



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

CIN: L52190GJ2013PLC077269

**Date: 14-03-2023**  
**NSE/65/2022-23**

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

Dear Sir/Madam,

**SUBJECT: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**REF: Osia Hyper Retail Limited (Symbol: OSIAHYPER).**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated March 14, 2023 ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company, by way of remote e-voting process for resolutions as set out in the notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, March 10, 2023 ("Cut-off Date").

Remote e-voting period shall commence on Wednesday, March 15, 2023 (9:00 A.M. IST) and end on Thursday, April 13, 2023 (5.00 P.M. IST) (both days inclusive). The results of the remote e-voting shall be announced not later than by 5.00 P.M. (IST) on or before April 15, 2023 and the same will be communicated to the Stock Exchange along with the Scrutinizer's report within the prescribed time.

The Postal Ballot Notice is also available on the Company's website at [www.osiahypermart.com](http://www.osiahypermart.com).

This is for your information and records.

Thanking You,

Yours faithfully,

**For, OSIA HYPER RETAIL LIMITED**

**ARCHNA NAGRANI**  
**DIRECTOR**  
**DIN: 02545015**



**POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) Secretarial Standard-2 on General Meeting (the “SS-2”), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”). Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members as Special Resolution by means of Postal ballot through remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations 2018 setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and Circular No. No. 20/2021 dated December 08, 2021 (the “MCA Circulars”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members’ approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA and SEBI Circulars. Further, as provided in the said MCA and SEBI Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

# OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

**Registered Office:** Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat, Gandhinagar Highway, Motera, Ahmedabad-380 005, Gujarat, India.

**Telephone:**+917227057148;**Website:**www.osiahypermart.com;**Email:**contact@osiamart.com



In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote evoting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs2013.ohrl@gmail.com, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs2013.ohrl@gmail.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: www.evoting.nsdl.com from Wednesday, March 15, 2023 (09:00 A.M.) and will end on Thursday, April 13, 2023 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 8 of the Notes attached with this notice are entitled to vote through the remote e-voting facility provided the Company through NSDL

**The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.**

**Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the “Board”), has appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.**

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m. on or before 15<sup>th</sup> April 2023 at the Registered Office of the company at Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat-380005, India. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the NSE Ltd. (NSE) where the Company's Shares are listed, and displayed on the website of the Company i.e. [www.osiahypermart.com](http://www.osiahypermart.com).

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

**SD/-  
ARCHNA NAGRANI  
DIN: 02545015  
DIRECTOR**

**Place: Ahmedabad  
Date: March 14, 2023**

# OSIA HYPER RETAIL LIMITED

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## ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

### SPECIAL BUSINESSES:

#### RESOLUTION 1:

#### TO CONSIDER AND APPROVE ISSUANCE OF 3,00,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS AND NON PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY:

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

“**RESOLVED** that pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Re. 1 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot upto 3,00,00,000 Equity Warrants convertible into Equity Shares at issue price of Rs 23 per Equity Warrant including premium of Rs. 22/- per Equity Warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each Equity Warrant convertible into 1 (One) Equity Share of face value of Rs. 1 each (Rupees One Only) each ("the Equity Shares"), aggregating to 69,00,00,000/- (Rupees Sixty Nine Crores Only) to Promoters and Non-promoters/public, for cash consideration on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Promoters and Non Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1.	Leading Light Fund VCC-The Triumph Fund	40,00,000	Non-Promoter/Public
2.	Hasti Meet Mehta	5,00,000	Non-Promoter/Public
3.	Bhavik Joshi	5,00,000	Non-Promoter/Public
4.	Nayna Narendrabhai Mehta	5,00,000	Non-Promoter/Public
5.	Patel Mayankkumar Dipakbhai	5,00,000	Non-Promoter/Public

