



Gotri





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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dharendra Gautam Chopra	Managing Director
Mrs. Kavita Dharendra Chopra	Director
Mr. Pranay Harakchand Jain	Non- Executive Director
Mr. Chetan Damji Sangoi	Independent Director
Mrs. Monika Gaurav Gupta	Independent Director
Mrs. Avni Chouhan	Independent Director
Mrs. Archana Nagrani	Director

CHIEF FINANCIAL OFFICER

Mr. Sandeep Tailor

COMPANY SECRETARY

Mr. Yusuf Rupawala

BANKERS

Punjab National Bank, IndusInd bank

CIN: L52190GJ2013PLC077269

STATUTORY AUDITORS

M/s. SPJV & Co.

Top Floor, R-1, SBI Colony, Behind JK Marble,
Near Chetak Bridge, MP Nagar Zone-II,
Bhopal -462011, Madhya Pradesh, Indi
Email: info.spjvpl@gmail.com

REGISTERED OFFICE

Basement Store 1, 4d Square, Opp. IIT Eng College,
Nr. D-Mart Visat Gandhinagar Highway,
Motera, Ahmedabad 380005
Tel. (079) 22167030/40
Email - cs2013.ohrl@gmail.com
Website - www.osiahypermart.com

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Skyline Financial Services Private Limited
A/506, Dattani Plaza, A K Road, Safed
Pool, Andheri (East), Mumbai-400072,
Tel. No.: 022-28511022/49721245
Email: Mumbai@skylinerta.com
Website: www.skylinerta.com

SECRETARIAL AUDITOR

M/s. SCS AND CO. LLP
129, Shri Mahavir Cloth Market,
Near New cloth Market,
Kankaria, Ahmedabad - 380 022
Email: csabhishekchhajed1@gmail.com

INTERNAL AUDITOR:

*M/s. Chopra Shah & Associates
Email: chopranshah@gmail.com
*Resigned w.e.f. 16.04.2022

**M/s. USDS & Associates, Chartered Accountants
E-Mail: cashahumang@gmail.com
**Resigned w.e.f. 22.06.2022

***M/s. Mittal R. Shah & Co.
E-Mail: mittalrshahca@gmail.com
**Appointed w.e.f. 22.06.2022

SHARE LISTINGS

NSE (SME - Emerge) - Scrip code - OSIAHYPER
ISIN No. INE06IR01013

Message to Stakeholders

My sincere regards to all,

I am addressing you at a time when the world is trying to come to terms with a pandemic [COVID 19] which has disrupted our way of life. The leadership at Osia has handled the onset of this pandemic well and shifted to a remote delivery model with minimal loss of productivity. In such pandemic situation Osia family has served the society with a great effort, so that citizen's basic necessity can be fulfilled smoothly. Your company's leadership team achieved a smooth transition last year, keeping the core of the organization intact while maintaining the continuity of the business



Further I am pleased to present the 09th Annual Report of Your Company for FY 2021-22. Since **April, 2019**, Osia Hyper Retail Limited, listed on National Stock Exchange Emerge, SME platform by coming up of IPO of Rs. 39.78 Crores. My sincere gratitude for the faith and trust reposed by investors in our Company.

To turn now to the performance in FY22, your company has achieved commendable results;

- Our Total revenue (including other income) for the year is Rs. 59172.18 lakhs as compared to Rs. 31696.04 lakhs in the previous year.
- Our Profit before tax was Rs. 1232.07 Lakhs as compared to Rs. 782.30 lakhs in the previous year.
- Our Profit after tax was Rs. 904.00 Lakhs as compared to Rs. 542.19 Lakhs in the previous year.

Your Company is in the business of an emerging supermarket chain with a focus on value- retailing. We opened our first store in Ahmedabad, Gujarat in 2014, in the name of “**Osia Hypermart**”. Your company stores have over thousands of products under a single roof that will cater to every need of a family and making Osia Hypermart public's favorite shopping destination with a modern ambience and with the feel of a large retail mall.

As we continue in our Endeavour to aspire to be a respected and responsible enterprise, we commit to being focused on our core positioning of value-retail and remain accountable to all our stakeholders and society at large. We will constantly pursue to delight and surprise our customers with good products at great value every single day.

I, on behalf of our team assure you of our singular commitment to the growth of Company with ethics and integrity. I would express my gratitude to our diverse stakeholders, our customers, vendors, bankers, all the team members and the board of Directors for their continued support in the growth journey of “**Osia Hypermart.**”

I solicit your continued cooperation in materializing this vision.

Best Regards,
Dhirendra Chopra
Managing Director

NOTICE

NOTICE is hereby given that the **NINETH ANNUAL GENERAL MEETING** of the members and shareholders of M/s. Osia Hyper Retail Limited will be held on Friday, the 30th September, 2022 at 1:00 P.M. (IST), through Video Conferencing (“VC”) / Other Audio Visual Means (OAVM) to transact following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Directors’ and Auditors’ Reports thereon.
2. To appoint a Director in place of Mr. Pranay Harakchand Jain (DIN – 07891715), who retires by rotation and being eligible, offers himself for re- appointment

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

“**RESOLVED THAT** pursuant the provisions of Section 152 (6) of the Companies Act, 2013 Mr. Pranay Harakchand Jain (DIN – 07891715), who retires by rotation, and being eligible, offers himself for re appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. Re-appointment of Mr. Dharendra Gautamkumar Chopra (DIN: 06473774) as Managing Director:

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Dharendra Gautamkumar Chopra (DIN: 06473774) as Managing Director of the Company for a period of five years with effect from 30th August, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Dharendra Gautamkumar Chopra.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

4. Re-Appointment of Mr. Chetan Damji Sangoi (DIN: 00645226) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Chetan Damji Sangoi (DIN: 00645226), who was appointed as an Independent Director of the Company at the 04th Annual General Meeting of the Company and who holds office of the Independent Director up to 24th September, 2022 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of five consecutive years commencing from 30th August, 2022 to 29th August, 2027.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Date: 30.08.2022
Place: Ahmedabad

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

SD/-
Mr. Yusuf Rupawala
Company Secretary

IMPORTANT NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the Schedule d time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.osiahypermart.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No.

17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 21/2021 dated December 14, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

9. The Register of Members and Share Transfer Books will remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive) for the purpose of 9th Annual General Meeting (AGM).
10. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address:

Skyline Financial Services Private Limited., A/506 Dattani Plaza, A K Road, Safed Pool, Andheri (East), Mumbai - 400072 Email id: mumbai@skylinerta.com
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized
13. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
14. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
15. As the AGM is being held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on cs2013.ohrl@gmail.com. The same will be replied / made available by the Company suitably.
16. The business set out in the Notice of AGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given at Note of this Notice.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
19. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the Schedule d time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
20. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. August 26, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 26, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system.”

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

The remote e-voting period begins on 9:00 A.M. on September 27, 2022 and ends on 5:00 P.M. on September 29, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

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

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




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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 in order 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	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

<p>mode with NSDL.</p>	<p>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.</p> <ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. 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

	<p>and click on New System Myeasi.</p> <ol style="list-style-type: none"> After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting 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 also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs2013.ohrl@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs2013.ohrl@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs2013.ohrl@gmail.com. The same will be replied by the company suitably.

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

Name of Director	Mr. Pranay Harakchand Jain	Mr. Dharendra Chopra	Mr. Chetan Sangoi
Director Identification Number	07891715	06473774	00645226
Date of Birth	23/06/1987	17/01/1980	23/08/1967
Date of first appointment	26/07/2017	18/10/2013	15/09/2017
Qualifications	Graduate	Graduate	Graduate
Expertise in specific	Administration	Retail Industry	Supermarket
Number of Equity shares held	NIL	30,00,000	NIL
List of other Public Ltd. Co. in which Directorship held	NIL	NIL	NIL
Chairman/ Member of the Committees of the Board of Directors of the other Co.	NIL	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item No. 3

The Company had appointed Mr. Dharendra Gautamkumar Chopra as Managing Director of the Company for a period of five years from 01st December, 2017. The present term of appointment of Mr. Dharendra Gautamkumar Chopra is expiring on 30th November, 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Dharendra Gautamkumar Chopra should be available to the Company for a further period of 5 (Five) years with effect from 30th August, 2022.

Mr. Dharendra Gautamkumar Chopra, aged 42 years is a Commerce Graduate by qualification having more than 15 years of experience in Retail Industry. He is well experienced having depth knowledge of this business which lead him to set a benchmark in Ahmadabad's Retail Stores segment. He has been Director of our company since incorporation. He is looks after the overall business development, Quality control, E commerce and sourcing of material and client relationship.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with Schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September, 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended Schedule V of the Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution.

In terms of the provisions of the Act and the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on 30.08.2022 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 30.08.2022, has recommended re-appointment of Mr. Dharendra Gautamkumar Chopra as Managing Director (MD) of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Friday, 30th day of September, 2022 through a Special Resolution for a period of five years from August 30, 2022 to August 29, 2027.

The main terms and conditions for the re-appointment of Mr. Dharendra Gautamkumar Chopra as Managing Director (MD), are as follows:

I. Period: From August 30, 2022 to August 29, 2027.

II.

A. Remuneration:

a) Period: From August 30, 2022 to August 29, 2025

b) Salary:

In consideration of the performance of his duties, the Company shall pay to Mr. Dharendra Gautamkumar Chopra the fixed gross remuneration (other than the PF, Superannuation and Gratuity) not exceeding Rs. 2,00,00,000/- (Rupees Two Crores Only) per annum with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The increment as and when approved by the Board shall be merit based and will take into account the performance as MD of the Company.

c) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Medclaim and Personal Accident Insurance: Medclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.
- (ii) Contribution to Provident Fund: The Company's contribution to Provident Fund as per the applicable laws, which presently is 12% of Basic Salary.
- (iii) Gratuity: Gratuity at the rate of 4.84% of basic salary earned for each completed year of service.
- (iv) Car: Free use of the Company's car for the Company's business and use of car for private purpose shall be billed by the Company to the Managing Director.

d) Limits on Remuneration: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

e) Minimum Remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Dharendra Gautamkumar Chopra shall not exceed Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum.

III. Powers & Responsibilities as the Managing Director

i. As the Managing Director, Mr. Dharendra Gautamkumar Chopra will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or reenactment thereof for the time being in force.

ii. MD will, to the best of his skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.

iii. MD shall at all times act in the best interests of the Company and all its stakeholders (including its minority shareholders) and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders.

iv. Subject to the superintendence, control and direction of the Board, MD shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the

authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.

v. MD shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare.

