



AUDIT REPORT

FOR THE ACCOUNTING YEAR

2017-2018

OF

OSIA HYPER RETAIL LIMITED

BASEMENT STORE 1, 4D SQUARE, OPP. IIT ENG COLLEGE,
NR. D-MART, VISAT GANDHINAGAR HIGHWAY, MOTERA,
AHMEDABAD, GUJARAT-380005

BY
AUDITORS :

CHOPRA SHAH AND ASSOCIATES CHARTERED ACCOUNTANTS

510, SAKAR-3, BEHIND BANK OF BARODA, INCOME TAX CROSS ROAD, AHMEDABAD-
380014 GUJARAT



INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
OSIA HYPER RETAIL LIMITED.
Report on the Financial Statements**

Opinion

We have audited the accompanying financial statements of **OSIA HYPER RETAIL LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and 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;

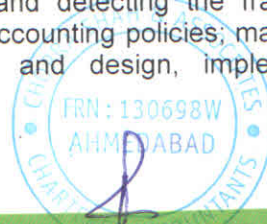
- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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 Responsibility 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.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 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 appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss, and 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and



- g) With respect to the other matters included in the Auditor's Report and to our 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 derivatives contracts for which there were any material foreseeable losses
 - iii there were no amounts which required to be transferred, to the Investor Education and Protection Fund by the Company

For CHOPRA SHAH AND ASSOCIATES
Chartered Accountants



PRAMOD CHOPRA
(Partner)
M. NO. 133853



Place : AHMEDABAD
Date : 27/07/2018

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of OSIA HYPER RETAIL LIMITED for the year ended 31st March, 2018.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has not maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and as informed by the management that there is no material discrepancies were noticed
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
5. The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including provident fund, Employee's 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.
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or GST have been deposited on time and no dispute is pending on the part of company.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to a financial institution and bank.



9. In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. The company has utilized the monies raised by way of term loans for the purpose for which they were raised.
10. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanation given to us, the company has paid/provided managerial remuneration in accordance with the requisite approval mandated by the provisions of Section 197 read with Schedule V of the Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
14. During the year, the company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence, reporting under Clause 3(xiv) of the Order is not applicable to the company.
15. In our opinion and according to the information and explanation given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **CHOPRA SHAH AND ASSOCIATES**
Chartered Accountants



PRAMOD CHOPRA
(Partner)
M. No. : 133853



Place : **AHMEDABAD**
Date : **27/07/2018**

ANNEXURE - B TO THE AUDITORS' REPORT

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 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 ('ICAI'). 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 judgment, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

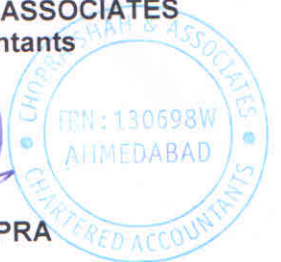
Opinion

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 31 March 2018, 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.

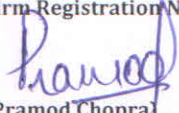

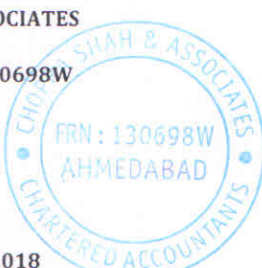

For CHOPRA SHAH AND ASSOCIATES
Chartered Accountants

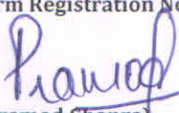
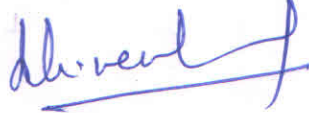
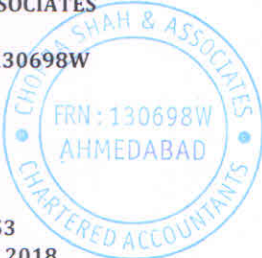
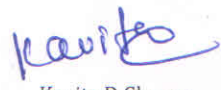


