



Osia Hyper Retail Limited
Corporate Add: Osia hypermart
4d Square Basment-one,
Visat To Gandhinagar Highway, Motera,
Ahmedabad, Gujarat-380 005.
Mob : 7096036838
Email Us : osiahyper01@gmail.com
CIN: L52190GJ2013PLC077269

NOTICE

NOTICE is hereby given that the **ELEVENTH ANNUAL GENERAL MEETING** of the members and shareholders of M/s. Osia Hyper Retail Limited will be held on **Thursday, the 19th of September, 2024 at 11:00 A.M. (IST) ITC Narmada, Survey # 104 A, Judges Bunglow Rd, IIM, Vastrapur, Ahmedabad, Gujarat 380015.**

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Directors' and Auditors' Reports thereon.

2. 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.

To consider and, if thought fit to pass with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant the provisions of Section 152 (6) of the Companies Act, 2013 Mrs. Kavita Dhirendra Chopra (DIN – 06473785), who being eligible, offers herself for appointment, be and is hereby appointed as a director of the Company on the Board of Directors.”

Special Business: -

3. 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:

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT, Mrs. DEEPSHIKHA AJAY KUMAR CHOUDHARY (DIN: 08190708), who was appointed as an Additional Independent Director (Non-Executive) with effect from 11th January, 2024 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for the period of 5 years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”

4: Increase in authorised share capital of the Company:



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To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) divided into 28,00,00,000 (Twenty-Eight Crores) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of Rs. 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share capital of the Company is Rs. 45,00,00,000/- (Rupees Fifty-Five Crores Only) divided into 45,00,00,000 (Forty-Five Crores) Equity Shares of Rs. 1/- (Rupees One Only) each with power to increase, modify and reduce the capital and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determine under the provisions of the Companies Act 2013 or any other applicable Act (s), Rules (s) and Regulations (s).”

RESOLVED FURTHER THAT any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

5: To Approve power to borrow funds pursuant to the Provisions of Section 180(1) (C) of the Companies Act, 2013

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(C) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the



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Board of Directors of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 1,000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies.”

6: Issue of Equity Shares on a Preferential basis

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (“the Act”), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (“RBI”) and subject to the



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provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchange i.e. National Stock Exchange of India Limited (NSE) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. National Stock Exchange of India Limited (NSE), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot 4,39,00,000 (Four Crores Thirty-Nine Lakhs) fully Paid up Equity Shares of the Company having a Face Value of Rs. 1/- (Rupees One Only) each at a price of Rs. 28/- (Rupees Twenty-Eight Only) per Equity Share (including a premium of Rs. 27/- (Rupees Twenty-Seven Only) per share ('Preferential Allotment Price'), aggregating to Rs. 1,22,92,00,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Two Lakhs Only)], to the below as a Table A mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Table A

SN	Name of the proposed Allottee	Category	No. of Shares to be allotted	PAN
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	35,00,000	AAICE2582L
2	Bhanushali Studios Limited	Non-Promotor	19,50,000	AAKCB0460G
3	Prachi Hitesh Rupareliya	Non-Promotor	25,00,000	FAKPR4128D
4	Lalitaben Kurjibhai Rupareliya	Non-Promotor	25,00,000	CQUPR9324L



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5	Kurjibhai Premjibhai Rupareliya	Non-Promotor	35,00,000	ABGPR6434A
6	Rupesh Dayashanker Madeka	Non-Promotor	18,60,000	AASPM8189J
7	Mihir Rupeshkumar Madeka	Non-Promotor	27,90,000	ACXPM6011E
8	Pinakin Dayashankar Madeka	Non-Promotor	46,50,000	AASPM8190R
9	Manesh Dayashanker Madeka	Non-Promotor	46,50,000	AASPM8191Q
10	Kavita Dharendra Chopra	Promotor	50,00,000	AEDPK9912O
11	Kavya Dharendra Chopra	Promoter Group	50,00,000	BDUPC6555N
12	Dhirendra Gautamkumar Chopra	Promotor	15,00,000	AAMPC4734H
13	Gautam Jasraj Chopra	Promoter Group	500,000	ABCPC0592N
14	Naitik Gautamkumar Chopra	Promoter Group	500,000	AGCPC6937E
15	Namrata Abhishek Mehta	Promoter Group	10,00,000	ADAPC8692H
16	Kunjit Maheshbhai Patel	Non-Promotor	500,000	APLPP0167P
17	Viney Parkash HUF	Non-Promotor	20,00,000	AABHV2104D

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, 20th August, 2024, being the preceding day of 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects



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(including with respect to dividend and voting powers) from the date of allotment thereof.

- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h. The Equity Shares so offered, issued and allotted will be listed and traded on National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Preferential Issue to be



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allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. National Stock Exchange of India Limited (NSE) and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

7: Issue of Convertible Warrants on a Preferential basis

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s),



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consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. National Stock Exchange of India Limited (NSE), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each ('Warrants') at a price of Rs. 28/- (Rupees Twenty-Eight Only) each (including premium of Rs. 27/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty Nine Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein below as a table A (hereinafter referred to as "Proposed Allottee"), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, 20th August, 2024, being the preceding day of 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of upto Rs. 1,49,22,25,000/- (Rupees One Hundred Forty-Nine Crores Twenty-Two Lakhs Twenty-Five Thousand Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 4,47,66,75,000/- (Rupees Four Hundred Forty-Seven Crores Sixty-Six Lakhs Seventy-Five Thousand Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).



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- c. The Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.



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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. National Stock Exchange of India Limited and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Table A

SN	Name of the proposed Allottee	Category	No. of Convertible Warrants to be allotted	PAN
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	1,91,00,000	AAICE2582L
2	Bhanushali Studios Limited	Non-Promotor	19,50,000	AAKCB0460G
3	Prachi Hitesh Rupareliya	Non-Promotor	1,28,00,000	FAKPR4128D
4	Lalitaben Kurjibhai Rupareliya	Non-Promotor	1,26,00,000	CQUPR9324L



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5	Kurjibhai Premjibhai Rupareliya	Non-Promotor	1,30,00,000	ABGPR6434A
6	Indresh Bhupendrabhai Shah	Non-Promotor	400,000	BHZPS4128N
7	Manisha Jitendra Shingala	Non-Promotor	200,000	AGNPS6985R
8	Harshit Amit Kothari	Non-Promotor	4,45,000	DIXPK7560P
9	Hardik Amit Kothari	Non-Promotor	4,45,000	DIXPK7595C
10	Ghaghada Kumar Kishorkumar	Non-Promotor	11,10,000	BRJPG8322G
11	Rupesh Dayashanker Madeka	Non-Promotor	90,46,200	AASPM8189J
12	Mihir Rupeshkumar Madeka	Non-Promotor	1,35,67,800	ACXPM6011E
13	Pinakin Dayashankar Madeka	Non-Promotor	2,26,13,000	AASPM8190R
14	Manesh Dayashanker Madeka	Non-Promotor	2,26,13,000	AASPM8191Q
15	Kavita Dharendra Chopra	Promotor	1,00,00,000	AEDPK9912O
16	Kavya Dharendra Chopra	Promoter Group	1,00,00,000	BDUPC6555N
17	Gautam Jasraj Chopra	Promoter Group	500,000	ABCPC0592N
18	Nirmaladevi Gautamkumar Chopra	Promoter Group	15,00,000	AAMPC4863B
19	Naitik Gautamkumar Chopra	Promoter Group	45,00,000	AGCPC6937E
20	Namrata Abhishek Mehta	Promoter Group	40,00,000	ADAPC8692H
21	Kunjit Maheshbhai Patel	Non-Promotor	10,00,000	APLPP0167P
22	Unico Global opportunities Fund	Non-Promotor	2,00,00,000	AADCU6282G
23	Forbes EMF	Non-Promotor	2,00,00,000	AACCF7145C
24	Jay Vasantbhai Turakhiya	Non-Promotor	58,85,000	ANSPT5854G
25	Viney Parkash HUF	Non-Promotor	39,00,000	AABHV2104D



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Email Us : osiahyper01@gmail.com
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26	Savaliya Divyeshkumar Mansukhlal	Non- Promotor	8,00,000	BOFPS5771C
27	Gopalkumar Bhikhabhai Baldha	Non- Promotor	8,00,000	AYAPB3043L
28	Dayanand Badda Nayak	Non- Promotor	4,00,000	ABBP6260F

8: Alteration of the Object Clause in the Memorandum of Association of the Company.