IV. Other terms of Appointment

i. The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Shareholders.

ii. The Agreement may also be terminated upon notice in writing to the other party. Both parties reserve the right to terminate the Agreement without notice for "Due Course". For the purposes of this Agreement Due Cause means: an event such as grave or repeated violations of any relevant contractual obligations, guidelines or instructions; intentionally or negligently causing damage or injury to the other party; the acceptance of commissions or bribes in any form; any behavior that seriously damages the Company or the Employee's reputation; the commission of serious offences against applicable law; or repeated failure to perform basic responsibilities despite having fair opportunity to rectify such failure to perform.

iii. If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith.

iv. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.

v. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Dharendra Gautamkumar Chopra under Section 190 of the Act. In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Dharendra Gautamkumar Chopra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Dharendra Gautamkumar Chopra himself and Mrs. Kavita Chopra (Wife of Mr. Dharendra Gautamkumar Chopra), is in any way concerned or interested, in the said resolution.

ITEM NO. 4:

In the 04th Annual General Meeting held on 25th September, 2017, Mr. Chetan Damji Sangoi (DIN: 00645226) was appointed as an Independent Director of the Company for the term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director. Accordingly, he is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company with effect from 30th August, 2022 subject to approval of Members at Annual General Meeting.

The Proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has also received declaration from Mr. Chetan Damji Sangoi that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, proposed appointee fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent from the management. Copy of draft letter of appointment of proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has received notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Chetan Damji Sangoi for the office of Director of the Company. None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution

Date: 30.08.2022
Place: Ahmedabad

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

SD/-
Mr. Yusuf Rupawala
Company Secretary



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 9TH ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2021-22 ended 31st March, 2022.

1. COMPANY'S PERFORMANCE, STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

Your Company is the business of an emerging supermarket chain with a focus on value- retailing. Your company stores have over thousands of products under a single roof that will cater to every need of a family and making **Osia Hypermart** public's favorite shopping destination with a modern ambience and with the feel of a large retail mall.

During the year under review, the Company has achieved a gross turnover of Rs. 58964.31 lakhs in comparison to previous year's turnover which was Rs. 31587.59 lakhs. It represented the increase of 27376.72 lakhs over the previous year. Your Company has earned a net profit of Rs. 904.00 lakhs against last year's Rs. 542.19 lakhs. It represented an increase of Rs. 361.81 Lakhs over the previous year. Key aspects of Financial Performance of your Company for the current financial year 2021-22 along with the previous financial year 2020-21 are tabulated below in the Financial Results.

The future outlook of the Company and its professional management makes an enterprise of high quality and high efficiency as core competition. Our focus on quality has enabled us to sustain and grow our business model to benefit our customers. Our Company is managed by a team of experienced personnel having experience in different aspects of software industry. We believe that our qualified and experienced management has substantially contributed to the growth of our business operations. We believe our track record of timely delivery of quality products and demonstrated technical expertise has helped in forging strong relationships with our customers.

2. FINANCIAL RESULTS:

(Rs. in lakhs)

Particulars	2021-22	2020-21
Total Revenue (including other income)	59172.18	31696.04
Profit before Interest and Depreciation	2690.52	1692.42
Less: Interest	861.18	515.13
Profit before Depreciation	1829.34	1177.29
Less: Depreciation	574.57	395.00
Profit before Taxation	1254.77	782.29
Exceptional Item	22.70	0.00
Profit After Exceptional Item	1232.07	782.29
Less: Provision for Taxation - Current	300.65	241.81
Less: Provision for Taxation - Deferred	27.42	-1.70
Profit for the year	904.00	542.19

3. DIVIDEND:

Since the Company needs to plough back the profits for the future development and expansion, hence the Board of Directors has not recommended any dividend for the financial year 2021-22. The Board of Directors of the Company had approved the dividend distribution policy in line with Regulation 43A of the Listing Regulations. The Policy broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc. The policy is uploaded on the website of the Company at https://www.osiahypermart.com/image/pdf/Policies/DIVIDEND_DISTRIBUTION_POLICY.pdf.

4. STATE OF COMPANY'S AFFAIRS:

The management of the Company continued with its core business activities. There is no change in the nature of business of the Company.

5. LISTING:

The Equity Shares of the Company are listed on SME Emerge Platform of NSE Limited w.e.f. 5th April, 2019.

6. NO ALLOTMENT OF EQUITY SHARES:

The Company has not allotted any shares during the financial year 2021-22.

But after the end of financial year, the Company in its Board Meeting dated 17th April, 2022 has allotted 4,91,844 Equity shares on preferential issue basis and also the company in its Board Meeting dated 22nd June, 2022 has allotted 38,67,146 Equity Shares through bonus issue.

7. DEMATERIALISATION OF EQUITY SHARES:

All the Equity Shares of the Company are in dematerialised form with either of the depositories viz. NSDL and CDSL. The ISIN No. allotted is INE06IR01013.

8. TRANSFER TO RESERVES:

The Company does not propose to transfer any amount to General Reserves

9. PUBLIC DEPOSITS:

During the financial year under review, the Company has neither accepted nor renewed any 'Public Deposit' within the meaning of section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014.

10. SUBSIDIARY(IES) COMPANY:

The Company has no Subsidiary Company during the financial year under review.

11. ASSOCIATE COMPANY:

The Company does not have any 'Associate Company' within the meaning of section 2(6) of the Act during the financial year under review.

12. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as of March 31, 2022, on its website at <https://www.osiahypermart.com/investor-relations.html>. The extract of Annual Return pursuant to the provision of section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2021-22 in Form MGT - 9 is annexed hereto and form part of this report as **Annexure –1**.

13. DIRECTORS & KMP:

- a. One of your Directors viz. Mr. Pranay Jain (DIN – 07891715), retires by rotation in terms of the Articles of Association of the Company. However, being eligible he offers himself for reappointment.

- b. During the Financial Year, Mr. Hemen Hirenkumar Joshi (DIN: 02706938) resigned from the Company as Independent Director w.e.f. 30/06/2021 and Mrs. Avni Chouhan (DIN: 08716231) and was appointed as an Independent Director w.e.f. 30/06/2021 of the Company and Mrs. Archana Nagrani (DIN: 02545015) as Director of the Company
- c. The Board of Directors duly met 14 times during the financial year under review.
- d. Brief profile of the Director who is being appointed or re-appointed as required under Regulations 36(3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings is provided in the notice for the forthcoming AGM of the Company.
- e. The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.
- f. Formal Annual Evaluation:

The Nomination and Remuneration Committee has adopted a formal mechanism for evaluating the performance of the Board of Directors as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

g. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2022 being end of the financial year 2021-22 and of the profit of the Company for the year;
- iii. that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the annual accounts on a going concern basis.
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

h. Disclosure relating to remuneration:

The provisions of section 197(12) of the Act read with rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 do apply for the FY 2021-22 as the company was listed on 5th April 2019. Accordingly, details with respect to remuneration of employees are applicable which are as under:

1& 2. The percentage increase in remuneration of each KMP during the FY 21-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 21-22 are as under:

Sr. No.	Name of Director, KMP & Designation	% increase/decrease in Remuneration in the Financial Year 2021-22	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Dhirendra Chopra, Managing Director	NO	70.00
2.	Kavita Chopra, Director	NO	70.00
3.	Sandeep Tailor, Chief Financial Officer	NO	10.00
4.	Yusuf Rupawala, Company Secretary	NO	3.00
5.	Archana Nagrani, Director	NO	30.00

3. The median remuneration of employees of the Company during the financial year 2020-21 was Rs. 9000 whereas in FY 2021-22 it is Rs. 10000.

4. Number of Permanent Employees on the rolls of Company as on 31st March, 2022: 3226.

5. It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

6. The information as per Rule 5 (2) is as follows:

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of the Annual Report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

14. COMMITTEES

In terms of Companies Act, 2013, our Company has already constituted the following Committees of the Board:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Shareholders/ Investors Grievance Committee;
- 4) Corporate Social Responsibility Committee; and
- 5) Internal Complaints Committee.

AUDIT COMMITTEE

The Audit Committee was originally constituted at a meeting of the Board of Directors held on December 19, 2018. During the Financial Year, Mr. Hemen Hirenkumar Joshi (DIN: 02706938) resigned from the said committee also as Member w.e.f. 30/06/2021 and Appointed Mrs. Avni Chouhan (DIN: 08716231) w.e.f. 30/06/2021. The Audit Committee was consisting of the following Directors as on 31.03.2022:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Chetan Damji Sangoi	Chairman	Independent Director
Mrs. Avni Chouhan	Member	Independent Director
Mr. Dharendra Gautam Chopra	Member	Managing Director

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was originally constituted at a meeting of the Board of Directors held on December 19, 2018. During the Financial Year, Mr. Hemen Hirenkumar Joshi (DIN: 02706938) resigned from the said committee also as Member w.e.f. 30/06/2021 and Appointed Mrs. Avni Chouhan (DIN: 08716231) w.e.f. 30/06/2021. The Nomination and Remuneration Committee was consisting of the following Directors as on 31.03.2022;

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Chetan Damji Sangoi	Chairman	Independent Director
Mrs. Avni Chouhan	Member	Independent Director
Mr. Monika Gaurav Gupta	Member	Independent Director

SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Shareholders/ Investors Grievance Committee have been originally formed by the Board of Directors at the meeting held on December 19, 2018. The Shareholders/ Investors Grievance Committee was consisting of the following Directors as on 31.03.2022 is as under;

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Chetan DamjiSangoi	Chairman	Independent Director
Mr. Monika Gaurav Gupta	Member	Independent Director
Mrs. Kavita Dharendra Chopra	Member	Executive Director

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been originally formed by the Board of Directors at the meeting held on December 19, 2018. The Corporate Social Responsibility Committee was consisting of the following Directors as on 31.03.2022;

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Avni Chouhan	Chairman	Independent Director
Mr. Dharendra Gautam Chopra	Member	Managing Director
Mrs. Kavita Dharendra Chopra	Member	Executive Director

INTERNAL COMPLAINTS COMMITTEE:

The Internal Complaints Committee has been formed by the Board of Directors at the meeting held on December 19, 2018 in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The constitution of the Committee as on 31.03.2022 is as under;

Name of the Director	Designation in the Committee
Mrs. Kavita Dharendra Chopra	Presiding Officer
Mr. Sanjay Solanki	Member
Mr. Shankarsingh Tarsingh Rajpurohit	Member
Mrs. Poonam Panchal	Member

15. GENERAL:

During the year;

- i) The Company has not issued any shares which have been mentioned above in detail.
- ii) The Company does not have any ESOP scheme for its employees / Directors;
- iii) The Company has not bought back any of its securities;
- iv) The Company has not issued any Sweat Equity Shares;

16. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

17. AUDITORS:**Statutory Auditor:**

M/s. SPJV & Co., Chartered Accountants, Bhopal, (FRN: 116884W), Statutory Auditors of the Company has submitted the Audit Report for the financial year 2021-22. The remarks of Auditors are self-explanatory and have been explained in Notes on Accounts.

Further, M/s. Deora Maheshwari & Co., Chartered Accountants, Ahmedabad tendered their resignation on 26.08.2021 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company. As envisaged by section 139(8) of the Companies Act, 2013 ("Act"), Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposed that M/s. SPJV & Co., Chartered Accountants, Bhopal, (FRN: 116884W), be appointed as the Statutory Auditors to fill the casual vacancy caused by the resignation of M/s. Deora Maheshwari & Co., Chartered Accountants, Ahmedabad with approval of members of the company.