PRAMOD CHOPRA
(Partner)
M. No. 133853



Place : AHMEDABAD
Date : 27/07/2018

OSIA HYPER RETAIL LIMITED			
CIN : U52190GJ2013PLC077269			
BALANCE SHEET AS AT MARCH 31, 2018			
PARTICULARS	NOTE NO.	AS AT	
		31/03/2018 Rs.	31/03/2017 Rs.
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	2	37500000.00	18750000.00
(b) Reserves & Surplus	3	77942432.52	40579191.91
Share application money pending allotment		85000000.00	0.00
Non-Current Liabilities			
(a) Long Term Borrowings	4	124826438.32	115755380.70
(b) Deferred Tax Liabilities (Net)	5	4079558.89	889626.12
(c) Other Long Term Liabilities		0.00	0.00
(d) Long Term Provisions		0.00	0.00
Current Liabilities			
(a) Short Term Borrowings	6	90637767.05	77723618.04
(b) Trade Payables	7	314982234.69	218180479.32
(c) Other Current Liabilities	8	13945813.93	12307657.28
(d) Short Term Provisions	9	31807877.00	12669409.40
TOTAL		780722122.40	496855362.77
ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	10	197077924.51	79109619.26
(i) Intangible assets		0.00	0.00
(ii) Capital work-in-progress		14864452.64	73576822.00
(ii) Intangible assets under development		92000.00	47000.00
(b) Non Current investment		0.00	0.00
(c) Deferred Tax Assets(Net)		0.00	0.00
(c) Long Term Loans & Advances	11	27649790.00	5146500.00
(d) Other non current assets		0.00	0.00
Current assets			
(a) Inventories	12	503301327.00	308472257.89
(b) Trade Receivables	13	4512980.35	4668061.38
(c) Cash & Bank Balances	14	23323970.30	14513604.64
(d) Short Term Loans & Advances	15	9646419.60	11104611.60
(e) Other Current Assets	16	253258.00	216886.00
TOTAL		780722122.40	496855362.77
Significant Accounting Policies	1		
NOTES FORMING AN INTEGRAL PART OF THIS STATEMENT OF ACCOUNTS	2 to 27		
As per our report of even date.			
For CHOPRA SHAH & ASSOCIATES Chartered Accountants. Firm Registration No. : 130698W		For OSIA HYPER RETAIL LIMITED	
 (Pramod Chopra) Partner Membership No. : 133853 AHMEDABAD: 27th July, 2018		 Dhirendra G Chopra (Director) (DIN : 06473774) AHMEDABAD: 27th July, 2018	
		 Kavita D Chopra (Director) (DIN : 06473785)	

OSIA HYPER RETAIL LIMITED			
CIN : U52190GJ2013PLC077269			
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2018			
PARTICULARS	NOTE NO.	FOR THE YEAR ENDED	
		31/03/2018 Rs.	31/03/2017 Rs.
INCOME;			
(a) Revenue from Operations	17	1413826403.96	947252006.61
(b) Other Income	18	8501644.52	6026464.23
Total Revenue		1422328048.48	953278470.84
EXPENSES:			
(a) Cost of Raw Materials consumed		0.00	0.00
(b) Purchases of Stock in Trade	19	1272025047.59	905927047.64
(c) Changes in Inventories	20	-194829069.11	-126266120.89
(e) Employees' Benefit Expenses	21	88595595.45	50055789.00
(f) Financial Cost	22	23321185.92	18516421.43
(g) Depreciation & Amortization Expenses		12900630.00	6373168.00
(h) Other Expenses	23	138511485.02	84423498.54
Total Expenses		1340524874.87	939029803.72
Profit Before Tax		81803173.61	14248667.12
Tax Expense:			
Current Tax		22500000.00	3610027.00
MAT Entitlement		0.00	0.00
Deferred Tax		3189933.00	1186923.00
Profit/(Loss) for the period		56113240.61	9451717.12
Earning per equity share:			
Basic EPS		14.96	5.78
Adjusted EPS		14.96	2.89
Significant Accounting Policies	1		
NOTES FORMING AN INTEGRAL PART OF THIS STATEMENT OF ACCOUNTS	2 to 27		
As per our report of even date.			
For CHOPRA SHAH & ASSOCIATES Chartered Accountants. Firm Registration No. : 130698W		For OSIA HYPER RETAIL LIMITED	
 (Pramod Chopra) Partner Membership No. : 133853 AHMEDABAD: 27th July, 2018		 Dhirendra G Chopra (Director) (DIN : 06473774) AHMEDABAD: 27th July, 2018	
		 Kavita D Chopra (Director) (DIN : 06473785)	

