

OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng. College, Near DMart, Visat
Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat
Email: cs2013.ohrl@gmail.com Ph. 94272 42527 Website:
www.osiahypermart.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies
(Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 01/2025-26, of the Members of Osia Hyper Retail Limited ("the Company"), will be conducted in the accordance with Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the *time being in force* hereinafter referred to as the "**Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Rules**"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass Ordinary/Special Resolutions as appended below through Electronic voting ("e-voting") to be held on September 22, 2025 at 04:00 p.m. at the registered office of the Company situated at Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, M, Otera, Ahmedabad, Gujarat, India, 380005 to transact the following special business: -

SPECIAL BUSINESS:

1. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs.45,00,00,000/- (Rupees Forty Five Crores only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Re.1/- (Rupee One only) each to Rs.500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Re.1/- (Rupee One only) each by creating additional 455,00,00,000 (Four Hundred Fifty Five Crores) Equity Shares of Re.1/- (Rupee One only) each ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The Authorised share capital of the Company is Rs.500,00,00,000/- (Rupees Five Hundred Crores only) divided into 500,00,00,000 (Five Hundred Crores) Equity Shares of Re.1/- (Rupee One only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the

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Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

2. TO CONSIDER AND APPROVE CAPITAL RAISING BY ISSUANCE OF EQUITY SHARES THROUGH QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) FOR AN AGGREGATE AMOUNT UPTO RS.200,00,00,000/- (RUPEES TWO HUNDRED CRORES ONLY)

To consider and if thought fit, to pass the following resolution(s) as **Special Resolution**:

“RESOLVED THAT pursuant to and in accordance to the provisions of Section 23, 42, 62(1)(c) and section 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules, (“Companies Act”), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the current Consolidated Foreign Direct Investment (“FDI”) Policy issued by the Department of Industrial Policy and Promotion, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force for all the aforesaid regulations) and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India, Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), National Stock Exchange of India Limited (“NSE” or “Stock Exchange”), Registrar of Companies, ROC Ahmedabad (“RoC”) and / or any other competent authorities, whether in India or abroad (hereinafter referred to as “Applicable Regulatory Authorities”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities or lenders of the Company in this regard and further subject

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to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised, to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares or other eligible securities convertible into or exchangeable for Equity Shares or non-convertible debentures with warrants with a right exercisable by the warrant holder to exchange the said warrants for Equity Shares at a later date (hereinafter referred to as “Eligible Securities”, respectively), through one or more Qualified institutions placement(s) (“QIP”) in accordance with the Chapter VI of the SEBI ICDR Regulations, to any eligible investors, for an aggregate amount of up to Rs.200,00,00,000/- (Rupees Two Hundred Crores Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), through issue of a Preliminary Placement Document and Placement Document and/ or other permissible/ requisite offer documents to Qualified institutional buyers within the meaning prescribed under Chapter VI of SEBI ICDR Regulations, as permitted under applicable laws and regulations, at such price, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the Book running lead manager and/or other advisors appointed by the Company.

RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares or other Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations following shall apply:

1. the allotment of Securities shall only be to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations (“QIBs”);
2. the allotment of the Equity Shares or other Eligible Securities, shall be completed within 365 days from the date of this special resolution being passed by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
3. in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subject to applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares and in case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board of the Company decides to open the issue of such Eligible Securities or the date on which the holders of such Eligible Securities become entitled to apply for the Equity Shares pursuant to the conversion, as may be determined by the Board;

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4. Issue shall be at such price which is not less than the price determined in accordance with Regulation 176 provided under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead manager, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
5. No single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 crore) or five (in case the issue size is more than ₹250 crore), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
6. Equity Shares or Eligible Securities allotted pursuant to the Issue shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
7. the Eligible Securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis;
8. the tenure of the convertible or exchangeable Eligible Securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;
9. A minimum of 10% of the Eligible Securities shall be allotted to mutual funds and any unsubscribed portion by the mutual funds may be allotted to other eligible QIB in accordance with the SEBI ICDR Regulations;
10. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company, in terms of SEBI ICDR Regulations;
11. the allotment of Securities except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to a Promoter, or any person related to the Promoters of the Company; and
12. any subsequent QIP shall not be issued until the expiry of two weeks from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT, in the event that Equity Shares are issued and allotted through QIP in accordance with Chapter VI of the SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

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1. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
2. makes a rights issue of Equity Shares;
3. consolidates its outstanding equity shares into smaller number of shares;
4. divides its outstanding equity shares including by way of stock split;
5. re-classifies any of its equity shares into other securities of the issuer; and
6. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the Equity Shares created, issued, offered and/or to be allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the Issue, shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s).