Further pursuant to recommendation of the Audit Committee, Board as well as Shareholders in their Annual General Meeting held on 30.09.2021 has already approved appointment of M/s. SPJV & Co., Chartered Accountants, Bhopal, (FRN: 116884W), as statutory auditor of the company for the period of five years.

The Company has also received consent and eligibility certificate from M/s. SPJV & Co., Chartered Accountants, Bhopal, (FRN: 116884W), to act as statutory auditor of the company for the period of five years along with confirmation that, their appointment, if made, would be within the limit prescribed under the Companies Act, 2013.

They have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Cost Auditor:

The provisions of section 148 of the Companies Act read with rule 3 of the Companies (Cost Records and Audit) Rules, 2014 do not apply to the Company. Accordingly, the Company has not appointed the Cost Auditor.

Secretarial Auditor:

The provisions of section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 do apply for the FY 2021-22 for which company has already appointed M/s.

SCS AND CO. LLP as the Secretarial Auditor of the Company w.e.f. 30th June, 2021. Hence, the Secretarial Audit Report is applicable to the Company and the said report is presented in a separate section forming part of the Annual Report in Form No. MR-3.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Reporting of fraud by Auditors

The Statutory Auditors and Secretarial Auditor of the Company have not reported any instances of fraud committed against the Company, by its officers or employees which are not reportable to the Central Government as specified under Section 143(12) of the Companies Act, 2013.

18. RELATED PARTY TRANSACTION:

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Auditors' Report.

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

19. PARTICULARS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Auditors' Report.

20. SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORY:

During the year; there was no significant / material order passed by any regulator, court or tribunal on the Company impacting the going concern status and Company's operations in future.

21. RISK MANAGEMENT:

The Company was already having risk management system to identify, evaluate and minimize the Business risks. The Company during the year had formalized the same by formulating and adopting Risk Management Policy. This policy intends to identify, evaluate, monitor and minimize the identifiable risks in the Organisation.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no information to furnish with respect to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo, as are needed to be furnished under section 134(3) (m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014.

23. CORPORATE SOCIAL RESPONSIBILITY:

The Company has formed Corporate Social Responsibility Committee as per section 135 of the Companies Act, 2013 and Rules of Companies (Corporate Social Responsibility policy), 2014. The Committee Consist three directors namely Mrs. Avni Chouhan as Chairperson of CSR Committee, Mr. Dharendra Gautamkumar Chopra and Mrs. Kavita Chopra Dhirendrakumar as members of the Committee.

The Company has spent the amount on CSR Activities for the financial year 2021-22 as per Schedule VII of the Companies Act, 2013. The Company has duly spent the amount within time prescribed under Section 135 of the Companies Act, 2013. (CSR Report separately attached herewith).

24. PARTICULARS OF EMPLOYEES:

Pursuant to the provisions of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies Act, 2013, it is hereby informed that none of the employees of the Company was in receipt of remuneration of Rs. 8.5 lakhs per month or Rs. 1.02 crore per annum during the year under review.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

26. SAFETY, HEALTH AND ENVIROMENT:

- (a) Safety: The Company encourages a high level of awareness of safety issues among its employees and strives for continuous improvement. All incidents are analyzed in the safety committee meetings and corrective actions are taken immediately. Employees are trained in safe practices to be followed at work place.
- (b) Health: Your Company attaches utmost importance to the health of its employees. Periodic checkup of employees is done to monitor their health. Health related issues if any are discussed with visiting Medical Officer.
- (c) Environment: Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to Environmental and pollution control Norms as per Gujarat Pollution Control guidelines is of high concern to the Company.

27. DISCLOSURE OF SEXUAL HARASSMENT:

Pursuant to section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, entire staff in the Company is working in a most congenial manner and there are no occurrences of any incidents of sexual harassment during the year. icc

28. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

29. CAUTIONARY STATEMENT:

Certain Statements in the Management Discussion and Analysis section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which would be different from what the Directors envisage in terms of the future performance and outlook.

30. ACKNOWLEDGMENTS

The Board places on record its appreciation for the continued co-operation and support extended to the Company by its customers which enables the Company to make every effort in understanding their unique needs and deliver maximum customer Satisfaction.

We place on record our appreciation of the contribution made by the employees at all levels, whose hard work, cooperation and support helped us face all challenges and deliver results. We acknowledge the support of our vendors, the regulators, the esteemed league of bankers, financial institutions, rating agencies, government agencies, stock exchanges and depositories, auditors, legal advisors, consultants, business associates and other stakeholders.

**For and on behalf of the Board of
OSIA HYPER RETAIL LIMITED**

**Date: 30.08.2022
Place: Ahmedabad**

**SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774**

**SD/-
Kavita Chopra
Director
DIN:06473785**

ANNEXURE-1

FORM MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2022

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:													
1	CIN	L52190GJ2013PLC077269											
2	Registration Date	18/10/2013											
3	Name of the Company	Osia Hyper Retail Limited											
4	Category/Sub-category of the Company	Company Limited by Shares											
		Indian Non-Government Company											
5	Address of the Registered office & contact details	Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart Visat Gandhinagar Highway, Motera, Ahmedabad 380005 Email Id - cs2013.ohrl@gmail.com;acct.ohrl@gmail.com											
6	Whether listed company	YES [National Stock Exchange of India Ltd (SME Emerge)] w.e.f. 05.04.2019]											
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Private Limited A/506,Dattani Plaza, A K Road, Safed Pool, Andheri (East),Mumbai - 400072 Email: Mumbai@skylinerta.com											
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)													
Sr. No.	Name and Description of main products / services	NIC Code of the Product/service				% to total turnover of the company							
1	Other retail sale in non-specialized	52190				99.65%							
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES													
Sr. No.	Name and address of the Company	CIN/GLN		Holding/ Subsidiary/ Associate		% of shares held		Applicable Section					
1	THE COMPANY DOES NOT HAVE ANY HOLDING, SUBSIDIARY OR ASSOCIATE COMPANIES.												
IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)													
(i) Category-wise Share Holding													
Category of Shareholders	No. of Shares held at the beginning of the year						No. of Shares held at the end of the year						% Change during the year
	Demat	Physical		Total	% of total Shares	Demat	Physical		Total	% of total Shares			
	Fully Paidup	Partly Paidup	Fully Paidup	Partly Paidup	Total	% of Total Shares	Fully Paidup	Partly Paidup	Fully Paidup	Partly Paidup	Total	% of Total Shares	% Change During Year
Promoters													
Indian													

Individual Huf	3750000	0	0	0	3750000	62.99	3750000	0	0	0	3750000	62.99	0.00
Central Govt	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
State Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Banks/FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Sub-Total (A)(1)	3750000	0	0	0	3750000	62.99	3750000	0	0	0	3750000	62.99	0.00
Foreign													
NRI Individuals	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Other Individuals	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Banks /FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Sub-Total (A)(2)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Total Shareholding of Promoters(A)	3750000	0	0	0	3750000	62.99	3750000	0	0	0	3750000	62.99	0.00
Public Shareholding													
Institutions													
Mutual Funds	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Banks/FI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Central Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
State Government	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Venture Capital Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
FIs	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Foreign Venture Capital Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Alternate Investment Fund(s)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Any Other	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Sub-Total (B)(1)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Non-Institutions													
Bodies Corporate													
Indian	610270	0	0	0	610270	10.25	625870	0	0	0	625870	10.51	0.26
Overseas	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00
Individuals													
Individual shares	144800	0	0	0	144800	2.43	199574	0	0	0	199574	3.35	0.92

holders having nominal share capital upto Rs. 1,00,000																				
Individual shares holders having nominal share capital Excess of Rs. 1,00,000	1088650	0	0	0	1088650	18.29	987850	0	0	0	987850	16.59	-1.70							
<u>HUF</u>	132080	0	0	0	132080	2.22	172080	0	0	0	172080	2.89	0.67							
<u>Non Resident Indian</u>	2400	0	0	0	2400	0.03	3600	0	0	0	3600	0.06	0.02							
NBFC Registered with RBI	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Foreign National	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
<u>Clearing Members</u>	28800	0	0	0	28800	0.48	22426	0	0	0	22426	0.38	-0.10							
Trust	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Foreign Corporate Bodies	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Investor Education and Protection Fund	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
<u>Firms</u>	196400	0	0	0	196400	3.30	192000	0	0	0	192000	3.23	-0.07							
Sub-Total (B)(2)	2203400	0	0	0	2203400	37.01	2203400	0	0	0	2203400	37.01	0.00							
Total Public Shareholding (B)	2203400	0	0	0	2203400	37.01	2203400	0	0	0	2203400	37.01	0.00							
Non-Promoter Non-Public Shareholding																				
Shares Held By Custodian for GDRs & ADRs	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Total Non-Promoter Non-Public Shareholding (C)	0	0	0	0	0	0.00	0	0	0	0	0	0.00	0.00							
Grand Total	5953400	0	0	0	5953400	100.00	5953400	0	0	0	5953400	100.00	0.00							

(ii) Shareholding Of Promoter & Promoter Group				
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	% change in

		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	shareholding during the year
1	Dhirendra Gautam Chopra	1875000	31.49	0.00	1875000	31.49	0.00	0.00
2	Kavita Dhirendra Chopra	1870000	31.41	0.00	1870000	31.41	0.00	0.00
3	Gautam Jasraj Chopra	1000	0.02	0.00	1000	0.02	0.00	0.00
4	Nirmala Gautam Chopra	1000	0.02	0.00	1000	0.02	0.00	0.00
5	Naitik Gautam Chopra	1000	0.02	0.00	1000	0.02	0.00	0.00
6	Namrata Abhishek Mehta	1000	0.02	0.00	1000	0.02	0.00	0.00
7	Harak Jain	1000	0.02	0.00	1000	0.02	0.00	0.00
	Total	3750000	62.99	0.00	3750000	62.99	0.00	0.00

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
There is no change in the Promoters' Shareholding during the year.							