OSIA HYPER RETAIL LIMITED

CIN : U52190GJ2013PLC077269

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

	YEAR ENDED	YEAR ENDED
	31/3/2018	31/3/2017
	(Rs. in Lakhs)	(Rs. in Lakhs)
	Inflow/	(Outflow)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	818.03	142.49
Adjustment for :		
Depreciation	129.01	63.73
Gain or loss of Sale of Fixed assets	0.00	0.00
Gain or loss of Investment	0.00	0.00
Finance Cost	233.21	185.16
Dividend Income	0.00	0.00
Other adjustment of non cash Item	0.00	0.00
Other adjustment to reconcile Profit	0.00	0.00
Loss on Sale of Assets	0.00	0.00
Assets written off	0.00	5.29
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES (A)	1180.25	396.67
Adjustment for Working Capital Change		
Adjustment for Increase/Decrease in Inventories	(1948.29)	(1262.66)
Adjustment for Increase/Decrease in Trade Receivables	1.55	(34.60)
Adjustment for Increase/Decrease in Other Current Assets	13.35	(96.63)
Adjustment for Increase/Decrease in Trade Payable	968.02	1025.81
Adjustment for Increase/Decrease in Other Current Liabilities	145.52	332.31
Adjustment for Provisions	191.38	71.02
Total Adjustment For Working Capital (B)	(628.47)	35.25
CASH GENERATED FROM OPERATIONS (A+B)	551.78	431.92
Income Tax Paid (Net of Refunds)	(225.00)	(36.10)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	326.78	395.82
Adjustments	0.00	0.00
NET CASH FROM OPERATING ACTIVITIES	326.78	395.82
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(722.02)	(971.50)
Sale of Fixed Assets	0.00	0.00
Other Cashinflow/ Outflow of Cash	(225.03)	(21.18)
NET CASH USED IN INVESTING ACTIVITIES	(947.05)	(992.68)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from share capital/share application money	850.00	37.50
Security Premium	0.00	262.50
Proceed from long term Borrowings	90.71	482.57
Interest paid	(233.21)	(185.16)
NET CASH SURPLUS IN FINANCING ACTIVITIES	707.50	597.41
D. NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	87.23	0.55
E. Cash and cash equivalent at beginning of period	132.89	132.34
F. Cash and cash equivalent at end of period	220.12	132.89

NOTES FORMING AN INTEGRAL PART OF THIS STATEMENT OF ACCOUNTS

As per our report of even date.

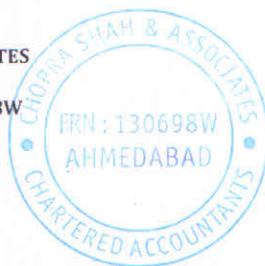
For CHOPRA SHAH & ASSOCIATES
Chartered Accountants.
Firm Registration No. 130698W

(Pramod Chopra)

Partner

Membership No. : 133853

AHMEDABAD: 27th July, 2018



For OSIA HYPER RETAIL LIMITED

Dhirendra G Chopra

(Director)

(DIN : 06473774)

AHMEDABAD: 27th July, 2018

Kavita D Chopra

(Director)

(DIN : 06473785)

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENT

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES & PRACTICES:

1. Basis of Accounting :

The financial statements are prepared in accordance with relevant accounting standards under the historical cost convention on accrual basis and as a going concern with revenues considered and expenses accounted for wherever possible on their accrual. The accounting policies are consistent with those used in the previous year.

2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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.

3 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.

4 Depreciation :

Depreciation has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

5 Inventories :

Finished goods are stated at cost or net realisable value whichever is lower. The cost of inventories is computed on FIFO basis.

6 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.

7 Revenue Recognition :

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The Company recognise sales of goods on transferring property of undelying goods to customers. Sales include all charges and duties collected. Export benefits in respect of exports made have been accounted on accrual basis.

8 Borrowing Costs:

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of the cost of the assets upto 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.

9 Research and Development:

Revenue expenditure, including overheads on Research and Development is charged out as an expense through the natural heads of account in the year in which incurred. Expenditure which results in the dreation of capital assets is taken as Fixed Assets and depreciation is provided on such assets as are depreciable.

10 Retirement Benefits:

In respect of Provident Fund contributions paid regularly to the government and is charged to revenue. The provision for leave encashment is made for accumulated leaves that employees can encash in future.

For, Osia Hyper Retail Limited

Director





11 Taxes on Income:

Provision for current tax is made based on the tax liability computed before considering tax allowances and deductions. Deferred tax resulting from timing difference between taxable income and accounting income is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

12 Earning Per Share

The earning considered in ascertaining the company's earning per share comprises the net profit after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

13 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 assets is estimated. An impairment loss is recognised 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 recognised in compliance with AS-28.

14 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised 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 recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

For, Osia Hyper Retail Limited

Abhinav J. Kavita
Director



NOTES FORMING AN INTEGRAL PART OF STATEMENT OF ACCOUNTS:

NOTE 2 SHARE CAPITAL

Particulars	As At	As At
	31/03/2018 Rs.	31/03/2017 Rs.
AUTHORISED:		
7000000 (7000000) Equity Shares of Rs.10 each	70000000.00	
2000000 (2000000) Equity Shares of Rs. 10 each		20000000.00
	70000000.00	20000000.00
ISSUED, SUBSCRIBED & PAID UP		
3750000 (3750000) Equity Shares of Rs.10 each fully paid	37500000.00	18750000.00
TOTAL	37500000.00	18750000.00

The reconciliation of the number of shares outstanding and the amount of share capital:

Particulars	As At 31/03/2018		As At 31/03/2017	
	No. of shares	Rs.	No. of shares	Rs.
EQUITY SHARES				
Outstanding at the beginning of the year	1875000	18750000.00	1500000	15000000.00
Add : Shares issued during the year	0	0.00	375000	3750000.00
Add : Bonus Shares issued during the year	1875000	18750000.00	0	0.00
Outstanding at the end of the year	3750000	37500000.00	1875000	18750000.00

The details of shareholders holding more than 5% of shares in the company:

Particulars	As At 31/03/2018		As At 31/03/2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
EQUITY SHARES				
Dhirendrakumar Gautam Chopra	1875000	50.00	937500	50.00
Kavita Dhirendrakumar Chopra	1870000	49.87	937500	50.00

NOTE 3 RESERVES & SURPLUS

Particulars	As At	As At
	31/03/2018 Rs.	31/03/2017 Rs.
Securities Premium Reserve		
Opening balance	26250000.00	0.00
Add: Addition during the year	0.00	26250000.00
Less: Bonus Shares issued during the year	18750000.00	0.00
		26250000.00
Surplus		
Opening balance	14329191.91	4877474.79
Add: Net Profit for the year	56113240.61	9451717.12
Less: Income Tax of earlier years	0.00	0.00
Less: Depreciation of earlier years	0.00	0.00
	70442432.52	14329191.91
TOTAL	77942432.52	40579191.91

Note : Of the above equity shares:

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.

For, Osia Hyper Retail Limited

Kavita
Director



NOTE 4 LONG TERM BORROWINGS				
Particulars		As At 31/03/2018 Rs.		As At 31/03/2017 Rs.
Secured				
<u>Term loan</u>				
- From banks	13870347.32		3299031.70	
Less : Current maturities	-4241232.00	9629115.32	-1066152.00	2232879.70
<u>Financial Institution</u>				
- From Aditya Birla Finance Ltd	65866061.00		67807878.00	
Less : Current maturities	-9070392.00	56795669.00	-9070392.00	58737486.00
Unsecured				
<u>Loans and advances</u>				
From Related Parties				
- From Directors	0		0	
From Others	58401654	58401654	54785015	54785015
TOTAL		124826438.32		115755380.70

Nature of Security and terms of repayment for Long Term Borrowings:

Term Loan

Nature of Security

- 1 Property Loan from Aditya Birla Finance Ltd of Rs.678 Lacs
- 2 Vehicle Loan from HDFC Bank of Rs.5.52 Lacs
- 3 Vehicle Loan from HDFC Bank of Rs.5.52 Lacs
- 4 Vehicle Loan from HDFC Bank of Rs.8.82 Lacs
- 5 Vehicle Loan from Punjab National Bank of Rs.13 Lacs
- 6 Vehicle Loan from Kotak Mahindra Bank of Rs.5.90 Lacs
- 7 Vehicle Loan from HDFC Bank of Rs. 30.45 Lacs
- 8 Vehicle Loan from HDFC Bank of Rs. 69.15 Lacs
- 9 Vehicle Loan from ICICI Bank of Rs. 7.00 Lacs
- 10 Vehicle Loan from ICICI Bank of Rs. 17.00 Lacs

Terms of Repayment

- Repayable in 180 monthly installments of Rs. 7.55 Lacs commencing from March, 2017
- Repayable in 48 monthly installments of Rs.0.14 lacs commencing from May,2016
- Repayable in 48 monthly installments of Rs.0.14 lacs commencing from May,2016
- Repayable in 48 monthly installments of Rs.0.22 lacs commencing from March,2017
- Repayable in 84 monthly installments of Rs.0.21 lacs commencing from January,2015
- Repayable in 48 monthly installments of Rs.0.16 lacs commencing from August,2015
- Repayable in 48 monthly installments of Rs.0.76 lacs commencing from July,2017
- Repayable in 60 monthly installments of Rs.1.39 lacs commencing from December,2017
- Repayable in 60 monthly installments of Rs.0.14 lacs commencing from July,2017
- Repayable in 60 monthly installments of Rs.0.35 lacs commencing from January,2018

Above Property Loan from Aditya Birla Finance Ltd has been taken for purchase of Commercial Property Situated at Sub Plot no. 3, situated at Survey/Block No. 402/1, Final Plot No. 63 Palki of T.P. No. 10 of Mouje Rakhlyal, Near Chakudiya Mahadev, Rakhial, Ahmedabad-380023.
And Vehicle loans have been taken for purchase of Vehicles for business purpose of the company.