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Eligible Securities or Equity Shares, the Board is authorised to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board duly authorized by the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board or any other committee duly authorized by the Board

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or other Eligible Securities, the Board thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares or other Eligible Securities including the number of such Equity Shares or other Eligible Securities that may be offered, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares or other Eligible Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead manager, legal advisors, depository, custodian, registrar, escrow agent and

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executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with regulatory authority including SEBI or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or other Eligible Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution, ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

3. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“NSE” or “Stock Exchange”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the MCA, the SEBI and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies 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

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(hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 4,54,54,545 (Four Crores Fifty Four Lakhs Fifty Four Thousand Five Hundred Forty Five) Equity Shares of the Company at a price of Rs.22/- (Rupees Twenty Two only) per Equity Share (“Issue Price”), aggregating up to Rs.100,00,00,000/- (Rupees One Hundred Crores Only) on Preferential basis to the following persons / entities:

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1.	Elitecon International Limited	Non-Promoter	4,54,54,545

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity Shares shall be August 22, 2025 being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. September 22, 2025 being the date of the Extraordinary General Meeting of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to be allotted, shall be subject to the following terms and conditions:

- (i) Full consideration of Equity Shares shall be paid by the allottee at the time of allotment of such Equity Shares.
- (ii) The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) 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 any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- (iii) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (iv) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) The Equity Shares so allotted shall be in dematerialized form, shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Equity shareholders from the Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

4. ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“NSE” or “Stock Exchange”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and

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subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies 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 the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 15,90,90,910 (Fifteen Crores Ninety Lakhs Ninety Thousand Nine Hundred Ten) Convertible Warrants (“Warrants”), for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- (Rupee One only) each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.350,00,00,000/- (Rupees Three Hundred Fifty Crores only) to the following persons / entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Name of the proposed allottee	Category	No. of Warrants proposed to be allotted
1.	Eminence Global Fund Pcc – Eubilia Capital Partners Fund I	Non-promoter	3,63,63,636
2.	Zeal Global Opportunities Fund	Non-promoter	2,95,45,455
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-promoter	3,86,36,364
4.	Elitecon International Limited	Non-promoter	5,45,45,455

(hereinafter referred to as the “Proposed Warrant Allottees”).

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be August 22, 2025, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. September 22, 2025 being the date of the Extraordinary General Meeting of the Company.

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RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and Equity Shares to be allotted on the exercise of Warrants, shall be subject to the following terms and conditions:

(i) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the allotment of Equity Shares pursuant to exercise of the options attached to the Warrants will be done on receipt of the balance 75% of the Warrant Issue Price. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

(ii) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

(iii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(v) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders.

(vi) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

(vii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

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**Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng. College, Near DMart, Visat
Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat
Email: cs2013.ohrl@gmail.com Ph. 94272 42527 Website:
www.osiahypermart.com**

(viii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form, shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The Proposed Warrant Allottee(s) shall have the option of converting the unsecured loans extended by them to the Company (if any), to the extent that are outstanding as of the date of the request by the lender, against the amounts payable towards Warrant allotment and/or balance payment obligation to be paid by such Proposed Warrant Allottee and such conversion shall be considered to be adequate discharge of the payment obligation of such Proposed Warrant Allottee towards the amount to be paid against the allocated number of warrants to such Proposed Warrant Allottee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed warrant allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **OSIA HYPER RETAIL LIMITED**

Sd/-
(Dhirendra Gautamkumar Chopra)

Managing Director

DIN: 06473774

Date: August 30, 2025

Place: Ahmedabad

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1,2,3&4 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EGM is enclosed along with this notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
6. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
7. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company at www.osiahypermart.com.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holiday) up to the date of the EGM of the Company.