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any modification or re-enactment thereof from time to time), the approval of the members of the company be and is hereby accorded to alter the object clause of the Memorandum of Association of the Company by adding a new clause III (A) (2) after clause III (A) (1) to the Memorandum of Association of the Company in the following manner:

Clause III (A) (2): “To carry on all the activities to develop Agricultural and forest resources-based Industries and also plant, grow, cultivate, produce, and raise plantations of various agricultural corps, forest and other plantation, various types of fertilizers, horticultural crops, Green House, Net House, medicinal and aromatic plants in their own farms and/ or taken on lease. To carry on the business as a manufacturer, importers and exporters, whole seller, retailer and dealers of all type of agricultural commodities including but not limited to spices, all type of oils, grains, vegetables, herbs, pickles and other items.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors



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For, Osia Hyper Retail Limited

Date: 20/08/2024
Place: Ahmedabad

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN: 06473785

IMPORTANT NOTES

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself/ herself and the 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 a 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. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed to this Notice.

5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed Friday, 16th August 2024 as the Record Date (i.e. cutoff date) for taking records of the Members of the Company for the purpose of 11th Annual General Meeting.



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6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
11. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
12. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
13. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
15. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the



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Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website <https://www.osiahypermart.com/> on the website of National Stock Exchange of India (NSE) www.nseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

16. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or cs2013.ohrl@gmail.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 9:00 A.M. on September 16, 2024, and ends on 5:00 P.M. on September 18, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 12th September 2024, may cast



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their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode


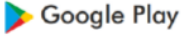


In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online”



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	<p>for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="577 1355 967 1594" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>



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	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



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	For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5.Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



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(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.



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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of



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PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs2013.ohrl@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs2013.ohrl@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



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Profile of the directors seeking appointment/reappointment in forthcoming Annual General Meeting:

Name of Director	Mrs. Kavita Dhirendra Chopra	Mrs. Deepshikha Ajay Kumar Choudhary
Director Identification Number	06473785	08190708
Date of Birth	10/10/1979	19/01/1981
Date of first appointment	18/10/2013	11/01/2024
Qualifications	Graduate	Graduate
Expertise in specific	Administration	-
Number of Equity shares held	2,99,20,000	NIL
List of other Public Ltd. Co. in which Directorship held	NIL	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL	NIL



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
("the Act")

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item;

Item No 4: Increase in authorized share capital of the Company:

The existing Authorized Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores Only) consisting of 28,00,00,000 (Twenty-Eight Crores) Equity Shares of Rs.1/- (Rupee One Only) each.

The Board in its Meeting held on 20th August, 2024 approved and recommended increasing the Authorised Share Capital to Rs. 45,00,00,000/- (Rupees Forty-Five Crores Only) consisting of 45,00,00,000 (Forty-Five Crores) equity shares of Rs. 1/- (Rupees One Only) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 4 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No 5: To Approve power to borrow funds pursuant to the Provisions of Section 180(1) (C) of the Companies Act, 2013

As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board of Directors, therefore recommends the Resolution to be passed as Special Resolution by the members.



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None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No 6: Issue of Equity Shares on a Preferential basis

The Board of Directors of the Company in their meeting held on 20th August, 2024, approved raising of funds aggregating upto Rs. 1,22,92,00,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Two Lakhs Only) by way of issuance of upto 4,39,00,000 (Four Crores Thirty-Nine Lakhs) fully paid-up equity shares of the Company of face value of 1/- each at a price of Rs. 28/- (Rupees Twenty-Eight Only) each (including premium of Rs. 27/- each) payable in cash to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential as per provisions of (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

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



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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/Mutual Funds/ 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.

2. Maximum number of securities to be issued:

The Resolution set out in the accompanying notice authorizes the Board for issuance of 4,39,00,000 (Four Crores Thirty-Nine Lakhs) Equity Shares at an issue price of Rs. 28/- (Rupees Twenty-Eight Only) aggregating to Rs. 1,22,92,00,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Two Lakhs Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the minimum price for Equity Shares is Tuesday, 20th August, 2024 i.e. 30 days prior to the date of this Annual General Meeting.