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

1	MONARCH COMTRADE PRIVATE LIMITED	416670	7.00					AAICS20 01G	IN303052101081 40
						416 670	7. 00		
2	KASHISH JAIN	190400	3.20					AAHFT6 236G	12032300049399 45
						190 400	3. 20		
3	TUSHAR RAMESHCHANDRA MEHTA	195600	3.29					AEBPM7 277C	12035000012095 78
				10-Sep-2021	-6400	Sale	189 200	3. 18	

				17-Dec-2021	-1600	Sale	187600	3.15		
				04-Feb-2022	-8800	Sale	178800	3.00		
				18-Mar-2022	-4800	Sale	174000	2.92		
				25-Mar-2022	-400	Sale	173600	2.92		
				31-Mar-2022	-7600	Sale	166000	2.79		
						Balance	166000	2.79		
4	DHAVAL PATEL	0	0.00						AIDPP2356F	1203380000202395
				18-Mar-2022	81200	Purchase	81200	1.36		
				25-Mar-2022	74000	Purchase	155200	2.61		
				31-Mar-2022	4800	Purchase	160000	2.69		
						Balance	160000	2.69		
5	SONAL RAJESH KHANDWALA	152400	2.56						AFZPK5288C	IN30148510000045
						Balance	152400	2.56		
6	ANVIL SHARE AND STOCK BROKING PVT LTD	114400	1.92						AABCA8643D	IN30154917365618
						Balance	114400	1.92		
7	SHIVANI T. TRIVEDI	136800	2.30						ADEPT8006E	IN30015910566853
				02-Apr-2021	-29200	Sale	107600	1.81		
						Balance	107600	1.81		
8	AMEET HIRANYAKUMAR DESAI	76000	1.28						ADKPD8381N	1301520000194839
						Balance	76000	1.28		
9	KISHOR LILADHAR DEDHIA	63600	1.07						ABRPD9904E	1203230000324209

					Balance		63600	1.07		
10	DIPALEE A DESAI	62500	1.05						ABKPD1585A	IN30047640554202
					Balance		62500	1.05		
11	FINQUEST SECURITIES PVT. LTD.	79600	1.34						AABC7028F	IN30015910707529
				02-Apr-2021	29200	Purchase	108800	1.83		
				09-Apr-2021	-57600	Sale	51200	0.86		
					Balance		51200	0.86		
12	AMI NRUPESH SHAH	76800	1.29						ALXPS4869D	IN30098210866551
				23-Apr-2021	-400	Sale	76400	1.28		
				30-Apr-2021	-800	Sale	75600	1.27		
				07-May-2021	-1200	Sale	74400	1.25		
				14-May-2021	-1600	Sale	72800	1.22		
				21-May-2021	-3600	Sale	69200	1.16		
				28-May-2021	-2000	Sale	67200	1.13		
				04-Jun-2021	-800	Sale	66400	1.12		
				11-Jun-2021	-800	Sale	65600	1.10		
				18-Jun-2021	-1600	Sale	64000	1.08		
				25-Jun-2021	-400	Sale	63600	1.07		
				30-Jun-2021	-3200	Sale	60400	1.01		
				02-Jul-2021	-6400	Sale	54000	0.91		
				16-Jul-2021	-2400	Sale	51600	0.87		
				23-Jul-2021	-800	Sale	50800	0.85		
				30-Jul-2021	-400	Sale	50400	0.85		

				06-Aug-2021	-2000	Sale	48400	0.81		
				13-Aug-2021	-5200	Sale	43200	0.73		
				20-Aug-2021	-1600	Sale	41600	0.70		
				27-Aug-2021	-800	Sale	40800	0.69		
				10-Sep-2021	-8000	Sale	32800	0.55		
				08-Oct-2021	-800	Sale	32000	0.54		
				15-Oct-2021	-2800	Sale	29200	0.49		
				22-Oct-2021	-1600	Sale	27600	0.46		
				29-Oct-2021	-2000	Sale	25600	0.43		
				05-Nov-2021	-1600	Sale	24000	0.40		
				19-Nov-2021	-400	Sale	23600	0.40		
				03-Dec-2021	-1200	Sale	22400	0.38		
				10-Dec-2021	-2000	Sale	20400	0.34		
				17-Dec-2021	-4800	Sale	15600	0.26		
				24-Dec-2021	-5200	Sale	10400	0.17		
				31-Dec-2021	-3600	Sale	6800	0.11		
				07-Jan-2022	-4000	Sale	2800	0.05		
				14-Jan-2022	-2400	Sale	400	0.01		
				21-Jan-2022	-400	Sale				
						Balance	0	0.00		
13	SUMEETHKUMAR HARAN	130800	2.20						ABAPH4112M	IN30305210102462
				11-Feb-2022	-130800	Sale				
						Balance	0	0.00		

(v) Shareholding of Directors and Key Managerial Personnel:					
Sr. No	For each of the Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Dhirendra Gautam Chopra	1875000	31.49	1875000	31.49
2	Kavita Dhirendra Chopra	1870000	31.41	1870000	31.41
3	Monika Gaurav Gupta	0.00	0.00	0.00	0.00
4	Avni Chouhan	0.00	0.00	0.00	0.00
5	Chetan Damji Sangoi	0.00	0.00	0.00	0.00
6	Archana Nagrani	0.00	0.00	0.00	0.00
7	Pranay Jain	0.00	0.00	0.00	0.00
V. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment.)					
(Amt. in Rs.)					
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
i) Principal Amount	429478574.71	50065522.00	-	479544096.71	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	429478574.71	50065522.00	-	479544096.71	
Change in Indebtedness during the financial year					
* Addition	420271616.29	-	-	420271616.29	
* Reduction	-	(18288875.00)	-	(18288875.00)	
Net Change	420271616.29	(18288875.00)	-	401982741.29	
Indebtedness at the end of the financial year					
i) Principal Amount	849750191.00	31776647.00	-	881526838.00	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	849750191.00	31776647.00	-	881526838.00	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. REMUNERATION TO MD/MANAGER/WTD				
Sr. No.	Particulars of Remuneration	DHIRENDRA CHOPRA (Managing Director)	KAVITA CHOPRA (Director)	Archana Nagrani (Director)
1	Gross salary			
	(a) Salary as per provisions contained in section	84,00,000.00	84,00,000.00	29,89,744.00

	17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As % of profit	-	-	-
	- Others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	84,00,000.00	84,00,000.00	29,89,744.00

B. REMUNERATION TO OTHER KMP –					
Sr. No.	Particulars of Remuneration			SANDEEP TAILOR CFO	YUSUF RUPAWALA CS
1	Gross salary			-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			10,66,111.00	3,54,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			-	-
2	Stock Option			-	-
3	Sweat Equity			-	-
4	Commission			-	-
	- As % of profit			-	-
	- Others, specify			-	-
5	Others, please specify			-	-
	Total			10,66,111.00	3,54,000.00
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY/ DIRECTORS/ OTHER OFFICERS IN DEFAULT					
Penalty	NIL				

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

Date: 30.08.2022
Place: Ahmedabad

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN:06473785

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022
 [Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of
 the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
OSIA HYPER RETAIL LIMITED,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OSIA HYPER RETAIL LIMITED** (CIN: L52190GJ2013PLC077269) (here-in-after called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2022** (“the audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit Period)**;
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
 - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**; and
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. The Company has identified following laws applicable specifically to the Company:
1. The Shop & Establishment Act, 1954 and rules
 2. The Legal Metrology Act, 2009
 3. The Food Safety and Standards Act 2006
 4. The Standards of Weights and Measures Act, 1985
 5. Local/Municipality Laws

We have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards issued by The Institute of Company Secretaries of India on the meetings of the Board of Directors and general meetings.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with National Stock Exchange of India Limited.

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the Minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board and Committees thereof were carried through with requisite majority.

We further report that based on the review of the compliance reports/certificates of the Company Secretary which were taken on record by the Board of Directors, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Note: This report is based on information, documents, and material etc., seen/verified/made available to us. Further, this report is to be read with our letter of even date which is annexed as 'Annexure -1' and forms an integral part of this report.

For SCS AND CO. LLP
Practicing Company Secretaries

SD/-
CS Abhishek Chhajed
Partner
FCS: 11334 COP: 15131

Dated: 02.08.2022
Place: Ahmedabad
UDIN: F011334D000726565

Annexure -1

**To
The Members,
OSIA HYPER RETAIL LIMITED,**

Our report of even date to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of SEBI laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules and regulations is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy and effectiveness with which the management has conducted the affairs of the Company.

**For SCS AND CO. LLP
Practicing Company Secretaries**

**SD/-
CS Abhishek Chhajed
Partner
FCS: 11334 COP: 15131**

**Dated: 02.08.2022
Place: Ahmedabad
UDIN: F011334D000726565**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Director's have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March, 2022.

GLOBAL ECONOMY

The outbreak of pandemic Covid-19 all over the world has disturbed the political, social, economic, religious and financial structures globally. The pandemic has adversely impacted the global market. Operations across all industry segments have come to a halt due to lockdown measures undertaken by governments across the globe. The impact of Covid-19 is expected to be severe on the economic structures of the world because people will not be spending money enough which shall result in businesses not getting revenue forcing many businesses to eventually shut down. Economic recovery from this contagion is expected to take one to two years or more time since it has left severe impact on the global economy and each country faces multiple difficulties to bring it back to a stable condition. As human and economic costs of the Covid-19 pandemic unfolds, the global financial system has been both a source of strength with banks and financial institutions helping distribute support to small businesses and households in need and also an area of potential risk, with record levels of market volatility and growing concern around credit losses. There is uncertainty about how badly the virus will affect different countries, how long containment measures must persist in different markets, how effective government policies will be at mitigating lost activity and how households and firms will change their behaviour in the medium and long term. Governments, central banks, regulators and international organizations have moved rapidly to address the economic collapse and financial fallout, but questions remain around how and to what extent such policies and measures should continue to evolve to preserve financial stability.

INDUSTRY STRUCTURE & DEVELOPMENTS

India's potential lies in the growth of smaller cities that have been witnessing transformation over the years. Almost a third of new development will happen in the tier-II and -III cities. Even stand-alone stores opt for greater emphasis on visual displays, staff training and modern ambiance with their entry into even smaller towns. Availability and cost of retail space is another major consideration in the development of organised retailing. Prime locations in tier-II and -III cities are 30 per cent cheaper than their counterparts in the metros. Average rental values for ground floor space are much lower when compared against bigger cities. In 2018, supermarkets grew 25%, while hypermarkets grew by 15%. Nielsen said that in the last two years, towns with a population of less than a lakh contributed about 58 per cent of FMCG sales through modern stores. The major factors leading to the growth of modern retail in small towns are the rural growth impetus given by increased minimum support price for various crops that has led to a jump in the average household income. Small and large organized stores in cities with a population of 100,000 to 500,000 grew three times compared with those in metros. "In smaller towns, it is more the case of small mom-pop stores trying to reinvent themselves."

Demonetization has given a huge boost to the plastic money in the smaller towns that was largely cash driven economy. The reduction of GST rates on certain branded commodities has also boosted sales, with the narrowing in the price gap between branded and unbranded commodities.

ORGANISATION PROFILE:

Company was originally incorporated in Ahmedabad as Mapple Exim Private Limited on October 2013. Later it was converted in to a Public Limited Company and the name was changed to Mapple Exim Limited. Mapple Exim Limited was renamed as Osia Hyper Retail Limited from September 2017. Company is currently being promoted by Mr. Dharendra Gautamkumar Chopra and Mrs. Kavita Dharendra Chopra with their rich experience of more than 15 years and 10 Years respectively. Osia opened it's first store in Ahmedabad, Gujarat in 2014, in the name of "Osia Hypermart". As on date, Osia operates 43 stores with business spread across Ahmedabad, Vadodara, Gandhinagar, Gandhidham, Palanpur, Mehsana and Dehgam and one distribution center located at Rakhial, Ahmedabad.