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10. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
11. Members are requested to intimate change in their address if any immediately to M/s Skyline Financial Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020 Email Id: ipo@skylinerta.com.
12. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Skyline Financial Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
13. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. At present the Company's equity shares are listed on the National Stock Exchange of India Limited ("NSE"). Members are informed that the script of the Company have been activated both in Central Depositories Services Limited ("CDSL") and National Securities Depository Limited (NSDL) may be dematerialized under the ISIN- **INE06IR01021**
16. The route map to the EGM venue is given herein.
17. **Voting through Electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to the Members, a facility to exercise their right to vote on the resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services ("**remote e-voting**") provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Polling Paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast

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their vote again.

III. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- i. The voting period begins on Friday, September 19, 2025 (09:00 A.M.) and ends on Sunday, September 21, 2025 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 15, 2025 may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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 in order to access e-Voting facility.

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 Extra Ordinary 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

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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 Extra Ordinary General Meeting (EGM) 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.

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	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.

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	<ol style="list-style-type: none">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on App Store and Google Play.</p>
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none">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.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. CDSL. Click on CDSL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. 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,

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	user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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
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 1020990 and 1800 22 44 30

- v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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.

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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 For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300*** 1 2*****,
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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,

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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'.

(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.
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".
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.

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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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in

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.

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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 evoting.
18. Mr. Aakash Goel, Proprietor of M/s. G Aakash & Associates, Company Secretaries, (C.P No.21629) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.
20. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
21. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.osiahypermart.com and on the website of NSDL.

The same will be communicated to the stock exchanges where the Company shares are listed viz. National Stock Exchange Limited ("NSE" or Stock Exchange").

By Order of the Board of Directors
For **OSIA HYPER RETAIL LIMITED**

Sd/-
(DHIRENDRA GAUTAMKUMAR CHOPRA)

Date: August 30, 2025

Place: Ahemdabad

Managing Director

DIN: 06473774

OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

**Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng. College, Near DMart, Visat
Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat
Email: cs2013.ohrl@gmail.com Ph. 94272 42527 Website:
www.osiahypermart.com**

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

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

ITEM NO.1 APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Presently the Authorised Share Capital of the Company is Rs.45,00,00,000/- (Rupees Forty Five Crores only) divided into 45,00,00,000/- (Forty Five Crores) Equity Shares of Re.1/- each. The Board of Directors of the Company at its meeting held on Saturday, August, 23, 2025, proposed that for the purpose of infusion of fresh capital in the Company in future, by way of subscription of securities issued by the Company, it is imperative that the Authorised Capital of the Company be increased so as to accommodate issuance and allotment of securities by the Company. Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs.500,00,00,000/- (Rupees Five Hundred Crores only). Owing to the increase in the Authorised Share Capital of the Company, as explained herein above, Clause V of the Memorandum of Association is also required to be altered. In terms of the provisions contained under Section 61 of the Companies Act, 2013, the Company may alter its memorandum so as to increase the Authorised Share Capital of the Company, if it is so authorized by its Articles of Association and subject to the Company securing consent from its members for such alteration.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or any relative of the directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

ITEM 2: TO CONSIDER AND APPROVE THE PROPOSAL FOR CAPITAL RAISING BY ISSUANCE OF EQUITY SHARES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP") FOR AN AGGREGATE AMOUNT UPTO RS.200,00,00,000/-(RUPEES TWO HUNDRED CRORES ONLY)

The Board at its meeting held on Saturday, August 23, 2025 recommended to the Shareholders to give their consent through Special resolution, to raise funds through issuance of securities or any equity based instrument(s) ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through Qualified institutions placement ("QIP") and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure

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Requirement) Regulations, as amended (the “SEBI ICDR Regulations”) or as per other applicable rules and regulations, aggregating up to Rs.2,00,00,00,000/- (Rupees Two Hundred Crores Only), under section 42 read with sections 62 and 179 of the Companies Act, 2013, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead manager, legal advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended, and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

1. Object of the QIP

To meet its working capital requirements upto Rs.170,00,00,000/- (Rupees One Hundred Seventy Crores Only) and for general corporate purposes of upto Rs.30,00,00,000/- (Rupees Thirty Crores Only).

Depending upon future circumstances in case, it is difficult to quantify the exact amount of fund to be used, there may be a deviation of +/- 10% of the amount specified for that object of issue size, as the objects are based on management estimates and other commercial and technical factors.