For, Osia Hyper Retail Limited

Alvin J Kavita
Director



NOTE 5 DEFERRED TAX LIABILITY/(ASSET)-(NET)		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Deferred Tax Assets		
i. Unabsorbed Depreciation	0.00	297296.88
ii. Others	0.00	0.00
	0.00	297296.88
Deferred Tax Liability		
i. Depreciation	4079558.89	1186923.00
ii. Others	0.00	0.00
	4079558.89	1186923.00
TOTAL	4079558.89	889626.12

NOTE 6 SHORT TERM BORROWINGS		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
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)	90637767.05	77723618.04
TOTAL	90637767.05	77723618.04

NOTE 7 TRADE PAYABLES		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Sundry Creditors for Goods	278654094.43	202982795.17
Sundry Creditors for Fixed Assets	16034849.80	9050896.00
Sundry Creditors for Expenses	20293290.46	6146788.15
TOTAL	314982234.69	218180479.32

NOTE 8 OTHER CURRENT LIABILITIES		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Current maturity on long term debt	13311624.00	10136544.00
Statutory Dues	579189.93	2136113.28
Other Current Liability	55000.00	35000.00
TOTAL	13945813.93	12307657.28

NOTE 9 SHORT TERM PROVISION		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Provision for Income Tax	22500000.00	3610027.00
Other Short term Provisions	9307877.00	9059382.40
TOTAL	31807877.00	12669409.40

For, Osla Hyper Retail Limited

Divend Singh Kaur
Director



NOTE 10 TANGIBLE ASSETS												
Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK				
		As on 01/04/2017	Additions	Adjustments	As on 31/03/2018	As on 01/04/2017	On Add.	On Adjustments	As on 31/03/2018	As on 01/04/2017		
1	# BUILDING	33369000	73341356	0	106710356	2630443	2185076	0	4815519	101894837	30738557	
2	COMPUTER & DATA PROCESSING UNITS	3885640	1502965	0	5388605	1365726	1314065	0	2679791	2708814	2519914	
3	ELECTRICAL INSTALLATIONS AND	6539125	11385719	0	17924844	927995	1175523	0	2103518	15821326	5611130	
4	FURNITURE AND FITTINGS	36369642	22761129	0	59130771	6510127	4780646	0	11290773	47839998	29859515	
5	OFFICE EQUIPMENT	10075832	7547336	0	17623168	3767778	1974705	0	5742483	11880686	6308055	
6	VEHICLES	5144820	14330432	0	19475252	1072373	1470615	0	2542988	16932264	4072447	
	Current Year Total	95384059	130868937	0	226252996	16274442	12900630	0	29175072	197077925	79109618	
	Previous Year Total	72718310	23573549	907800	95384059	10279819	6373168	378545	16274442	79109618	62438492	

For, Osia Hyoer Retail Limited

Direktur Pawite
Director



NOTE 11 LONG TERM LOANS AND ADVANCES		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Unsecured and considered good Security Deposits	27649790.00	5146500.00
TOTAL	27649790.00	5146500.00

NOTE 12 INVENTORIES		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
(As verified, valued & certified by management) Finished Goods	503301327.00	308472257.89
TOTAL	503301327.00	308472257.89

NOTE 13 TRADE RECEIVABLE		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Unsecured and considered good Debts within six months Other debts	4512980.35 0.00	4668061.38 0.00
TOTAL	4512980.35	4668061.38

NOTE 14 CASH & BANK BALANCES				
Particulars		As At 31/03/2018 Rs.		As At 31/03/2017 Rs.
Cash & Cash Equivalents Cash on hand Balances with banks On Current Accounts On Deposit Accounts		18665481.00		1746728.00
	3347440.30		11542797.64	
	1311049.00		1224079.00	
		4658489.30		12766876.64
TOTAL		23323970.30		14513604.64

NOTE 15 SHORT TERM LOANS & ADVANCES		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Unsecured and considered good <u>Loans and advances to</u> a. Related Parties b. Others	0.00 2839275.60	0.00 8566340.60
Statutory Advances	6807144.00	2538271.00
TOTAL	9646419.60	11104611.60

NOTE 16 OTHER CURRENT ASSETS		
Particulars	As At 31/03/2018 Rs.	As At 31/03/2017 Rs.
Prepaid Expenses	253258.00	216886.00
TOTAL	253258.00	216886.00

For, Osla Hyper Retail Limited

Abdul Hameed
Director



NOTE 17 REVENUE FROM OPERATIONS		
Particulars	2017-18 Rs.	2016-17 Rs.
Sales	1413826403.96	947252006.61
TOTAL	1413826403.96	947252006.61