Osia offers thousands of products under a single roof which caters to every need of a family and making Osia Hypermart public's favourite shopping destination with a modern ambience and feel of a large retail mall. These incorporate Menswear, Women's wear, Kid's wear, Footwear, Cosmetics, Perfumes and Handbags, Household Accessories, lingerie, Gifts, FMCG, crockery, Handicrafts, utensils, handlooms, etc.

INDIAN RETAIL INDUSTRY

Indian Retail industry is expected to touch \$1.2 tn in FY 21 and \$1.8 tn by FY 26@ CAGR of 15%. The retail sector is experiencing exponential growth, with retail development taking place not just in major cities and metros, but also in Tier-II and Tier-III cities. According to a recent report by India Brand Equity Foundation (IBEF), India is expected to become the World's third largest consumer economy. At Present, India leads in terms of per capita retail store availability making it a favourable market for retailers. India is Asia's third largest retail market and the world's fourth largest after the US, China, and Japan. It is one of the fastest growing major economies in the world, in turn leading to high growth in consumer and retail markets, thus presenting massive investment and business opportunities.

EXPANSION & FUTURE PROPOSAL:

Osia Hypermart came out with a SME IPO in March, 2019 and raised Rs. 39 crores (1578400 Equity shares issued @ Rs.252 per share) for further expansion to newer geographies for next level of growth. This Issue is being undertaken to meet the objects, as set forth herein, and to realize the benefits of listing of our Equity Shares on Stock Exchanges, which in our opinion would enhance our Company's visibility, brand name and enable us to avail of future growth opportunities. The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on NSE EMERGE Platform.

The Net Proceeds from the Issue are proposed utilized by our Company for the following objects:

1. Purchase of Fit outs for stores;
2. To meet Working Capital Requirements;
3. General Corporate Purpose; and
4. Issue Expenses

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

RISKS AND CONCERNS:

Key factor in determining a company's performance is the company's ability to manage the risks in its business/environment effectively. Many risks exist in a company's operating environment and they emerge on a regular basis, viz Currency Risk, Commodity price Risk, Human Resource Risk. Risk management is embedded in operating framework of your Company. Your Company believes that managing risks helps in maximizing returns. Risk management framework is reviewed periodically by the Board and the Audit Committee. Like any other industry, the retail industry is also exposed to risk of competition, government policies, fluctuation of commodity price, natural factor like change in climate etc.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company for the year 2021-22 is described in the Directors' Report under the head Financial Result.

INTERNAL CONTROL SYSTEM:

Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Prevention and detection of frauds and errors
- Effective use of resources
- Adherence to applicable Accounting Standards and policies
- Timely preparation of reliable financial information

Internal controls and governance process are duly reviewed for their adequacy and effectiveness on periodical basis.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Industrial relations were cordial throughout the year.

-Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including

The Key Financial Ratios during Financial Year 2022 vis-à-vis Financial Year 2021 are as below:		
Particulars	Financial Year 2021-22	Financial Year 2020-21
Debtors Turnover	17.19	21.27
Inventory Turnover	2.48	1.90
Current Ratio	1.76	1.48
Interest Coverage Ratio	3.77	4.05
Debt Equity Ratio	0.97	0.58
Operating Profit Margin	3.55%	4.11%
Net Profit Margin	1.53%	1.72%
Return on Net Worth	9.90%	6.59%

DISCLAIMER:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may materially differ from those expressed or implied.

For and on behalf of the Board of
OSIA HYPER RETAIL LIMITED

Date: 30.08.2022
Place: Ahmedabad

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN:0647378

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2021-22

1. Brief outline on CSR Policy of the Company

The Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare and sustainable development of the society.

The CSR Policy has been uploaded on the website of the Company at www.osiahypermart.com.

2. Composition of CSR committee

Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Mrs. Avni Chouhan	Chairman/Non-Executive Independent Director	2	2
Mr. Dharendra Gautamkumar Chopra	Member/Managing Director	2	2
Mrs. Kavita Chopra Dhirendrakumar	Member/ Director	2	2

3. Web link on the Website of the Company for Composition of CSR Committee, CSR Policy and CSR projects approved by the Board: <https://www.osiahypermart.com/investor-relations.html>

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not Applicable for the financial year under review

5. Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:
Nil

6. Average net profit of the Company as per Sec. 135(5): Rs. 15,04,21,506.96

- 7. a. Two percent of average net profit of the Company as per Section 135(5): Rs. 30,08,430.139
- b. Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil
- c. Amount required to be set-off for the financial year, if any: Nil
- d. Total CSR obligation for the financial year (7a+7b-7c): Rs. 30,08,430.139

8. (a) CSR amount spent or unspent for the financial year(s):

Total Amount Spent for the Financial Year (in Rs.)	Related to which Financial Year	Amount Unspent (Rs. in lakhs)				
		Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
		Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
30,08,430.139	2021-22	Not Applicable		Not Applicable		

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year (s):

(1) Financial Year(s)	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the Project		(6) Amount spent for the project (in Rs.)	(7) Mode of Implementation - Direct (Yes/No)	(8) Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
2021-22	High on Life Foundation	promoting health care	Yes	Gujarat, Ahmedabad		30,08,430.139	Yes	-	

(d) Amount spent in administrative overheads: NIL

(e) Amount spent on impact assessment, if applicable: Not applicable

(f) Total amount spent for the financial year (8b+8c+8d+8e): Rs. 30,08,430.139/-

(g) Details of excess amount for set-off are as follows: NO EXCESS AMOUNT SPENT

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 15,04,21,506.96
(ii)	Total amount spent for the financial year 2021-22	Rs. 30,08,430.139/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of unspent CSR amount for the preceding three financial years: NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Not applicable, as the concept of 'ongoing projects' has been introduced in the CSR Amendment Rules, relevant from fiscal 2021. Details of spend on all ongoing projects during fiscal 2021 are covered under 8(b) above.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

No capital asset was created / acquired for fiscal 2021

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5): N.A.

(Chairman, CSR Committee)

Date : 30.08.2022

Place : Ahmedabad

(Managing Director)

INDEPENDENT AUDITOR'S REPORT

To the Members of **Osia Hyper Retail Limited**

Opinion

We have audited the financial statements of **Osia Hyper Retail Limited** ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date,

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2022
- b) In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c) In the case of cash flow statement, for the cash flows for the year ended on that date
- d) And the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	<p>Inventory</p> <p>Inventory was considered as a key audit matter due to volume and value of the Inventory. According to the company's policy, inventories are valued at the lower of cost or net realizable value.</p> <p>Management adopts cyclical physical verification of inventory which is a complex exercise owing to the nature of the inventory and multiple locations covered by such cyclical counts.</p> <p>Considering the complexities involved in cyclical</p>	<p>Our audit included, but not limited to, the following audit procedures over Inventory allowances:</p> <ul style="list-style-type: none"> - Understood the management process for physical counts and evaluated whether such processes are consistently followed. - Evaluated design and tested the operating effectiveness of controls implemented around above mentioned processes throughout the year. - Inspected the management's inventory count records and observed physical

	physical verification of inventory and specific management judgements and estimates required with respect to slow moving and obsolete inventory, allowances for inventory was determined to be a key audit matter.	inventory verification for selected locations. - Tested the roll forward of the cyclical counts performed by the management for locations where such counts were performed before the year end.
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Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the ‘Annexure A’, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

- v. No dividend have been declared or paid during the year by the company.

For SPJV & Co.
Chartered Accountants
Firm Regn No. 116884W

SD/-
CA Manoj Jain
Partner
M. no. 409062

Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;**
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company in respect of following:

(c)

Particulars	Qtr/Month	As per Books (In Crore)	As per Statement (In Crore)	Reason of difference
All Stock (Raw Material, Chemicals, Fuel, Packing,	Qtr-1 (QMS-1)	224.88	224.88	N.A.

W.I.P., Stores & Spares) & Book Debts & Other Current Assets				
All Stock (Raw Material, Chemicals, Fuel, Packing, W.I.P., Stores & Spares) & Book Debts & Other Current Assets	Qtr-2 (QMS-1)	26946.92	26946.92	N.A.
All Stock (Raw Material, Chemicals, Fuel, Packing, W.I.P., Stores & Spares) & Book Debts & Other Current Assets	Qtr-3 (QMS-1)	30527.54	30527.54	N.A.
All Stock (Raw Material, Chemicals, Fuel, Packing, W.I.P., Stores & Spares) & Book Debts & Other Current Assets	Qtr-4 (QMS-1)	33921.72	33746.10	Due to Unaudited figure & Changes in Schedule of Audited Balance Sheet

- (iii)
- During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
 - According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;
 - There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
 - Since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
 - No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
	Nil		

- The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non-charging of

interest on the loan.

- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us, the details of outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable are given below:

Nature of Statutory Dues	Amount (in INR)
TDS Payable	32,14,255

- (b) According to the information and explanations given to us, details of statutory dues referred to in sub-clause (a) that have not been deposited on 31st March'2022 on account of any dispute:

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending
Income Tax	IT Matters under dispute	RS. 31,84,651	AY 2017-18	CIT (A)
Income Tax	IT Matters under dispute	RS. 55,89,780	AY 2018-19	CIT (A)

- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Except following lenders ____ (if applicable).

Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
	Nil				

- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

Nature of the fund raised	Name of the lender	Amount diverted (Rs.)	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Remarks
			Nil		

- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion and based on our examination, the company has appointed Chartered Accountants as an internal auditor and as per the information provided to us, Internal Audit report is not provided by the Internal Auditor, hence, we are unable to comment on the adequacy of the Internal Audit System and consequently, Internal Audit Reports

have not been considered by us.

- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
(b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
(c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, there is no unspent amount pending with respect to Corporate Social Responsibility.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

For SPJV & Co.
Chartered Accountants
Firm Regn No. 116884W

SD/-
CA Manoj Jain
Partner
M. no. 409062

Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351

Annexure 'B'***Report on Internal Financial Controls with reference to financial statements*****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Osia Hyper Retail Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For SPJV & Co.
Chartered Accountants
Firm Regn No. 116884W**

**SD/-
CA Manoj Jain
Partner
M. no. 409062**

**Date : 01.06.2022
Place: Ahmedabad
UDIN : 22409062AKC0IZ1351**

Balance Sheet as at 31st March ' 2022			
Particulars	Note No.	Figures as at 31.03.2022	Figures as at 31.03.2021
I. Equity and Liabilities			
(1) Shareholders' funds			
(a) Share capital	2	5,95,34,000	5,95,34,000
(b) Reserves and surplus	3	85,39,53,900	76,35,53,737
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-current liabilities			
(a) Long-term borrowings	4	39,41,16,263	6,10,67,498
(b) Deferred tax liabilities (Net)	5	77,29,871	49,87,996
(c) Other Long term liabilities	6	77,22,29,474	25,79,94,111
(d) Long-term provisions		-	-
(4) Current liabilities			
(a) Short-term borrowings	7	48,74,12,575	41,84,76,599
(b) Trade payables:-	8		
(A) total outstanding dues of micro enterprises and small enterprises; and		1,23,72,63,186	92,55,79,191
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.]		-	-
(c) Other current liabilities	9	12,49,43,094	4,69,82,044
(d) Short-term provisions	10	7,03,38,614	7,68,89,261
Total		4,00,75,20,977	2,61,50,64,437
II. Assets			
Non-current assets			
(1)(a) Property Plant & Equipment and intangible assets			
(i) Property Plant & Equipment	11	53,62,10,103	34,78,44,613
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development	12	92,000	92,000
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	13	9,66,08,558	9,19,06,783
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments			
(b) Inventories	14	2,37,33,42,310	1,66,14,66,500
(c) Trade receivables	15	41,21,86,241	27,39,51,995
(d) Cash and cash equivalents	16	18,91,81,323	3,81,53,643
(e) Short-term loans and advances	17	18,60,89,369	10,11,16,927
(f) Other current assets	18	21,38,11,074	10,05,31,977
Total		4,00,75,20,977	2,61,50,64,437
Contingent liabilities and commitments	29	87,74,431	0

The accompanying notes form an integral part of these financial statements.