The details for deployment of funds will be specifically mentioned in the Preliminary placement document/ placement document or other requisite offer document in terms of applicable circulars of NSE in this regard.

2. Total number of shares or other securities to be issued

The total amount to be raised, in one or more tranches, by issuance of Eligible Securities through Qualified Institutions Placement (“QIP”) would be aggregating up to Rs.200,00,00,000/- (Rupees Two Hundred Crores Only).

The issue of Eligible Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the Lead manager and other agencies and subject to the relevant regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

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3. Pricing

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations.

4. Relevant Date

The relevant date for determining the issue price of the Eligible Securities by way of QIP, subject to and in accordance with the SEBI ICDR Regulations be: a. in case of allotment of Equity Shares in a QIP, the date of meeting in which the Board decides to open the proposed issue, and/ or; b. in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

5. Class or Classes of persons to whom the Securities will be offered

The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines.

6. Intention of the Promoter, Directors, Key Managerial Personnel or Senior Management

The Promoter, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

7. Transferability of Securities

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

8. Proposed time within which the allotment shall be completed

In case of the QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at item no.1 of this Notice. The allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law. The Equity Shares that may be created, offered, issued and allotted by the Company through QIP shall rank pari-passu in all respects with the existing equity shares of the Company, including entitlement to dividend. The Equity Shares to be allotted would be listed on the stock exchanges where the equity shares of the Company are listed. The offer, issue and allotment of

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equity shares through QIP would be subject to the receipt of the regulatory approvals, if any. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post issue of Securities that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

ITEM NO. 3 ISSUANCE OF EQUITY SHARES ON AS PREFERENTIAL BASIS

In order to meet its working capital requirements and for other general corporate, the Board of Directors of the Company in its meeting held on Saturday, August 23, 2025, accorded its approval for raising funds through issuance of upto 1,00,00,000 (One Hundred Crores) Equity Shares ("Shares") to the proposed allottees, as set in the notice ("Proposed Allottees") on a preferential basis by way of private placement subject to the approval of the members of the Company.

Full consideration of Equity Shares shall be paid by the allottees at the time of allotment of such Equity Shares.

The terms and conditions of the Preferential Allotment of Shares are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

a) Objects of the preferential issue:

To meet its working capital requirements upto Rs.75,00,00,000/- (Rupees Seventy Five Crores Only) and for general corporate purposes of upto Rs.25,00,00,000/- (Rupees Twenty Five Crores Only). The Tentative period for the utilisation of funds for the Preferential Issue of Equity Shares is within 12 months from the receipt of funds of Equity Shares.

b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 4,54,54,545 (Four Crores Fifty Four Lakhs Fifty Four Thousand Five Hundred Forty Five) Equity Shares for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) ("Issue Price") per Share each, aggregating to Rs.100,00,00,000 (Rupees One Hundred Crores Only) .

c) Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 3 to this notice:

Sr. No.	Category	Pre-Preferential Issue		Post Preferential Issue	
		Shares	%	Shares	%

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A	Promoters' Holding				
1	Indian				
	Individuals/HUF	8,41,06,363	47.53	8,41,06,363	37.82
	Body Corporates	-	-	-	-
2	Foreign	-	-	-	-
	Sub total (A)	8,41,06,363	47.53	8,41,06,363	37.82
B	Non-Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	41,00,208	2.32	4,95,54,753	22.28
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	14,05,350	0.79	14,05,350	0.63
	Trusts	-	-	-	-
	Clearing Members	-	-	-	-
	Foreign Portfolio Investors	9,17,077	0.52	9,17,077	0.41
	Indian Public (individuals/HUF)	8,28,06,275	46.79	8,28,06,275	37.23
	Any Other (specify)	36,23,627	2.05	36,23,627	1.63
	Sub total (B)	9,28,52,537	52.47	13,83,07,082	62.18
	Grand Total (A + B)	17,69,58,900	100	22,24,13,445	100

d) Proposed time frame within which the preferential issue of Equity Shares shall be completed

In terms of provisions contained under SEBI ICDR Regulations the **Equity Shares** shall be allotted within a period of 15 (fifteen) 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 any regulatory authority or Government of India, the allotment shall be completed within a period of **15 (fifteen) days from the date of receipt of last of such approvals or permissions.**