4. Basis or justification for the price (including the premium, if any) has been arrived at:



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Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 28/- (Rupees Twenty-Eight Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 20th August, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited (NSE), being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- (a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 24.75/- per Equity Shares;
- (b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 27.76/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated 20th August, 2024 and the price arrived is Rs. 27.76/- (Rupees Twenty-Seven and Seventy-Six Paise Only). However, the issue price as decided by the management is Rs. 28/- (Rupees Twenty- Eight Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at www.osiahypermart.com

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 27.76/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 28/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

5. The price or price band at which the allotment is proposed:



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The price per Equity Share to be issued is fixed at Rs. 28/- (Rupees Twenty- Eight Only) which consists of Rs. 1/- (Rupees One Only) as Face Value and Rs.27/- (Rupees Twenty-Seven Only) as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

6. Principal terms of assets charged as securities: Not Applicable

7. Material terms of issue of Equity Shares on Preferential basis:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

8. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:

Except the name mentioned below, None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

SN	Name of Allottee	No. of Equity Shares	Category
1	Kavita Dharendra Chopra	50,00,000	Promotor
2	Kavya Dharendra Chopra	50,00,000	Promoter Group
3	Dhirendra Gautamkumar Chopra	15,00,000	Promotor
4	Gautam Jasraj Chopra	5,00,000	Promoter Group
5	Naitik Gautamkumar Chopra	5,00,000	Promoter Group
6	Namrata Abhishek Mehta	10,00,000	Promoter Group

9. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

S.N.	Category	Pre-issue		Post-issue*	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promotor Group Holding				
		1	Indian:		
			Individual	6,41,06,363	48.16
	Bodies corporate	0	0.00	0	0.00



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	Sub-total	6,41,06,363	48.16	10,81,06,363	27.71
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	6,41,06,363	48.16	10,81,06,363	27.71
B	Non-Promoters Holding				
1	Institutional (Domestic)	0	0.00	0	0.00
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	46,560	0.03	6,26,46,560	16.06
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4,85,07,836	36.44	4,85,07,836	12.43
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	95,82,688	7.20	15,02,57,688	38.51
	NON-RESIDENT INDIANS (NRIs)	8,31,016	0.62	8,31,016	0.21
	BODIES CORPORATE	64,29,857	4.83	1,03,29,857	2.65
	Any Other	36,19,580	2.72	95,19,580	2.44



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	Sub-Total (B)	6,90,17,537	51.84	28,20,92,537	72.29
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	0	0.00	0	0
	Sub-Total (C)	0	0.00	0.00	0.00
	Grand Total (A + B + C)	13,31,23,900	100.00	39,01,98,900	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th June, 2024.**
- 2) *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (21,31,75,000) will be converted into equity shares as specified in item no. 7 of Notice of 11th Annual General Meeting of the Company.

10. Proposed time schedule within which the allotment/ preferential issue shall be completed:

As required under the SEBI ICDR Regulations the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

No, preferential allotment is made during the year.

13. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 20th August, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No.



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IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

14. Amount which the Company intends to raise by way of such securities:

Aggregating upto Rs. 1,22,92,00,000/- (Rupees One Hundred Twenty-Two Crores Ninety-Two Lakhs Only).

15. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued to Promotor, Promotor Group and Non-Promoters includes Body Corporates, Individuals, HUF and Funds.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

17. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

18. Listing of Securities

The Company will make an application to the Stock Exchange at which the existing shares is already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

19. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter

SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	Non-Promotor
2	Bhanushali Studios Limited	Non-Promotor	Non-Promotor
3	Prachi Hitesh Rupareliya	Non-Promotor	Non-Promotor
4	Lalitaben Kurjibhai Rupareliya	Non-Promotor	Non-Promotor
5	Kurjibhai Premjibhai Rupareliya	Non-Promotor	Non-Promotor
6	Rupesh Dayashanker Madeka	Non-Promotor	Non-Promotor



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7	Mihir Rupeshkumar Madeka	Non-Promotor	Non-Promotor
8	Pinakin Dayashankar Madeka	Non-Promotor	Non-Promotor
9	Manesh Dayashanker Madeka	Non-Promotor	Non-Promotor
10	Kavita Dharendra Chopra	Promotor	Promotor
11	Kavya Dharendra Chopra	Promoter Group	Promoter Group
12	Dhirendra Gautamkumar Chopra	Promotor	Promotor
13	Gautam Jasraj Chopra	Promoter Group	Promoter Group
14	Naitik Gautamkumar Chopra	Promoter Group	Promoter Group
15	Namrata Abhishek Mehta	Promoter Group	Promoter Group
16	Kunjit Maheshbhai Patel	Non-Promotor	Non-Promotor
17	Viney Parkash HUF	Non-Promotor	Non-Promotor

20. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 30th June, 2024).