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6.	Ajit Singh Sheoran	1,00,000	Non-Promoter/Public
7.	Khajan Singh Sangwan	1,00,000	Non-Promoter/Public
8.	AG Dynamic Fund	55,50,000	Non-Promoter/Public
9.	Riya Aggarwal	7,50,000	Non-Promoter/Public
10.	Diwakar Aggarwal	7,50,000	Non-Promoter/Public
11.	Shikhar Aggrawal	7,50,000	Non-Promoter/Public
12.	Harsaben Tejasbhai Joshi	5,00,000	Non-Promoter/Public
13.	Joshi Pallavi S	5,00,000	Non-Promoter/Public
14.	Turi Arvindkumar Chunilal	5,00,000	Non-Promoter/Public
15.	Dipakbhai Motibhai Solanki	5,00,000	Non-Promoter/Public
16.	Prajapati Hasmukh Mangilal	5,00,000	Non-Promoter/Public
17.	Barot Alkesh Chimanbhai	5,00,000	Non-Promoter/Public
18.	Jayesh Rudrakant Vora	5,00,000	Non-Promoter/Public
19.	Prajapati Jayantibhai Bhuraji	5,00,000	Non-Promoter/Public
20.	Yadav Avneshsingh	5,00,000	Non-Promoter/Public
21.	Prajapati Parth	5,00,000	Non-Promoter/Public
22.	Jitendra Khushalbhai Parmar	5,00,000	Non-Promoter/Public
23.	Harsha J. Shah	5,00,000	Non-Promoter/Public
24.	Dhirendra Gautamkumar Chopra	50,00,000	Promoter
25.	Kavita Dhirendra Chopra	50,00,000	Promoter
	<b>TOTAL</b>	<b>3,00,00,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is Tuesday, 14<sup>th</sup> March, 2023 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 1/- (Rupees One Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- (b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to at least 25% of the Equity Warrant Issue Price fixed per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance 75% of the



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- Equity Warrant Issue Price shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.
- (c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
  - (d) The Equity Warrants proposed to be allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
  - (e) The Equity Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
  - (f) The Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
  - (g) The Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
  - (h) In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
  - (i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.
  - (j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
  - (k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
  - (l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
  - (m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the company, be and are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any. modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

**RESOLUTION 2: APPLICATION OF LISTING OF EQUITY SHARE CAPITAL ON MAIN BOARD OF BSE:**

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

“**RESOLVED THAT** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force, guidelines/requirements given by the Bombay Stock Exchange (BSE), consent of the members be and is hereby accorded for making application to list existing paid up Equity Share Capital of the Company, which is already listed on NSE Main Board and follow such procedures specified under ICDR Regulations, as amended from time to time.”

“**RESOLVED FURTHER THAT** any of the board of directors be are hereby authorized jointly or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing paid up Equity Share Capital of the Company on Main Board of BSE.”

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“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized jointly or Severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

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

**Date: 14.03.2023**

**Place: Ahmedabad**

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

**SD/-  
ARCHNA NAGRANI  
DIN: 02545015  
DIRECTOR**

## NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, March 10, 2023 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, March 10, 2023. Member who does not receive the postal ballot notice may send an email to [cs2013.ohrl@gmail.com](mailto:cs2013.ohrl@gmail.com) or may apply to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at [cs2013.ohrl@gmail.com](mailto:cs2013.ohrl@gmail.com) and website of e-Voting Agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - i. 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs2013.ohrl@gmail.com](mailto:cs2013.ohrl@gmail.com).
  - ii. 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



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- (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs2013.ohrl@gmail.com.
- iii. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  - iv. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, having its office at A/506, Dattani Plaza, A K Road, Safed Pool, Andheri (East), Mumbai – 400 072 (Tel: +91 22 – 2851 1022/ 4972 1245), by following the due procedure.
  - v. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address
5. [The Shareholders are requested to note that 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.](#)
  6. Any query/grievance may please be addressed to Mr. Yusuf Rupawala, Company Secretary with respect to the voting by remote electronic means at: Email id: cs2013.ohrl@gmail.com or to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  7. [The Shareholders are requested to note that 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.](#)
  8. The members have to vote through remote e-voting platform only.
  9. The Portal for remote E-voting will remain open for the Members for exercising their votes during Wednesday, March 15, 2023 (09:00 A.M.) and will end on Thursday, April 13, 2023 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, March 10, 2023 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
  10. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
  11. The Scrutinizer's decision on the validity of the voting shall be final.
  12. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.osiahypermart.com](http://www.osiahypermart.com) and e-voting website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the corporate

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announcement sections of the websites of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.