Since the Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE" or "Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange. Accordingly, the allotment of **Equity Shares** pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

e) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted ,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 Allotment

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The Shares are proposed to be allotted to person other than promoters / promoter group of the Company. The details of the proposed allottee is as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Proposed Allottee	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Equity Shares	Post-Preferential issue	
			Shares	%		Shares	%
1.	Elitecon International Limited	Vipin Sharma	Nil	Nil	4,54,54,545	4,54,54,545	11.91%

*Post Issue Shareholding has been calculated assuming full conversion of the warrants to be issued into equity shares. However, the shares to be issued pursuant to the proposed QIP has not been considered.

f) Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares, assuming that all the Shares allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

g) the price at which the allotment is proposed and the basis on which the price has been arrived at:

The Equity shares of Company are listed at National Stock Exchange of India Limited. In terms of Regulation 164 of the SEBI ICDR Regulations, the shares of the Company are frequently traded on the said Stock Exchange; therefore, the aforesaid Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://www.osiahypermart.com/> .

In accordance with the foregoing, the pricing of the Shares to be allotted on preferential basis is Rs.22/- (Rupees Twenty Two Only) per Shares.

h) Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be August 22, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. September 22, 2025.

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i) Lock in

The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

j) Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. September 22, 2025, and the said certificate may be accessed on the Company's website at the link: <https://www.osiahypermart.com/>

k) Undertakings

The Company hereby undertakes that:

- (i) It would re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI ICDR Regulations.
- (iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- (v) The Company has obtained a valuation report from Mr. Anil Rustgi, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Shares to be allotted pursuant to the proposed Preferential Allotment.
- (vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (vii) The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (viii) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

ITEM 4: ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

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In order to meet its working capital requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on August 23, 2025 accorded its approval for raising funds through issuance of upto 15,90,90,910 (Fifteen Crores Ninety Lakhs Ninety Thousand Nine Hundred Ten) Convertible Warrants ("Warrants") to the proposed warrant allottees, as set in the notice ("Proposed Warrant Allottees") on a preferential basis by way of private placement subject to approval of the members of the Company. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the allotment of Equity Shares pursuant to exercise of the options attached to the Warrants will be done on receipt of the balance 75% of the Warrant Issue Price. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The terms and conditions of the Preferential Allotment of Warrants are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

a) The objects of the preferential issue: To meet its working capital requirements upto Rs.305,00,00,000 /- (Rupees Three Hundred Five Crores Only) and for general corporate purposes of upto Rs.45,00,00,000/- (Rupees Forty Five Crores Only). The Tentative period for the utilisation of funds for the Preferential Issue of warrants is within 12 months from the receipt of funds for the warrants.

b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate upto 15,90,90,910 (Fifteen Crores Ninety Lakhs Ninety Thousand Nine Hundred Ten) Convertible Warrants for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) ("Warrant Issue Price") per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- each of the Company ("Equity Share") per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating upto Rs.350,00,00,000/- (Rupees Three Hundred Fifty Crores only).

c) Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

d) Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolution at Item No. 4 to this notice and assuming conversion of all the Warrants proposed to be allotted as per the resolution:

Sr. No.	Category	Pre-Preferential Issue		Post Preferential Issue	
		Shares	%	Shares	%
A	Promoters' Holding				
1	Indian				
	Individuals/HUF	8,41,06,363	47.53	8,41,06,363	25.03
	Body Corporates	-	-	-	-
2	Foreign	-	-	-	-

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	Sub total A	8,41,06,363	47.53	8,41,06,363	25.03
B	Non-Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	41,00,208	2.32	5,86,45,663	17.45
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	14,05,350	0.79	14,05,350	0.42
	Trusts	-	-	-	-
	Clearing Members	-	-	-	-
	Foreign Portfolio Investors	9,17,077	0.52	10,54,62,532	31.38
	Indian Public (individuals/HUF)	8,28,06,275	46.79	8,28,06,275	24.64
	Any Other (specify)	36,23,627	2.05	36,23,627	1.08
	Sub total B	9,28,52,537	52.47	25,19,43,447	74.97
	Grand Total (A + B)	17,69,58,900	100	33,60,49,810	100

Pre issue shareholding pattern has been prepared based on shareholding pattern of the Company as on June 30, 2025.