NOTE 18 OTHER INCOME		
Particulars	2017-18 Rs.	2016-17 Rs.
Interest on Fixed Deposit	96634.00	104795.00
Rent Income	2302622.00	458050.00
Discount Income	184131.27	232981.82
TOT Income	4175328.73	2864913.73
Display Income	1319879.52	2253780.68
Misc Income	17376.00	22484.00
Commision Income	163573.00	89459.00
Scrap Income	242100.00	0.00
TOTAL	8501644.52	6026464.23

NOTE 19 PURCHASE		
Particulars	2017-18 Rs.	2016-17 Rs.
Purchases	1272025047.59	905927047.64
TOTAL	1272025047.59	905927047.64

NOTE 20 CHANGES IN INVENTORIES		
Particulars	2017-18 Rs.	2016-17 Rs.
Opening Stock		
Stock in trade	308472257.89	182206137.00
	308472257.89	182206137.00
Closing Stock		
Stock in trade	503301327.00	308472257.89
	503301327.00	308472257.89
Changes in Inventories	TOTAL	TOTAL
	-194829069.11	-126266120.89

NOTE 21 EMPLOYEES' BENEFIT EXPENSES		
Particulars	2017-18 Rs.	2016-17 Rs.
Salaries, Wages & Bonus	77267387.00	42519010.00
Contribution to Provident & Other Funds	2791343.00	1266556.00
Employees' Welfare Expenses	8536865.45	6270223.00
TOTAL	88595595.45	50055789.00

NOTE 22 FINANCIAL COSTS		
Particulars	2017-18 Rs.	2016-17 Rs.
Interest	21625640.62	13114384.94
Bank Commission & Charges	1695545.30	5402036.49
TOTAL	23321185.92	18516421.43

For, Osla Hyper Retail Limited

Divendranathan
Director



NOTE 23 OTHER EXPENSES		
Particulars	2017-18 Rs.	2016-17 Rs.
Insurance Expenses	1645966.00	1976833.00
Freight & Forwarding Charges	7575689.47	4864537.40
Water Charges	441785.00	328826.00
Other Direct Exp.	70370.00	105482.72
Printing & Stationery Expenses	632101.00	458948.00
Postage and Courier Expenses	52447.00	4549.00
Audit Fees	200000.00	100000.00
Professional & Legal Expenses	2296688.00	1242920.00
Rent, Rates & Taxes	52294973.00	37951735.00
Telephone Expenses	799254.52	653303.50
Travelling Expenses	2414995.18	1234691.00
Conveyance Expenses	2655298.18	843500.00
Repairs & Maintenance Expenses	6850263.00	3840465.00
Electricity Expenses	19303798.00	11965832.00
Electrical Expenses	1193216.00	1346593.00
Donation Expenses	71000.00	121757.00
Computer Expenses	213680.00	545359.00
Internet Expenses	660530.00	173340.00
Vehicle Repairing Expenses	375151.00	357694.00
Advertisement Expenses	11199779.00	8566465.00
Sales Promotion Expenses	3164109.83	81400.00
Subscriptions & Membership Fees	0.00	13050.00
Commision Expenses	589827.97	385588.36
Other Selling & Distribution Expenses	8963523.37	2145649.56
Other Administrative & General Expenses	14847039.50	4585725.00
Assets Written Off	0.00	529255.00
TOTAL	138511485.02	84423498.54

NOTE 24 The details of payment to auditors:		
	2017-18 Rs.	2016-17 Rs.
Audit fee	120000.00	40000.00
Tax Audit	60000.00	40000.00
For Taxation Matters	20000.00	20000.00
For Others (Reports, Certificates, etc.)	0.00	0.00
TOTAL	200000.00	100000.00

For, Osia Hyper Retail Limited

Director
Director



NOTE 25 Related Party Transactions:

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

(a) List of Related Parties with whom transactions have taken place during the year and relationship:

<u>Name of the Related Party</u>	<u>Relationship</u>
Dhirendra Gautam Chopra	Director
Kavita Dhirendra Chopra	Director
Nirmala Gautam Chopra	Relative of Director
My Choice Giftcentre Private Limited	Common Director
Dhirendra Gautam Chopra - HUF	HUF of Director

(b) Transactions during the year with Related Parties:

<u>Nature of Transaction</u>	<u>Associate</u>	<u>Director</u>	<u>Related Party</u>
Remuneration Paid	0	0	0
Sale of Goods	0	0	38968198
Purchase of Goods	0	0	16842027
Commission Paid	0	0	80000
Interest Paid	0	0	0
Loans Taken	0	1000000	600000
Loans repaid	0	1000000	600000
Loan Recovered	0	0	0
Deposit Given	0	0	0
Salary	0	6000000	0

(c) Outstandings

Payables	0	0	2459241
Receivables	0	0	0
Loans	0	0	0

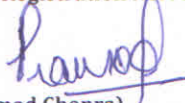
NOTE 26 In the opinion of the management the balances of sundry debtors, loans and advances have approximately the same realisable value as shown in the accounts.**NOTE 27** The previous year's figures have been regrouped or rearranged to make them comparable with those of current year.**Signatures to Notes****1 TO 27**

As per our report of even date.