As per our Report of even date attached.
For SPJV & Co.
Chartered Accountants
Firm Regn No. : 116884W

For and on Behalf of Board of Directors of
OSIA HYPER RETAIL LIMITED

SD/-
CA MANOJ JAIN
Partner
Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN: 06473785

SD/-
Sandeep Tailor
Chief Financial Officer

SD/-
Yusuf Rupawala
Company Secretary

Statement of Profit and Loss for the Year ending 31st March 2022			
Particulars	Note No.	Figures for the year ending 31.03.2022	Figures for the year ending 31.03.2021
I. Revenue from operations	19	5,89,64,30,681	3,15,81,58,682
II. Other income	20	2,07,86,851	1,14,45,568
III. Total Income (I + II)		5,91,72,17,532	3,16,96,04,250
IV. Expenses:			
Cost of materials consumed			
Purchases of Stock-in-Trade		5,39,98,37,840	2,62,64,81,538
Changes in inventories of			
Finished goods	21	(71,18,75,810)	(17,74,01,180)
Work-in-progress and		-	-
Stock-in-Trade		-	-
Employee benefits expense	22	27,27,02,730	19,19,69,409
Finance costs	23	8,61,18,461	5,15,12,976
Depreciation and amortisation expense		5,74,57,545	3,94,99,810
Other expenses	24	68,74,99,727	35,93,12,331
Total expenses		5,79,17,40,494	3,09,13,74,883
V. Profit before exceptional and extraordinary items and tax (III - IV)		12,54,77,039	7,82,29,367
VI. Exceptional items		22,70,000	
VII. Profit before extraordinary items and tax (V - VI)		12,32,07,039	7,82,29,367
VIII. Extraordinary items			
IX. Profit before tax (VII- VIII)		12,32,07,039	7,82,29,367
X. Tax expense:			
Current Tax		3,00,65,000	2,41,80,742
MAT Entitlement			
Deffered Tax Asset/Liability		(27,41,875)	1,70,148
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		9,04,00,164	5,42,18,773
XII. Profit/(loss) from discontinuing operations			
XIII. Tax expense of discontinuing operations			
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		9,04,00,164	5,42,18,773
Earnings per equity share:			
(1) Basic	27	15.18	9.11
(2) Diluted	28	15.18	9.11

The accompanying notes form an integral part of these financial statements.
As per our Report of even date attached.

For SPJV & Co.
Chartered Accountants
Firm Regn No. : 116884W

For and on Behalf of Board of Directors of
OSIA HYPER RETAIL LIMITED

SD/-
CA MANOJ JAIN
Partner
Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN: 06473785

SD/-
Sandeep Tailor
Chief Financial Officer

SD/-
Yusuf Rupawala
Company Secretary

Cash Flow Statement for the year ending 31 st March 2022		
Particulars	Year Ended	
	31.03.2022	31.03.2021
	Audited	Audited
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax as per P & L Statement.	1,232.07	782.29
Adjusted for:		
Depreciation	574.57	395.00
Gain or loss of fixed Assets	35.38	0.00
financial cost	861.18	515.13
Rent, Interest & Dividend Income	0.00	0.00
Profit/Loss on sale of assets	0.00	0.00
	2,703.20	1,692.42
Operating Profit before working capital changes	2,703.20	1,692.42
Adjusted for:		
Long Term Loans & Advances	-47.02	0.00
Inventories	-7,118.76	-1,774.01
Trade Receivables.	-1,382.34	-2,509.33
Short Term Loans & Advances	-849.72	0.00
Long-term provisions	0.00	0.00
Other Current Assets	-1,132.79	-528.03
Trade Payables	3,116.84	1,010.85
Other Current Liabilities	779.61	1,682.01
Provision	-65.50	-64.21
	-6,699.68	-2,182.72
Cash Generated from Operations	-3,996.48	-490.30
Less:- Adjustments for Extraordinary Items	0.00	0.00
Less: Income-Tax paid.	-300.65	-241.81
Net Cash from Operating Activities:	-4,297.13	-732.11
B: CASH FLOW FROM INVESTMENT ACTIVITIES:		
Purchase of Fixed Assets	-2,517.35	-1,414.27
Sales of Fixed Assets	18.00	0.00
Other Cashinflow/ Outflow of Cash	5.74	59.61
	-2,493.61	-1,354.66
Net Cash Used in Investment Activities:	-2,493.61	-1,354.66
C: CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Share Capital Issued.	0.00	0.00
Security Premium	0.00	0.00
Proceeds from Long Term Borrowings	3,330.49	-1.81
Proceeds from other Long Term Liabilities	5,142.35	2,579.94
Proceeds from Short Term Borrowings	689.36	0.00
Dividend Paid.	0.00	0.00
Dividend Tax paid.	0.00	0.00
Interest paid.	-861.18	-515.13
	8,301.02	2,063.00

Net Cash Used in Financing Activities:	8,301.02	2,063.00
Net Increase/(Decrease) in Cash and Cash Equivalents	1,510.28	-23.77
Opening Balance of Cash and Cash Equivalents	381.54	405.31
Closing Balance of Cash and Cash Equivalents	1,891.82	381.54
Total:	1,510.28	-23.77
1. Purchase of fixed assets are stated inclusive of movement of Capital Work in Progress and advance for capital goods between the commencement and end of the year and are considered as part of investing activity.		
2. The cash flow statement has been prepared under the "indirect method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.		

For SPJV & Co.
Chartered Accountants
Firm Regn No. : 116884W

For and on Behalf of Board of Directors of
OSIA HYPER RETAIL LIMITED

SD/-
CA MANOJ JAIN
Partner
Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351

SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774

SD/-
Kavita Chopra
Director
DIN: 06473785

SD/-
Sandeep Tailor
Chief Financial Officer

SD/-
Yusuf Rupawala
Company Secretary

Note-1 SIGNIFICANT ACCOUNTING POLICIES & PRACTICES**1. Basis of Accounting:**

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 2013 and all Expenses and Income (except Bonus to Employees), unless specifically stated to be otherwise, have been accounted for on mercantile basis. The accounting policies are consistent with those used in the previous year.

2. Use of Estimates

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting year. Although these estimates are based on management's best knowledge of current events and actions, actual result could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. Cash Flow Statement

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

4. Contingencies and Events Occurring After the Balance Sheet Date

Effects of events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

5. Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing assets to its working condition for its intended use. Borrowing cost relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

6. Depreciation Accounting:

Depreciation has been provided on depreciable value of assets using Straight-line method on the basis of useful life specified in Schedule II of the Companies Act, 2013.

7. Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exist, the recoverable amount of the as estimated. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount and recognized in compliance with AS-28.

8. Inventories:

Finished goods are valued at lower of cost or net realizable value after providing for obsolescence. The cost of inventories is computed on FIFO basis.

9. Investments:

If any, Investments of the Company are long-term. The same are valued at the cost of acquisition. Decline in the value of permanent nature is provided as per accounting standard AS 13.

10. Revenue Recognition:

Sales comprise invoice value of goods net of GST, VAT & CENVAT and are recognized on transfer of risk and rewards associated with the property in goods to the buyer which is normally on delivery as per terms of sales. Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept. Other items of Income are accounted as and when the right to receive arises.

11. Borrowing Costs:

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalized as part of the cost of the assets up to the date the asset is put to use. Other borrowing costs are charged to the Profit & Loss Account in the year in which they are incurred.

12. Retirement Benefits:

P.F. & E.S.I. is accrued on monthly basis in accordance with the terms of contract with the employee/ relevant Act and is deposited in the Statutory Fund.

Gratuity Plan Gratuity liability is defined benefit plan and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each year. Actuarial gain and loss for defined plan benefit plan is recognized in full in the year in which occur in the statement of profit and loss. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

13. Corporate Social Responsibility:

Disclosure on Corporate Social Responsibility (CSR) activities u/s 135 of the Companies Act, 2013 is as under:

A) Gross amount required to be spent by the company during the year: Rs. 30,08,430.

B) Amount spent and utilized during the year on:

S.No	Particulars	2021-22			2020-21		
		Paid	Yet to be Paid	Total	Paid	Yet to be Paid	Total
1	Construction / Acquisition of any Asset	-	-	-	-	-	-
2	On Purpose other than (1) above	3,008,430	-	3,008,430	2,248,780	-	2,248,780
	Total	3,008,430	-	3,008,430	2,248,780	-	2,248,780

14. Related Party Disclosures:

The Disclosures of Transaction with the related parties as defined in the Accounting Standard 18 are given in NOTE 26.

15. Taxes on Income:

Deferred Tax is recognized subject to consideration of prudence on timing differences being difference between taxable and accounting Income/Expenditure that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

16. Earning Per Share:

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 - Earnings per Share. Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

17. Minimum Alternate Tax Credit:

Minimum Alternate Tax Credit Entitlement is recognised in the books of account when there is convincing evidence that the Company will pay normal income tax during the specified period. The Entitlement is reviewed at each balance sheet date with regard to the correctness of the carrying amount.

18. Discontinuing Operation:

During the years/period, the company has not discontinued any of its operations.