13. The Board of Directors have appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
14. The Resolutions will be taken as passed effectively on Thursday, April 13, 2023, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be declared on or before Saturday, April 15, 2023 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website [www.osiahypermart.com](http://www.osiahypermart.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
15. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.

## INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on **Wednesday, March 15, 2023 (09:00 A.M.) and will end on Thursday, April 13, 2023 (05:00 P.M.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, March 10, 2023** 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 **Friday, March 10, 2023**.

### **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 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 mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at</li> </ol>

	<p><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On</li> </ol>

	<p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022- 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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

# OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

**Registered Office:** Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat, Gandhinagar Highway, Motera, Ahmedabad-380 005, Gujarat, India.

**Telephone:**+917227057148;**Website:**www.osiahypermart.com;**Email:**contact@osiamart.com



[www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

## CONTACT DETAILS

<b>Company</b>	<b>OSIA HYPER RETAIL LIMITED</b> Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat-380005, India <b>Tel:</b> 079 22747148 ; <b>Email:</b> cs2013.ohrl@gmail.com; <b>Web:</b> www.osiahypermart.com
<b>Registrar and Transfer Agent</b>	<b>Skyline Financial Services Private Limited., A/505, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai- 400072.</b> Tel. : +91-22 49721245/ +91-22 28511022 CIN :U74899DL1995PTC071324 Email : subhashdhingreja@skylinerta.com Website : www.skylinerta.com
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> evoting@nsdl.co.in <b>NSDL help desk:</b> 022 - 4886 7000 and 022 - 2499 7000 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

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<b>Scrutinizer</b>	<b>Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice</b> <b>Contact Person: Mr. Abhishek Chhajed Email:csabprofessional@gmail.com;</b> <b>M. No.: +91 94088 12129</b>
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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)**

### **Item No. 1: TO CONSIDER AND APPROVE ISSUANCE OF 3,00,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS AND NON PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 3,00,00,000 Equity Warrants by way of preferential basis to Promoters and Non-Promoters/ Public Shareholders/persons who are not the existing Shareholders of the Company ("Proposed Allottees") at an issue price of Rs. 23/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	Leading Light Fund VCC-The Triumph Fund	Non Promoters/Public	NIL	NIL	N.A.
2.	Hasti Meet Mehta	Non Promoters/Public	NIL	NIL	N.A.
3.	Bhavik Joshi	Non Promoters/Public	NIL	NIL	N.A.
4.	Nayna Narendrabhai Mehta	Non Promoters/Public	NIL	NIL	N.A.
5.	Patel Mayankkumar Dipakbhai	Non Promoters/Public	NIL	NIL	N.A.
6.	Ajit Singh Sheoran	Non Promoters/Public	NIL	NIL	N.A.
7.	Khajan Singh Sangwan	Non Promoters/Public	NIL	NIL	N.A.

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8.	AG Dynamic Fund	Non Promoters/Public	NIL	NIL	N.A.
9.	Riya Aggarwal	Non Promoters/Public	NIL	NIL	N.A.
10.	Diwakar Aggarwal	Non Promoters/Public	NIL	NIL	N.A.
11.	Shikhar Aggrawal	Non Promoters/Public	NIL	NIL	N.A.
12.	Harsaben Tejasbhai Joshi	Non Promoters/Public	NIL	NIL	N.A.
13.	Joshi Pallavi S	Non Promoters/Public	NIL	NIL	N.A.
14.	Turi Arvinkumar Chunilal	Non Promoters/Public	NIL	NIL	N.A.
15.	Dipakbhai Motibhai Solanki	Non Promoters/Public	NIL	NIL	N.A.
16.	Prajapati Hasmukh Mangilal	Non Promoters/Public	NIL	NIL	N.A.
17.	Barot Alkesh Chimanbhai	Non Promoters/Public	NIL	NIL	N.A.
18.	Jayesh Rudrakant Vora	Non Promoters/Public	NIL	NIL	N.A.
19.	Prajapati Jayantibhai Bhuraji	Non Promoters/Public	NIL	NIL	N.A.
20.	Yadav Avneshsingh	Non Promoters/Public	NIL	NIL	N.A.
21.	Prajapati Parth	Non Promoters/Public	NIL	NIL	N.A.
22.	Jitendra Khushalbhai Parmar	Non Promoters/Public	NIL	NIL	N.A.
23.	Harsha J. Shah	Non Promoters/Public	NIL	NIL	N.A.
24.	*Dhirendra Gautamkumar Chopra	Promoter	3,00,00,000	29.09%	Dhirendra Gautamkumar Chopra
25.	*Kavita Dhirendra Chopra	Promoter	2,99,20,000	29.01%	Kavita Dhirendra Chopra

