which pertains to seeking approval of the shareholders for the proposed issue of 4,39,00,000 Equity Share on Preferential Basis.

There has been amendment in Item No. 6 explanatory statement contained in Notice of the AGM.

1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	105.00 Crores	Within 24 months from receipt of funds for the Equity Shares
2	Generate Corporate Purpose	17.92 Crores	
Total		122.92 Crores	

A) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

B) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. **

**Till such time issue proceeds are fully utilized, the Company shall keep the same in bank deposits and /or Bonds/Fixed Deposit/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

Monitoring Agency Details:

As the size of this issue is above 100 Crore so, our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

Item No 7: Issue of Convertible Warrants on a Preferential basis

We refer to Item No. 7 of the Notice of AGM which pertains to seeking approval of the shareholders for the proposed issue of 21,31,75,000 Convertible Warrants into Equity Share on Preferential Basis.

There has been amendment in Item No. 7 explanatory statement contained in Notice of the AGM.

1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Convertible Warrants as under:

S.N.	Particulars	Total estimated amount to be utilized for each of the Objects (Rs. In crore) *	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Enhancement of capacities of the company's existing stores	50.00 Crores	Within 24 months from receipt of funds for the Warrants
2	Set up of new subsidiaries in India or Abroad	50.00 Crores	
3	Strategic Foreign Acquisitions and/or Joint Ventures	50.00 Crores	
4	Working Capital Requirements	360.00 Crores	
5	Generate Corporate Purpose	86.89 Crores	
Total		596.89 Crores	

***Considering 100% conversion of Warrants into equity shares within the stipulated time.**

A) Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein).

B) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the



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Email Us : osiahyper01@gmail.com

same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

C) If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. **

**Till such time issue proceeds are fully utilized, the Company shall keep the same in bank deposits and /or Bonds/Fixed Deposit/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

Monitoring Agency Details:

As the size of this issue is above 100 Crore so, our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

This corrigendum is being issued to inform the shareholders/beneficial owners of the Company regarding amendment in Item No. 7 Explanatory Statement of the aforesaid Notice of AGM.

Attached Attendance Slip and Proxy Form

On and from the date hereof, the Notice of the AGM shall always be read in conjunction with this corrigendum ("Corrigendum") which is also being uploaded on the website of the Company at www.osiahypermart.com and on the website of Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com.

All other contents of the Notice of the AGM dated 20th August, save and except as amended by this Corrigendum, shall remain unchanged.

By Order of the Board
For Osia Hyper Retail Limited

Sd/-
Dhirendra Chopra
Managing Director
DIN: 06473774

Place: Ahmedabad
Date: 6th September, 2024



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Email Us : osiahyper01@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

I/We, hereby record my/our presence at the 11th Annual General Meeting of the Company to be held on Thursday, 19th September, 2024 at 11.00 A.M. at the ITC Narmada, Survey # 104 A, Judges Bungalow Rd, IIM, Vastrapur, Ahmedabad, Gujarat 380015.

Folio No. /DP ID No. /Client ID No.

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member /Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his / her copy of the Annual Report for reference at the Meeting



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FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

OSIA HYPER RETAIL LIMITED
 CIN: L52190GJ2013PLC077269

Regd. Office: Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Ahmedabad, Gujarat, India, 380005

Name of member(S):	
Registered office:	
Email I'd:	
Folio No / client:	
DP ID:	

I / We, being the member(s) holding _____ equity shares of the above-named Company, hereby appoint:

(1) Name _____
 Address _____
 EmailID _____ Signature _____
 or failing him/her

(2) Name _____
 Address _____
 EmailID _____ Signature _____
 or failing him/her

Affix Re. 1 Revenue Stamp

(3) Name _____
 Address _____
 EmailID _____ Signature _____



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **11th Annual General Meeting** of the Company, to be held on, **the 19th September, 2024 at 11.00 A.M. at the ITC Narmada, Survey # 104 A, Judges Bunglow Rd, IIM, Vastrapur, Ahmedabad, Gujarat 380015.** and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution no.	Description	For*	Against *
1	Ordinary Resolution To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024, together with the Directors' and Auditors' Reports thereon.		
2	Ordinary Resolution To appoint a director in place of Mrs. Kavita Dhirendra Chopra (DIN – 06473785), who retires by rotation and being eligible, offers herself for re- appointment.		
3	Ordinary Resolution Regularization of Additional Director, Mrs. DEEPSHIKHA AJAY KUMAR CHOUDHARY (DIN: 08190708) by Appointing her as Independent Director of the Company for the period of 5 years.		
4	Ordinary Resolution Increase in authorized share capital of the Company.		
5	Special Resolution to Approve power to borrow funds pursuant to the Provisions of Section 180(1) (C) of the Companies Act, 2013.		
6	Special Resolution Issue of Equity Shares on a Preferential basis.		
7	Special Resolution Issue of Convertible Warrants on a Preferential basis.		
8	Special Resolution Alteration of the Object Clause in the Memorandum of Association of the Company.		

Signed this _____ day of September, 2024.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

***NOTE:**

1. Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.

2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.



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3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company Basement Store 1, 4d Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Ahmedabad, Gujarat, India, 380005