19. Provisions, Contingent Liabilities and Contingent Assets:

- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- Contingent Liabilities are not recognized but disclosed in the financial statements.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

Note No. 2 : Share Capital**Part (a)**

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Authorized Share Capital		
70,00,000 Equity Shares (Prev. Year 70,00,000) of Rs 10 Each	7,00,00,000	7,00,00,000
Issued, Subscribed and Paid Up Capital		
59,53,400 Equity Shares (Prev. Year 59,53,400) of Rs 10 Each	5,95,34,000	5,95,34,000
Total	5,95,34,000	5,95,34,000

Part (b)**Reconciliation of the Shares Outstanding at the beginning and at the end of the year**

Equity Shares	Number	Amount
At the beginning of the year	59,53,400	5,95,34,000
Issued during the year	0	0
Outstanding at the end of the year	59,53,400	5,95,34,000

Part (c)**Terms/Rights attached****i Equity Shares**

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of company after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

Aggregate number of bonus shares issued, share issued for consideration other than cash during the period of five years immediately preceding the reporting date: In FY 2017-18 :- 18,75,000 equity shares of Rs. 10 have been allotted as fully paid bonus shares by capitalization of Securities Premium of Rs. 1,87,50,000

Part (d)**Details of Shareholders holding more than 5% Shares in the Company**

Name of the Shareholders	Figures as at 31.03.2022	% of Holding	Figures as at 31.03.2021	% of Holding
Equity Shares				
Dhirendra Kumar Gautam Chopra	18,75,000	31.49	18,75,000	31.49
Kavita Dhirendra Kumar Chopra	18,70,000	31.41	18,70,000	31.41
Monarch Comtrade Private Limited	4,16,670	7.00	4,16,670	7.00
Preference Shares	0	0	0	0

Part (e)**Details of Shareholding of Promoters of the Company**

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total of shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total of shares of the company	% of shares Pledged/encumbered to total shares	
1	Dhirendra Gautam Chopra	18,75,000	31.49	0.00	18,75,000	31.49	0.00	0.00
2	Kavita Dhirendra Chopra	18,70,000	31.41	0.00	18,70,000	31.41	0.00	0.00
3	Gautam Jasraj Chopra	1,000	0.02	0.00	1,000	0.02	0.00	0.00
4	Nirmala Gautam Chopra	1,000	0.02	0.00	1,000	0.02	0.00	0.00
5	Naitik Gautam	1,000	0.02	0.00	1,000	0.02	0.00	0.00

	Chopra							
6	Namrata Abhishek Mehta	1,000	0.02	0.00	1,000	0.02	0.00	0.00
7	Harak Jain	1,000	0.02	0.00	1,000	0.02	0.00	0.00
	Total	37,50,000	62.99	0.00	37,50,000	62.99	0.00	0.00

Note No. 3 : Reserves and Surplus

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Security Premium Reserves		
Opening Balance	47,32,22,800	47,32,22,800
Addition during the year	0	0
Transfer during the year	0	0
Closing Balance	47,32,22,800	47,32,22,800
(b) Other Reserves-Surplus		
Opening Balance	29,03,30,937	23,61,12,164
Addition during the year	9,04,00,164	5,42,18,773
Transfer during the year		
Closing Balance - Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/ from reserves, etc.	38,07,31,100	29,03,30,937
Total	85,39,53,900	76,35,53,737

Note No. 4 : Long-Term Borrowings

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Secured-		
Term loans		
(A) from banks	43,09,57,689	4,93,47,584
Less : Current Maturities	(6,86,18,073)	(3,83,45,608)
Total (A)	36,23,39,616	1,10,01,976
Unsecured-		
Loans & advances		
From Directors	1,51,90,004	2,40,00,000
From Others	1,65,86,643	2,60,65,522
Total (B)	3,17,76,647	5,00,65,522
Total (A+B)	39,41,16,263	6,10,67,498

Nature of Loan and terms of Repayment:

Nature of Loan	Terms of Repayment
1. Vehicle Loan from Punjab National Bank of Rs.13 Lacs	Repayable in 84 monthly installments of Rs.0.21 lacs commencing from January,2015
2. Vehicle Loan from HDFC Bank of Rs.30.45 Lacs	Repayable in 48 monthly installments of Rs.0.76 lacs commencing from July,2017
3. Vehicle Loan from ICICI Bank of of Rs.7 Lacs	Repayable in 60 monthly installments of Rs.0.14 lacs commencing from July,2017
4. Vehicle Loan from ICICI Bank of of Rs. 17.00 Lacs	Repayable in 60 monthly installments of Rs.0.35 lacs commencing from January,2018
5. Vehicle Loan from Kotak Mahindra Bank of Rs. 24.01 Lacs	Repayable in 54 monthly installments of Rs.0.55 lacs commencing from October,2019
6. Vehicle Loan from Kotak Mahindra Bank of Rs. 16.86 Lacs	Repayable in 48 monthly installments of Rs.0.42 lacs commencing from July, 2019
7. Vehicle Loan from Kotak Mahindra Bank of Rs. 11.88Lacs	Repayable in 54 monthly installments of Rs.0.27 lacs commencing from March,2020
8. Vehicle Loan from Kotak Mahindra Bank of Rs. 11.88 lacs	Repayable in 54 monthly installments of Rs.0.27 lacs commencing from March,2020
9. Vehicle Loan from Punjab National Bank of Rs. 60.90 lacs	Repayable in 84 monthly installments of Rs.0.97 lacs commencing from February,2020
10. GECL Loan from Punjab national Bank of Rs. 518.00 Lacs	Repayable in 36 monthly installments of Rs. 14.39 lacs commencing from March,2022
11. Vehicle Loan from Bank of Baroda of Rs. 130.00 Lacs	Repayable in 84 monthly installments of Rs. 1.97 lacs commencing from November,2021
12. Term Loan From ECL Finance Limited of Rs. 3600 Lacs	Repayable in 60 monthly installments of Rs. 78.43 lacs commencing from November,2021
13. Vehicle Loan from Kotak Mahindra Bank of Rs. 7.92 lacs	Repayable in 36 monthly installments of Rs.0.25 lacs commencing from October,2021

Note No. 5 : Deferred Tax Liabilities

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Deferred Tax Liability		
i. Depreciation	77,29,871	49,87,996
Total	77,29,871	49,87,996

Note No. 6 : Other Long-term Liabilities

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Franchisee Deposits	77,22,29,474	25,79,94,111
Total	77,22,29,474	25,79,94,111

Note No. 7 : Short-term borrowings

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Secured		
Cash Credit (Cash Credit facility from Punjab National Bank, Shahibaug Branch against hypothecation of stock in trade and debtors on terms and conditions as per sanction letter)	48,74,12,575	41,84,76,599
Total	48,74,12,575	41,84,76,599

Note No. 8 : Trade Payables

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Total outstanding dues of micro enterprises and small enterprises: (Less Than 1 Year)		
Sundry Creditors for Goods	1,08,63,45,626	84,03,08,964
Sundry Creditors for Fixed Assets	8,84,20,461	4,96,24,094
Sundry Creditors for Expenses	6,24,97,099	3,56,46,133
Total	1,23,72,63,186	92,55,79,191

Note No. 9 : Other current liabilities

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Current maturities on long term debt	6,86,18,073	3,83,45,608
Statutory Dues	1,96,97,474	79,36,006
Other Current Liability	3,66,27,547	7,00,430
Total	12,49,43,094	4,69,82,044

Note No. 10 : Short-term provisions

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Provision for Income Tax	3,00,65,000	2,41,80,742
Other Short Term Provisions	4,02,73,614	5,27,08,519
Total	7,03,38,614	7,68,89,261

Note No. 11 : Property, Plant & Equipment

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Buildings	10,31,75,820	10,66,25,697
(b) Computer & Data Processing Units	2,94,56,838	1,03,25,333
(c) Furniture & Electricity	26,33,26,553	14,70,46,909
(d) Vehicles	3,46,76,691	2,71,40,769
(e) Office equipment	10,55,74,201	5,67,05,905
Total	53,62,10,103	34,78,44,612

Note No. 12 : Intangible assets under development

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(i) Trade Marks	92,000	92,000
Total	92,000	92,000

Note No. 13 : Long-term loans and advances

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Unsecured & Considered Good		
Balance With Government Authorities	16,47,862	0
Security Deposits	9,49,60,696	9,19,06,783
Total	9,66,08,558	9,19,06,783

Note No. 14 : Inventories

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Stock in Trade (As verified, valued & certified by the management)	2,37,33,42,310	1,66,14,66,500
Total	2,37,33,42,310	1,66,14,66,500

Note No. 15 : Trade Receivables

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Unsecured , considered good		
Debts within 6 Months	41,21,86,241	27,39,51,995
Other Debts	0	0
Total	41,21,86,241	27,39,51,995

Note No. 16 : Cash and Cash Equivalents

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Balances with banks	17,01,15,717	2,32,27,512
(b) Cash on Hand	1,90,65,606	1,49,26,131
Total	18,91,81,323	3,81,53,643

Note No. 17 : Short-term loans and advances

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Unsecured, considered good;		
Loans & Advances to		
a. Related Parties	47,25,000	0
b. Others	17,44,03,588	9,47,90,115
Statutory Advances	69,60,781	63,26,812
Total	18,60,89,369	10,11,16,927

Note No. 18 : Other current assets

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Other current assets	21,38,11,074	10,05,31,977
Total	21,38,11,074	10,05,31,977

Note No. 19 : Revenue from Operations

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Sales	6,24,80,72,255	3,39,58,76,471
Less GST	(35,16,41,574)	(23,77,17,789)
Total	5,89,64,30,681	3,15,81,58,682

Note No. 20 : Other Income

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Interest Income (in case of a company other than a finance company)	9,03,790	10,04,643
Rent Income	15,93,522	3,44,190
TOT Income	1,33,81,639	67,97,340
Display Income	0	32,10,562
Profit on Sale of Machinery	(35,38,012)	0
Misc Income	84,45,912	65,436
Merchant Reward	0	23,397
Total	2,07,86,851	1,14,45,568

Note No. 21 : Change in Inventories

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Opening Stock		
Stock in Trade	1,66,14,66,500	1,48,40,65,320
Total (A)	1,66,14,66,500	1,48,40,65,320
Closing Stock		
Stock in Trade	2,37,33,42,310	1,66,14,66,500
Total (B)	2,37,33,42,310	1,66,14,66,500

Changes In Inventory (A-B)	(71,18,75,810)	(17,74,01,180)
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Note No. 22 : Employee Benefit Expenses

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(i) Salaries and wages	24,08,25,367	16,22,24,322
(ii) Contribution to provident and other funds	28,12,143	28,62,826
(iii) Staff welfare expenses	2,90,65,220	2,68,82,261
Total	27,27,02,730	19,19,69,409

Note No. 23 : Finance Costs

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(a) Interest expense	6,96,81,324	3,78,25,594
(b) Other borrowing costs	1,64,37,137	1,36,87,381
Total	8,61,18,461	5,15,12,976

Note No. 24 : Other Expenses

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Advertisement Expenses	2,09,06,910	43,24,494
Audit Fees	9,50,000	3,00,000
Commission Expenses	81,32,318	42,77,316
Computer Expenses	9,35,684	1,14,444
Conveyance Expenses	88,35,301	48,33,498
Corporate Social Responsibility Expense	30,08,430	22,48,780
Donation Expenses	9,89,000	5,74,500
Electrical Expenses	5,98,317	4,89,783
Electricity Expenses	6,52,43,293	4,62,51,449
Freight & Forwarding Charges	0	66,23,630
Insurance Expenses	42,93,173	38,91,372
Internet Expenses	56,15,742	44,76,299
IPO Expense	2,30,143	1,50,521
Other Administrative & General Expenses	4,06,37,702	3,19,50,545
Other Direct Exp.	1,62,94,154	47,489
Other Selling & Distribution Expenses	1,64,97,846	3,19,04,820
Postage and Courier Expenses	83,557	2,50,347
Printing & Stationery Expenses	4,445,926	23,41,650
Professional & Legal Expenses	2,23,43,527	62,30,797
Rent, Rates & Taxes	44,03,89,425	19,21,52,729
Repairs & Maintenance Expenses	99,27,874	79,26,839
Sales Promotion Expenses	49,38,101	22,12,378
Telephone Expenses	9,16,766	3,14,091
Travelling Expenses	90,85,086	30,65,332