Note: The current holding of proposed allottees disclosed above is based on the Benpose as on 10<sup>th</sup> March, 2023.

\*Equity Shares are mentioned of promoters after considering the Face Value of Re. 1 per share pursuant to Sub-Division/Split of Shares.

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The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

**i) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors at their meeting held on Tuesday, 14<sup>th</sup> March, 2023, subject to the approval of the Members in the postal ballot and such other approvals as may be required, approved the issuance of upto 3,00,00,000 Equity Warrants convertible into Equity Shares at issue price of Rs. 23/- per Equity Warrant, aggregating upto Rs 69,00,00,000/- (Sixty Nine Crores only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

**ii) Kinds of securities offered and the price at which security is being offered and aggregate amount proposed to be raised:**

Upto 3,00,00,000 Equity Warrants convertible into Equity Shares at an issue price of Rs 23/- per Equity Warrant, upto Rs 69,00,00,000/- (Sixty Nine Crores only).

**iii) Objects of the Preferential Issue:**

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

- To repay the existing Secured as well as Unsecured loan(s) as obtained by the company from various bank(s)/ Financial Institution(s)/ NBFC(s)/Other creditors.
- To repay the existing Statutory Liabilities of the company.
- To fund the working capital as well as long term capital requirements of the company.
- To fund the future expansion plan/ growth of the company.

**iv) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made under the category of Promoters and Non-Promoters/ Public on Preferential basis

**v) Maximum number of specified securities to be issued:**

3,00,00,000 Equity Warrants convertible into Equity Shares.

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## **vi) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Tuesday, March 14, 2023, being the date 30 days prior to the date of closure of Postal Ballot/ remote e-voting

## **vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):**

In accordance with the SEBI (ICDR) Regulations any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

On the basis of above criteria the company has appointed Mr. Hernang Harshadbhai Shah, a registered valuer with IBBI Registration Number: IBBI/RV/03/2020/12854 having COP No. ICSIRVO/SFA/93

It should be noted that in the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.

## **viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Promoters of the issuer intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors intent to contribute for the furtherance of the objects.

## **ix) Pre and Post Preferential issue Shareholding pattern of the Company**

The Equity Warrants are proposed to be allotted to the Promoters and Non-promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

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S.No.	Category	Pre-Issue		Post Issue	
		No. of Shares Held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' holding				
1	Indian:				
	Individual (including HUF)	0	0	1,00,00,000	33.33%
	Bodies Corporate	0	0	0	0
	Sub-total	0	0	1,00,00,000	33.33%
2	Foreign Promoter	0	0	0	0
	<b>Sub-total (A)</b>	<b>0</b>	<b>0</b>	<b>1,00,00,000</b>	<b>33.33%</b>
B	Non-Promoter holding				
1.	Institutional Investors	0	0	0	0
2.	Non-Institution				
	Private Corporate bodies	0	0	0	0
	Directors and relatives	0	0	0	0
	Indian Public (including HUF)	0	0	1,04,50,000	34.83%
	Others	0	0	95,50,000	31.84%
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>2,00,00,000</b>	<b>66.67%</b>
	<b>Grand total</b>	<b>0</b>	<b>0</b>	<b>3,00,00,000</b>	<b>100%</b>

## Note:

- 1) The Pre Issue Shareholding Pattern is based on Benpose as on Friday, 10<sup>th</sup> March, 2023.
- 2) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 3,00,00,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

## x) Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



# OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart,  
Visat, Gandhinagar Highway, Motera, Ahmedabad-380 005, Gujarat, India.