For CHOPRA SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. : 130698W



(Pramod Chopra)

Partner

Membership No. : 133853

AHMEDABAD: 27th July, 2018

**For OSIA HYPER RETAIL LIMITED**


Dhirendra G Chopra

(Director)

(DIN : 06473774)

AHMEDABAD: 27th July, 2018



Kavita D Chopra

(Director)

(DIN : 06473785)

BOARD REPORT

FINANCIAL YEAR 2017-18

DIRECTORS' REPORT

To,
The Members
OSIA HYPER RETAIL LIMITED

Your Directors submit their **05TH Annual Report** on the business and operations of the Company along the financial statements for the year ended **31st March, 2018** ("the year") in accordance with provisions of section 134(3) of the Companies Act, 2013 ("the Act").

1. Financial Summary:

The financial results of the Company for the year in comparison with the previous year are summarized below.

Particulars	F.Y. 2017-18 Amount in Rupees	F.Y. 2016-17 Amount in Rupees
Turnover	1,413,826,404	947,252,007
Other Income	8,501,645	6,026,464
Total Revenue	1,422,328,049	953,278,471
Profit before Dep. & Tax (PBDT)	94,703,804	20,621,836
Less : Depreciation / Amortization	12,900,630	6,373,168
Net Profit before Taxation (PBT)	81,803,174	14,248,668
Provision of Current Tax	22,500,000	3,610,027
Deferred Tax (Provision)	3,189,933	1,186,923
Profit/(Loss) after Taxation(PAT)	56,113,241	9,451,718

Operation Overview:

During the year of review, the company achieved the total Income of **Rs. 1,422,328,049/- [One Hundred Forty Two Crores Twenty Three Lakhs Twenty Eight Thousand Forty Nine Only]** as compared to **Rs. 953,278,471/- [Rs. Ninety Five Crores Thirty Two Lakhs Seventy Eight Thousand Four Hundred Seventy One Only]** in the previous year. The company has made profit after tax is **Rs. 56,113,241 [Rs. Five Crores Sixty one Lakhs Thirteen Thousand Two Hundred Forty One Only]** in the current financial year.

2. Dividend:

However with the view to conserve the resources of company the directors are not recommending any dividend for the financial year under review.

3. Transfer to Reserves:

During the financial year under review, the amount of **Rs.56113240.61** has been transferred to any 'Reserve & Surplus Account' of the Company.

4. 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.

5. 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.

6. Subsidiary (ies) Company:

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

7. 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.

8. Directors:

During the financial year under review, **Mr. PRANAY JAIN, Mr. ALPESHKUMAR BHAILALBHAI GANDHI, Mr. CHETAN DAMJI SANGOI, Mr. HEMEN HIRENKUMAR JOSHI** has been appointed as a Director of the Company, and **Mr. DHIRENDRA GAUTAMKUMAR CHOPRA** has changed their designation from Director to Managing Director of the Company.

9. Company's Policy on Directors' Appointment, Remuneration etc.:

The provisions of section 178 of the Act stipulating having Nomination & Remuneration Committee is not applicable to the Company. Accordingly; the Company does not have any formal policy with respect to appointment, remuneration etc. of Directors. The management, however, ensures that appointment of Directors and their remuneration are decided in the best interest of stakeholders as well in alignment with the prevailing industry trend.

10. Board Evaluation:

The provisions of section 134(3)(p) of the Act read with rule 8(4) of the Companies (Accounts) Rules, 2014 for having formal self-annual evaluation by the Board of Directors are not applicable to the Company. Consequently; the requirement under the stated section with respect to furnishing a statement indicating manner in which formal evaluation has been made by the Board of its own performance and that of its committees and individual Directors do not apply to the Company.

11. Number of Board Meetings:

Periodically; in pursuance of provisions of the Act; the Board of Directors meet and carry on the management of the Company.

The Board of Directors duly met **09 [Nine]** times during the financial year ended March 31, 2018.

12. Directors' Responsibility Statements:

In accordance with the provisions of section 134(3)(c) and 134(5) of the Act; your Directors submit the following responsibility statements:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) 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.

13. Key Managerial Personnel:

During the financial year under review; Appointment of Key Managerial Personnel or Resignation was done as mentioned below:

1. DHIRENDRA GAUTAMKUMAR CHOPRA was appointed as Managing Director of Company
2. CHANDANIBEN RAJUBHAI SOMANI was appointed as a Company Secretary of the Company
3. AMIT LOONKER was appointed as a Chief Financial Officer of the Company.