SN	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	0	0	2,26,00,000	5.79	Nitin Singhal
2	Bhanushali Studios Limited	Non-Promotor	0	0	39,00,000	1.00	VINOD PRADHAN BHANUSHALI



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3	Prachi Hitesh Rupareliya	Non-Promotor	0	0	1,53,00,000	3.92	Not Applicable
4	Lalitaben Kurjibhai Rupareliya	Non-Promotor	0	0	1,51,00,000	3.87	Not Applicable
5	Kurjibhai Premjibhai Rupareliya	Non-Promotor	0	0	1,65,00,000	4.23	Not Applicable
6	Rupesh Dayashanker Madeka	Non-Promotor	0	0	1,09,06,200	2.80	Not Applicable
7	Mihir Rupeshkumar Madeka	Non-Promotor	0	0	1,63,57,800	4.19	Not Applicable
8	Pinakin Dayashankar Madeka	Non-Promotor	0	0	2,72,63,000	6.99	Not Applicable
9	Manesh Dayashanker Madeka	Non-Promotor	0	0	2,72,63,000	6.99	Not Applicable
10	Kavita Dharendra Chopra	Promotor	3,49,20,000	26.23	4,99,20,000	12.79	Not Applicable
11	Kavya Dharendra Chopra	Promoter Group	0	0	1,50,00,000	3.84	Not Applicable
12	Dhirendra Gautamkumar Chopra	Promotor	2,91,06,363	21.86	3,06,06,363	7.84	Not Applicable
13	Gautam Jasraj Chopra	Promoter Group	16,000	0.01	10,16,000	0.26	Not Applicable
14	Naitik Gautamkumar Chopra	Promoter Group	16,000	0.01	50,16,000	1.29	Not Applicable
15	Namrata Abhishek Mehta	Promoter Group	16,000	0.01	50,16,000	1.29	Not Applicable
16	Kunjit Maheshbhai Patel	Non-Promotor	100	0	15,00,100	0.38	Not Applicable



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17	Viney Parkash HUF	Non- Promotor	0	0	59,00,000	1.51	Viney Parkash Aggarwal
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Note: *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted (21,31,75,000) will be converted into equity shares as specified in item no. 7 of Notice of 11th Annual General Meeting of the Company

21. Certificates and Valuation Report:

The Company has received Valuation Report dated 20th August, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s SCS AND CO. LLP, practicing Company Secretaries (Membership No: F11334), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s SPJV & Co., practicing Chartered Accountants (Membership No: 409062), as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., www.osiahypermart.com and available for inspection at the registered office of the Company during office hours.

22. Change in the control or composition of the Board they would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Undertaking by the Company:

The Company hereby undertakes that:



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- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
 - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
 - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).



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25. Other disclosures:

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.osiahypermart.com.

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

- All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
- None of the proposed allottees to whom Equity Shares are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

Except the Dharendra Gautamkumar Chopra (Managing Director), Kavita Chopra Dhirendrakumar (Director), Kavya Dharendra Chopra, Gautam Jasraj Chopra, Nirmaladevi Gautamkumar Chopra, Naitik Gautamkumar Chopra and Namrata Abhishek Mehta, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 6 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 6 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorized share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.



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Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

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

The Board of Directors of the Company in their meeting held on 20th August, 2024, approved raising of funds aggregating upto Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only) by way of issuance of upto 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each ('Warrants') at a price of Rs. 28/- (Rupees Twenty-Eight Only) each (including premium of Rs.27/- each) payable in cash ('Warrants Issue Price'), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only) by way of issuance of upto 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each at a price of Rs. 28/- (Rupees Twenty-Eight Only) each (including premium of Rs. 27/- each) payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

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



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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	To fund Capex of existing stores, future stores (Domestic as well as overseas) may be either by way of opening new stores, taking over of other stores either as part of Company or as subsidiary /associates Company.	150.00 Crores	Within 24 months from receipt of funds for the Warrants
2	Working Capital Requirements	360.00 Crores	
3	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 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



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Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

C) 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/Mutual Funds/ 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.

2. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Tuesday, 20th August, 2024.

3. Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on 20th August, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) Warrants to the Proposed Allottees, each at a price of Rs. 28/- per Warrant (including a premium of Rs. 27/- per Warrant), aggregating up to Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only), for a cash consideration, by way of a preferential issue on a private placement basis.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued



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Up to 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) Warrants, at a price of Rs. 28/- per Warrant (including a premium of Rs. 27 per Warrant) aggregating up to Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

5. Basis or justification for the price (including the premium, if any) has been arrived at:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 28/- (Rupees Twenty-Eight Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 20th August, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited (NSE), being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- (a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 24.75/- per Equity Shares;
- (b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 27.76/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated 20th August, 2024 and the price arrived is Rs. 27.76/- (Rupees Twenty-Seven and Seventy-Six Paise Only). However, the issue price as decided by the management is Rs. 28/- (Rupees Twenty- Eight Only) per specified security.



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A copy of the report issued by the Registered Valuer is available on the website of the Company at www.osiahypermart.com

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 27.76/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 28/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

6. Amount which the Company intends to raise by way of such securities:

Aggregating upto Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only).

7. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued to Promotor, Promotor Group and Non-Promoters including Individual, Body Corporate, HUF and Funds.

8. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

No, preferential allotment is made during the year.

9. Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 5,96,89,00,000/- (Rupees Five Hundred Ninety-Six Crores Eighty-Nine Lakhs Only) by way of issuance of upto 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 1/- each at a price of Rs. 28/- (Rupees Twenty-Eight Only) each (including premium of Rs. 27/- each) payable in cash.

Minimum amount of upto Rs. 1,49,22,25,000/- (Rupees One Hundred Forty-Nine Crores Twenty-Two Lakhs Twenty-Five Thousand Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 4,47,66,75,000/- (Rupees Four Hundred Forty-Seven Crores Sixty-Six Lakhs Seventy-Five Thousand Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

10. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:



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Except the name mentioned below, None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

SN	Name of Allottee	No. of Warrants	Category
1	Kavita Dhirendra Chopra	1,00,00,000	Promotor
2	Kavya Dhirendra Chopra	1,00,00,000	Promoter Group
3	Gautam Jasraj Chopra	5,00,000	Promoter Group
4	Nirmaladevi Gautamkumar Chopra	15,00,000	Promoter Group
5	Naitik Gautamkumar Chopra	45,00,000	Promoter Group
6	Namrata Abhishek Mehta	40,00,000	Promoter Group

11. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

S.N.	Category	Pre-issue		Post-issue*	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promotor Group Holding				
1	Indian:				
	Individual	6,41,06,363	48.16	10,81,06,363	27.71
	Bodies corporate	0	0.00	0	0.00
	Sub-total	6,41,06,363	48.16	10,81,06,363	27.71
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	6,41,06,363	48.16	10,81,06,363	27.71
B	Non-Promoters Holding				
1	Institutional (Domestic)	0	0.00	0	0.00
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	46,560	0.03	6,26,46,560	16.06
	Foreign Portfolio Investors Category II	0	0.00	0	0.00



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3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional				
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4,85,07,836	36.44	4,85,07,836	12.43
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	95,82,688	7.20	15,02,57,688	38.51
	NON-RESIDENT INDIANS (NRIs)	8,31,016	0.62	8,31,016	0.21
	BODIES CORPORATE	64,29,857	4.83	1,03,29,857	2.65
	Any Other	36,19,580	2.72	95,19,580	2.44
	Sub-Total (B)	6,90,17,537	51.84	28,20,92,537	72.29
C	Non - Promoter Non-Public Holding				
	Custodian/DR Holder	0	0.00	0	0
	Sub-Total (C)	0	0.00	0.00	0.00
	Grand Total (A + B + C)	13,31,23,900	100.00	39,01,98,900	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th June, 2024**.
- 2) *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity share.