The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

e) Proposed time frame within which the preferential issue of Warrants shall be completed In terms of provisions contained under SEBI ICDR Regulations the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE referred to as the “Stock Exchange”), the allotment is subject to receipt of in-principle approval from the Stock Exchange. Accordingly, the allotment of Warrants pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members,

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issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders, subject to due compliance with SEBI SAST Regulations, if applicable.

f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed warrant 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 Allotment

The warrants are proposed to be allotted to persons other than promoters / promoter group of the Company. The details of the proposed warrant allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed warrant allottees are as under:

Sr. No.	Proposed Allottee	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Equity Shares	Post-Preferential issue	
			Shares	%		Shares	%
1.	Eminence Global Fund Pcc - Eubilia Capital Partners Fund I	Mr. Grigor Jabishvili	NIL	NIL	3,63,63,636	3,63,63,636	9.53
2.	Zeal Global Opportunities Fund	Zinnia Investment Manager Ltd	NIL	NIL	2,95,45,455	2,95,45,455	7.74
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Mr. Ali Baqer Issam	NIL	NIL	3,86,36,364	3,86,36,364	10.13
4.	Elitecon International Limited	Mr. Vipin Sharma	NIL	NIL	5,45,45,455	5,45,45,455	14.30

*Post Issue Shareholding has been calculated assuming full conversion of the warrants to be issued into equity shares. However, the shares to be issued pursuant to the proposed QIP has not been considered.

e) Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares, assuming that all the Shares allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

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- f) the price at which the allotment is proposed and the basis on which the price has been arrived at:

The Equity shares of Company are listed at National Stock Exchange of India Limited. In terms of Regulation 164 of the SEBI ICDR Regulations, the shares of the Company are frequently traded on the said Stock Exchange; therefore, the aforesaid Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://www.osiahypermart.com/> .

In accordance with the foregoing, the pricing of the Shares to be allotted on preferential basis is Rs.22/- (Rupees Twenty Two Only) per Shares.

- g) Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be August 22, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. September 22, 2025.

- h) Lock in

The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- i) Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. September 22, 2025, and the said certificate may be accessed on the Company’s website at the link: <https://www.osiahypermart.com/>

- j) Undertakings

The Company hereby undertakes that:

- (i) It would re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

**Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng. College, Near DMart, Visat
Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat
Email: cs2013.ohrl@gmail.com Ph. 94272 42527 Website:
www.osiahypermart.com**

- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI ICDR Regulations.
- (iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- (v) The Company has obtained a valuation report from Mr. Anil Rustgi, Registered Valuer, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Shares to be allotted pursuant to the proposed Preferential Allotment.
- (vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (vii) The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (viii) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

By Order of the Board of Directors
For **OSIA HYPER RETAIL LIMITED**

Sd/-
(Dhirendra Gautamkumar Chopra)

Managing Director

DIN: 06473774

Date: August, 30, 2025

Place: Ahmedabad

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on September 22, 2025 at 04:00 p.m. at the registered office of the Company situated at Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat, India, 380005

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

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Form No. MGT-11

Proxy Form

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

CIN: L52190GJ2013PLC077269

Name of the Company: Osia Hyper Retail Limited

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

Name of the Member(s)	
Registered Address:	
E-mail Id:	
*DP Id. / Client Id.	Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on September 22, 2025 at 04:00 p.m. at the registered office of the Company situated at Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat, India, 380005 and at any adjournment thereof in respect of such resolutions as are indicated below:

OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

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Resolution No.	Resolutions	Optional	
		For	Against
1.	To Approval for Increase in Authorised Share Capital of the Company		
2.	To Consider and Approve the Proposal for Capital Raising by Issuance of Equity Shares by way of Qualified Institutions Placement ("QIP") for an Aggregate amount up to Rs.200,00,00,000 (Rupees Two Hundred Crores Only)		
3.	Issuance of Equity Shares on as Preferential Basis		
4.	Issuance of Convertible Warrants on Preferential Basis		

Signed this _____ day of _____ 2025.

Affix Revenue Stamp

Signature of Shareholders(s)

Signature of Proxy holders(s)

Re.1
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the 'For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

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Route Map for EGM Venue: Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat
Gandhinagar Highway, M, Otera, Ahmedabad, Gujarat, India, 380005