Provisions of section 203 of the Act read with rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

14. Auditors:

a) Statutory Auditor:

Members of the Company at the Annual General Meeting that was held on 30th September, 2015 have had appointed **M/s Chopra Shah & Associates**, Chartered Accountants as Statutory Auditor for a period of -5- years. In terms of section 139 of the Act such continuing appointment is subject to the yearly ratification by the members at an Annual General Meeting.

M/s Chopra Shah & Associates, have confirmed their eligibility to act as the Auditors of the Company in accordance with section 141 of the Act. Accordingly, Directors seek your ratification of the appointment of the Statutory Auditors for the financial year 2017-18.

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark.

b) 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.

c) Secretarial Auditor:

The Company being a 'Private Company' and 'Un-listed Company'; the provisions of section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 do not apply. Accordingly, the Company has not appointed the Secretarial Auditor.

15. Particulars of Loan(s), Guarantee(s) or Investment(s) made under section 186 of the Act:

During the year; the Company had no financial transaction falling under provisions of section 186 of the Act.

16. Statement concerning development and implementation of risk management policy:

Your Company recognizes that risk is an integral part of any business and the Board of Directors is committed to managing the risks in a proactive and efficient manner.

The Board of Directors and the management team having regard to the Company's nature and scale of business; periodically assesses risks in the internal and external environment that might affect the Company's existence. The relevant methodology being effectively developed and implemented; the Company has not opted to have any formal Risk Management Policy in pursuance of provisions of section 134(n) of the Act.

17. Vigil Mechanism:

In absence of applicability of provisions of section 177(9) of the Act read with rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014; the Company has not established a formal Vigil Mechanism for Directors and employees to report genuine concerns. The organization hierarchy of the Company, however, adequately provides a platform to employees to have their concerns effectively communicated to the Board of Directors.

18. Internal financial controls with reference to the Financial Statements:

Your Company has deployed mechanism to ensure adequacy of Internal Financial Controls with reference to the Financial Statements. The management periodically reviews the financial performance of your Company against the approved plans and takes necessary actions, wherever necessary.

19. Significant / Material orders passed by the regulatory etc.:

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.

20. Annual Return:

The link of website for extract of the Annual Return as needed to be provided in pursuant to the provisions of section 92 read with rule 12 of the Companies (Management and administration) Rules, 2014 is on the website link as mentioned below:

<http://osiahypermart.com/publications/governance.html>

21. Particulars of contracts or arrangements made with related parties:

During the year the Company had entered into transaction or arrangement falling under provisions of section 188 of the Act and the same are disclosed in AOC-2

22. Conservation of Energy, Technology Absorption, 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:

In absence of applicability of provisions of section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014; the Company neither has constituted a Corporate Social Responsibility Committee nor has spent any amount for causes referred therein.

24. Disclosure relating to remuneration:

The Company being a 'Private Company' and 'Un-listed Company'; 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 not apply. Accordingly, details with respect to remuneration of employees are not furnished.

25. General:

During the year;

- i) The Company has not issued any equity shares other than bonus issue during the financial year under review.
- 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;
- v) The Company has issued 18,75,000 Equity shares as Bonus shares at the ratio of 1:1 on 27/11/2017.

26. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013:

The following is a summary of sexual harassment complaint received and disposed-off during the year under review:

- (I) No of complaints received: **NIL.**
- (II) No of complaints disposed-off: **Not applicable.**

Acknowledgement and appreciation:

Your Directors acknowledge and place on record their gratitude and sincere thanks to employees, bankers, business associates, consultants and all internal and external stakeholders; for their continued support extended to the Company during the year.

For OSIA HYPER RETAIL LIMITED

Dhirendra Gautamkumar Chopra

Director

DIN: **06473774**

Kavita Dhirendrakumar Chopra

Director

DIN: **06473785**

Date: 27.07.2018

Place: Ahmedabad

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1 Details of contracts or arrangements or transactions not at arm's length basis

Not Applicable

S N	Name(s) of the related party and nature of relationship	Nature of contracts /arrangements /transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangement or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188

2 Details of material contracts or arrangement or transactions at arm's length basis

S.N O.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	My Choice giftcentre Private Limited	Purchase of Goods	-	-	-	16842027
2	My Choice giftcentre Private Limited	Sale of Goods	-	-	-	38968198
3	Nirmala Gautam Chopra	Commission Paid	-	-	-	80000
4	Dhirendra Gautamkumar Chopra	Remuneration Paid	-	-	-	3000000
5	Kavita Dhirendrakumar Chopra	Remuneration Paid	-	-	-	3000000