12. Time frame within which the preferential issue shall be completed:



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The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

13. Principal terms of assets charged as securities: Not Applicable

14. Material terms of raising such securities:

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

15. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 30th June, 2024).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	0	0	2,26,00,000	5.79	Nitin Singhal
2	Bhanushali Studios Limited	Non-Promotor	0	0	39,00,000	1.00	VINOD PRADHAN BHANUSHALI
3	Prachi Hitesh Rupareliya	Non-Promotor	0	0	1,53,00,000	3.92	Not Applicable



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4	Lalitaben Kurjibhai Rupareliya	Non- Promotor	0	0	1,51,00,000	3.87	Not Applicable
5	Kurjibhai Premjibhai Rupareliya	Non- Promotor	0	0	1,65,00,000	4.23	Not Applicable
6	Indresh Bhupendrabhai Shah	Non- Promotor	0	0	4,00,000	0.10	Not Applicable
7	Manisha Jitendra Shingala	Non- Promotor	0	0	2,00,000	0.05	Not Applicable
8	Harshit Amit Kothari	Non- Promotor	0	0	4,45,000	0.11	Not Applicable
9	Hardik Amit Kothari	Non- Promotor	0	0	4,45,000	0.11	Not Applicable
10	Ghaghada Kumar Kishorkumar	Non- Promotor	0	0	11,10,000	0.28	Not Applicable
11	Rupesh Dayashanker Madeka	Non- Promotor	0	0	1,09,06,200	2.80	Not Applicable
12	Mihir Rupeshkumar Madeka	Non- Promotor	0	0	1,63,57,800	4.19	Not Applicable
13	Pinakin Dayashankar Madeka	Non- Promotor	0	0	2,72,63,000	6.99	Not Applicable
14	Manesh Dayashanker Madeka	Non- Promotor	0	0	2,72,63,000	6.99	Not Applicable
15	Kavita Dhirendra Chopra	Promotor	3,49,20,000	26.23	4,99,20,000	12.79	Not Applicable
16	Kavya Dhirendra Chopra	Promoter Group	0	0	1,50,00,000	3.84	Not Applicable
17	Gautam Jasraj Chopra	Promoter Group	16,000	0.01	10,16,000	0.26	Not Applicable



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18	Nirmaladevi Gautamkumar Chopra	Promoter Group	16,000	0.01	15,16,000	0.39	Not Applicable
19	Naitik Gautamkumar Chopra	Promoter Group	16,000	0.01	50,16,000	1.29	Not Applicable
20	Namrata Abhishek Mehta	Promoter Group	16,000	0.01	50,16,000	1.29	Not Applicable
21	Kunjit Maheshbhai Patel	Non- Promotor	100	0	15,00,100	0.38	Not Applicable
22	Unico Global opportunities Fund	Non- Promotor	0	0	2,00,00,000	5.13	Rajendra Bhatt
23	Forbes EMF	Non- Promotor	0	0	2,00,00,000	5.13	Li Hoy Choo
24	Jay Vasantbhai Turakhiya	Non- Promotor	0	0	58,85,000	1.51	Not Applicable
25	Viney Parkash HUF	Non- Promotor	0	0	59,00,000	1.51	Viney Parkash Aggarwal
26	Savaliya Divyeshkumar Mansukhlal	Non- Promotor	0	0	8,00,000	0.21	Not Applicable
27	Gopalkumar Bhikhabhai Baldha	Non- Promotor	0	0	8,00,000	0.21	Not Applicable
28	Dayanand Badda Nayak	Non- Promotor	0	0	4,00,000	0.10	Not Applicable

16. Change in the control or composition of the Board that would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

17. Undertaking by the Company:

The Company hereby undertakes that:



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- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
 - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
 - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter



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SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Ebisu Global Opportunities Fund Ltd	Non-Promotor	Non-Promotor
2	Bhanushali Studios Limited	Non-Promotor	Non-Promotor
3	Prachi Hitesh Rupareliya	Non-Promotor	Non-Promotor
4	Lalitaben Kurjibhai Rupareliya	Non-Promotor	Non-Promotor
5	Kurjibhai Premjibhai Rupareliya	Non-Promotor	Non-Promotor
6	Indresh Bhupendrabhai Shah	Non-Promotor	Non-Promotor
7	Manisha Jitendra Shingala	Non-Promotor	Non-Promotor
8	Harshit Amit Kothari	Non-Promotor	Non-Promotor
9	Hardik Amit Kothari	Non-Promotor	Non-Promotor
10	Ghaghada Kumar Kishorkumar	Non-Promotor	Non-Promotor
11	Rupesh Dayashanker Madeka	Non-Promotor	Non-Promotor
12	Mihir Rupeshkumar Madeka	Non-Promotor	Non-Promotor
13	Pinakin Dayashankar Madeka	Non-Promotor	Non-Promotor
14	Manesh Dayashanker Madeka	Non-Promotor	Non-Promotor
15	Kavita Dharendra Chopra	Promotor	Promotor
16	Kavya Dharendra Chopra	Promoter Group	Promoter Group
17	Gautam Jasraj Chopra	Promoter Group	Promoter Group
18	Nirmaladevi Gautamkumar Chopra	Promoter Group	Promoter Group
19	Naitik Gautamkumar Chopra	Promoter Group	Promoter Group



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20	Namrata Abhishek Mehta	Promoter Group	Promoter Group
21	Kunjit Maheshbhai Patel	Non-Promotor	Non-Promotor
22	Unico Global opportunities Fund	Non-Promotor	Non-Promotor
23	Forbes EMF	Non-Promotor	Non-Promotor
24	Jay Vasantbhai Turakhiya	Non-Promotor	Non-Promotor
25	Viney Parkash HUF	Non-Promotor	Non-Promotor
26	Savaliya Divyeshkumar Mansukhlal	Non-Promotor	Non-Promotor
27	Gopalkumar Bhikhabhai Baldha	Non-Promotor	Non-Promotor
28	Dayanand Badda Nayak	Non-Promotor	Non-Promotor

19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

The Proposed allotment is made by cash so the same is not applicable.

20. Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

21. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 20th August, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

22. Certificates and Valuation Report:

The Company has received Valuation Report dated 20th August, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s SCS AND CO. LLP, practicing Company Secretaries (Membership No: F11334), certifying that the Preferential



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Visat To Gandhinagar Highway, Motera,
Ahmedabad, Gujarat-380 005.
Mob : 7096036838
Email Us : osiahyper01@gmail.com
CIN: L52190GJ2013PLC077269

Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s SPJV & Co., practicing Chartered Accountants (Membership No: 409062), as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company i.e., www.osiahypermart.com and available for inspection at the registered office of the Company during office hours.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Other disclosures:

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.osiahypermart.com.

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

- All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
- None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.



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Except the Dhirendra Gautamkumar Chopra (Managing Director), Kavita Chopra Dhirendrakumar (Director), Kavya Dhirendra Chopra, Gautam Jasraj Chopra, Nirmaladevi Gautamkumar Chopra, Naitik Gautamkumar Chopra and Namrata Abhishek Mehta, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 7 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 7 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the Authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 7 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

Item No 8: Alteration of the Object Clause in the Memorandum of Association of the Company.

In order to make the main object clause of the Memorandum of Association comprehensive and concise it is proposed to add the main object clause of the Memorandum of Association of the Company.

The current main object of the company is:

Clause III (A) (1): "To carry on all or any of the businesses of buyers, sellers and distributors, agents or dealers, importers and exporters (whether by wholesale, retail or otherwise) in all kinds of Hand -looms, handicrafts, cottage industry and household product handmade textiles, handmade sculptors, toys and other preparations accessories of every description and other materials or things capable of being used in connection therewith.

The company proposes to add the following to the main object:

Clause III (A) (2): "To carry on all the activities to develop Agricultural and forest resources-based Industries and also plant, grow, cultivate, produce, and raise plantations of various agricultural corps, forest and other plantation, various types of



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fertilizers, horticultural crops, Green House, Net House, medicinal and aromatic plants in their own farms and/ or taken on lease. To carry on the business as a manufacturer, importers and exporters, whole seller, retailer and dealers of all type of agricultural commodities including but not limited to spices, all type of oils, grains, vegetables, herbs, pickles and other items.”

The Board at its meeting held on 20th August, 2024 has approved the alteration of the MOA of the Company and the Board now seeks Members’ approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

By Order of the Board of Directors
For, Osia Hyper Retail Limited

Date: 28/08/2024
Place: Ahmedabad

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN: 06473785