Vehicle Repairing Expenses	10,52,180	11,40,423
Water Charges	11,49,271	12,18,806
Total	68,74,99,727	35,93,12,331

Note No. 25: Details of Payment to Auditors

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Audit Fees	7,50,000	1,80,000
Tax Audit	2,00,000	90,000
For Taxation Matters	0	30,000
Total	9,50,000	3,00,000

Note No. 26: Related Party Disclosures

As per Accounting Standard 18, Related Party Disclosures is as under:

1. List of Related Party

Related Party	Relationship
Dhirendra Gautam Kumar Chopra	Director
Kavita Dhirendra Chopra	Director
Archana Nagrani	Director
Oberu Retail Private Limited (Formally known as My choice Gift Center Private Limited)	Dhirendra Gautam Kumar Chopra & Kavita Chopra holds directorship
Sanchal Smart Space Private Limited (Formally known as Greygold Projects Private Limited)	Dhirendra Gautam Kumar Chopra holds directorship
Mapple Texofab Private Limited	Dhirendra Gautam Kumar Chopra & Kavita Chopra holds directorship
Joynnjoy Gaming Private Limited	Kavita Chopra holds directorship
Joie Gaming Private Limited	Dhirendra Gautam Kumar Chopra holds directorship

2. Nature of Transactions

Nature of Transaction	Associate	Director	Firm with Common Directors
Loan taken	0	22,22,65,004	0
Loan Repaid	0	23,10,75,000	0
Loan Given	0	0	47,25,000
Rent	0	6,09,12,000	0
Professional Fee	0	36,000	0
Purchase	0	0	34,82,63,305
Remuneration	0	1,97,89,744	0

3. Outstandings:

Nature of Transaction	Associate	Director	Firm with Common Directors
Payables	0	10,01,377	5,61,66,713
O/s Loan Payable	0	1,51,90,004	0
O/s Loan Receivable	0	0	47,25,000

Note No. 27 : Basic Earning per Share

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Earning per share has been computed as under:		
(i) Earnings attributable to equity shareholders	9,04,00,164	5,42,18,773
(ii) Weighted Average of outstanding Equity Shares *	59,53,400	59,53,400
(iii) Basic Earning per share	15.18	9.11

Note No. 28 : Diluted Earning per Share

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
Earning per share has been computed as under:		
(i) Earnings attributable to equity shareholders	9,04,00,164	5,42,18,773
(ii) Weighted Average of outstanding Equity Shares *	59,53,400	59,53,400
(iii) Diluted Earning per share	15.18	9.11

*Weighted Average of Outstanding Equity Shares

Particulars	Figures as at 31.03.2022	Figures as at 31.03.2021
(i) Opening no. of shares		
	59,53,400	59,53,400
Weights		
	1	1
(ii) Allotment made during the year		
	0	0
Weights		
	0	0
Weighted Average	5,95,34,000	5,95,34,000

Note No. 29 : Contingent Liabilities and Commitments

Nature of Contingent Liabilities and Commitments	Figures as at 31.03.2022	Figures as at 31.03.2021
Income Tax Matter under dispute AY 2017-18	31,84,651	0
Income Tax Matter under dispute AY 2018-19	55,89,780	0
Total	87,74,431	0

Note No.

10 (a)

PARTICULARS	RATE	NET BLOCK	ADDITION DURING THE YEAR		Adjustment/sale	DEPRECIATION			NET WDV AS AT 31.03.2022	
		AS AT 01-04-2021 (WDV)	More than 180 days	Below 180 days		TOTAL	ON ABOVE 180 DAYS	ON BELOW 180 DAYS		TOTAL
	(%)	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.	Rs.	
(a) Buildings	10%	8,52,37,818	2,00,000	-	-	8,54,37,818	85,43,782	-	85,43,782	7,68,94,036
(b) Furniture & Electricity	10%	9,97,38,797	7,61,83,040	6,28,08,129	-	23,87,29,966	1,75,92,184	31,40,406	2,07,32,590	21,79,97,376
(c) Plant	15%	12,84,75,541	3,13,30,747	5,26,10,349	18,00,000	21,06,16,637	2,37,00,943	39,45,776	2,76,46,719	18,29,69,918
(d) Plant	40%	94,20,861	1,04,67,745	1,73,62,178	-	3,72,50,784	79,55,442	34,72,436	1,14,27,878	2,58,22,906
TOTAL		32,28,73,017	11,81,81,532	13,27,80,656	18,00,000	57,20,35,205	5,77,92,351	1,05,58,618	6,83,50,969	50,36,84,236

Depreciation Chart as per the Companies Act for the year ended 31st March' 2022

Date of Purchase / Put to use	Particulars	Rate of Depreciation	Gross Block				Depreciation				Net Block	
			As on 01/04/2021	Additions	Sale/Adjustment	As on 31/03/2022	As on 01/04/2021	Dep for the Year 201-22	On Sale/Adjustments	As on 31/03/2022	As on 31st Mar 2022	As on 01st Apr 2021
	(b) Buildings	3.19%	11,43,11,000	2,00,000	-	11,45,11,000	76,85,303	36,49,877	-	1,13,35,180	10,31,75,820	10,66,25,697
	(c) Computer & Data Processing Units	25.69%	2,38,99,708	2,78,29,923	-	5,17,29,630	1,35,74,375	86,98,417	-	2,22,72,792	2,94,56,838	1,03,25,333
	(d) Furniture & Electricity	8.40%	20,06,37,557	13,89,91,169	-	33,96,28,726	5,35,90,648	2,27,15,255	-	7,63,02,173	26,33,26,553	14,70,46,909
	(e) Vehicles	8.10%	4,09,34,879	1,72,11,453	80,09,197	5,01,37,136	1,37,94,110	43,37,519	26,71,185	1,54,60,444	3,46,76,691	2,71,40,769
	(f) Office equipment	16.64%	8,45,86,604	6,69,28,503	-	15,15,15,107	2,78,80,699	1,80,60,207	-	4,59,40,906	10,55,74,201	5,67,05,905
	Total	-	46,43,69,748	25,11,61,048	80,09,197	70,75,21,599	11,65,25,135	5,74,57,545	26,71,185	17,13,11,495	53,62,10,103	34,78,44,612

The accompanying notes form an integral part of these financial statements.
As per our Report of even date attached.

**For SPJV & Co.
Chartered Accountants
Firm Regn No. : 116884W**

**For and on Behalf of Board of Directors of
OSIA HYPER RETAIL LIMITED**

**SD/-
CA MANOJ JAIN
Partner
Date: 01.06.2022
Place: Ahmedabad
UDIN: 22409062AKCOIZ1351**

**SD/-
Dhirendra Chopra
Managing Director
DIN: 06473774**

**SD/-
Kavita Chopra
Director
DIN: 06473785**

**SD/-
Sandeep Tailor
Chief Financial Officer**

**SD/-
Yusuf Rupawala
Company Secretary**



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ખરીદી થઈ વધુ આરામ
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કોબી	બટાકા	ડુંગરી	કુલાવર
₹10	₹17	₹35	₹24
ટમાટર	બીટ	આદુ	ગાજર
₹15	₹15	₹35	₹18
પાલક	સિમલા મરચા	ચુલાબી ભુટ્ટો	કેપા
₹15	₹30	₹15	₹18
માલ્ટા	ચીકુ	તરબુર	પપૈયા
₹25	₹40	₹10	₹18

₹ 2500 ની ખરીદી પર સેનેને 5 કીલો લોટ મફત

આંકડા

આંકડા	આટા	તુરેલગા(ભા)	તુરેલગા(અનન)	જાપાચર ચોખા	દેશી ચણ
₹38.50/-	₹23.50/-	₹84/-	₹84/-	₹34/-	₹84/-
ચણાની દાળ	મગ મોગર	બેસન	પુઢાવ વિરીયાની પરિમલ ચોખા	ધાણાકર	
₹64/-	₹80/-	₹65/-	₹80/-	₹82/-	₹88/-
કાપુલી ચણા	દેશી ચણા	મગની દાળ (ભા)	બટાકા ચોખા	સળદળ	મગચુ
₹65/-	₹62/-	₹82/-	₹87/-	₹80/-	₹102/-

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સન્ટર ફોર ઓ બોલિંગ 500 બોલ	વુનીએક વોલે બોલ કેક વુનીએક વોલે નટ કુર્મીક 500 ગ્રામ	વિક્રાજ વોપટી બેસપુરી 120 ગ્રામ	વિક્રાજ ટના બના ખરી પીટા 1 કીલો
₹125	₹249	₹120	₹120
₹250	₹125	₹120	₹120

₹125 | ₹249 | ₹120 | ₹120

સરખા પોકડ રીફાઈન્ડ તેલ 5 લિટર	એરમુન સનકલાવર ઓઈલ 15 લિટર	આઈસક્રમ આટા 10 કીલો	મહુર સુનર 5 કીલો
₹879	₹2099	₹319	₹209
₹879	₹2099	₹319	₹209
વાપમકરી નવલેન યા 1 કીલો	સમદેવ ચીલી પાઉંડર 1 કીલો	ગાય છાપ બેસન 1 કીલો	સંયુત તુરેલ દાળ 1 કીલો
₹242	₹389	₹83	₹525
₹242	₹389	₹83	₹525
કેમ્પરી ગોન્વીટા પાઉંડર 1 કીલો	અમુલ પ્યોરી 1 લિટર	લોલિ સ્કેચીંગ ઓઈલ 1 પેક 2x2 pack free	રમમલકાઈ વોલે ચોખા 900 ગ્રામ
₹325	₹445	₹109	₹65
₹325	₹445	₹109	₹65
કેલોરિસ વોલે વેરાઈટી પેક 157 ગ્રામ	પારલે ક્રેક પેક 400 ગ્રામ	સાનલીકે મોડીસ મેજીક 600 ગ્રામ	વેસ્ટીન બોઈ લોસન 400 મીલી
₹42	₹45	₹69	₹199
₹42	₹45	₹69	₹199
મજાજ આલમંડ ટ્રોપ 600 મીલી 100 મીલી	કોલવેટ સ્ટોન ટીપ ટુપેસ્ટ 500x500 ગ્રામ	લોરેલ લેમુ વેલેક રીપેર 640 મીલી	ડાઇ ક્રીમ મ્યુટી પાર્શીય ભાગ 5X100 ગ્રામ
₹249	₹349	₹390	₹205
₹249	₹349	₹390	₹205

₹150

₹150

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