Telephone:+917227057148; Website:www.osiahypermart.com; Email:contact@osiamart.com



xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

Sr. No.	Proposed Allottee	No. of Warrants issued	*Post Preferential Capital that may be held by proposed allottees	Category	
				Pre-Preferential	Post-Preferential
1.	Leading Light Fund VCC-The Triumph Fund	40,00,000	40,00,000	0	40,00,000
2.	Hasti Meet Mehta	5,00,000	5,00,000	0	5,00,000
3.	Bhavik Joshi	5,00,000	5,00,000	0	5,00,000
4.	Nayna Narendrabhai Mehta	5,00,000	5,00,000	0	5,00,000
5.	Patel Mayankkumar Dipakbhai	5,00,000	5,00,000	0	5,00,000
6.	Ajit Singh Sheoran	1,00,000	1,00,000	0	1,00,000
7.	Khajan Singh Sangwan	1,00,000	1,00,000	0	1,00,000
8.	AG Dynamic Fund	55,50,000	55,50,000	0	55,50,000
9.	Riya Aggarwal	7,50,000	7,50,000	0	7,50,000
10.	Diwakar Aggarwal	7,50,000	7,50,000	0	7,50,000
11.	Shikhar Aggrawal	7,50,000	7,50,000	0	7,50,000
12.	Harsaben Tejasbhai Joshi	5,00,000	5,00,000	0	5,00,000
13.	Joshi Pallavi S	5,00,000	5,00,000	0	5,00,000
14.	Turi Arvindkumar Chunilal	5,00,000	5,00,000	0	5,00,000
15.	Dipakbhai Motibhai Solanki	5,00,000	5,00,000	0	5,00,000
16.	Prajapati Hasmukh Mangilal	5,00,000	5,00,000	0	5,00,000
17.	Barot Alkesh Chimanbhai	5,00,000	5,00,000	0	5,00,000
18.	Jayesh Rudrakant Vora	5,00,000	5,00,000	0	5,00,000
19.	Prajapati	5,00,000	5,00,000	0	5,00,000

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	Jayantibhai Bhuraji				
20.	Yadav Avneshsingh	5,00,000	5,00,000	0	5,00,000
21.	Prajapati Parth	5,00,000	5,00,000	0	5,00,000
22.	Jitendra Khushalbhai Parmar	5,00,000	5,00,000	0	5,00,000
23.	Harsha J. Shah	5,00,000	5,00,000	0	5,00,000
24.	Dhirendra Gautamkumar Chopra	50,00,000	50,00,000	0	50,00,000
25.	Kavita Dhirendra Chopra	50,00,000	50,00,000	0	50,00,000

\*based on the presumption that all the equity warrants would be converted into equity shares.

**xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for consideration in cash

**xiii) Intimation on conversion of securities or on lapse of the tenure of the instrument:**

3,00,00,000 Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

**xiv) Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

**xv) Lock-in Period:**

The Pre- Preferential holding of the Proposed allottees who are also the existing shareholders of the company shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

Further the Equity Warrants and the Equity Shares allotted on account of exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

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

During the Current Financial year starting from 01st April, 2022, the company has made allotment dated April 17, 2022 of 491844 equity shares on preferential basis.

**xvii) Material terms of raising such warrants:**

As mentioned in the proposed resolution.

**xix) Undertakings:**

- a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.
- b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

**xx) Certificate from Practising Company Secretary:**

The Certificate from the Practising company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members at the Corporate Office of the company during the working days from 11:00 A.M to 04:00 P.M.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations approval of the Members for issue and allotment of the said Warrant convertible into Equity Shares to non-promoters is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the members of the company.

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None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the company.

The Board recommends the Special Resolutions as set out under item no. 1 of the Notice for approval of the Shareholders.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on 13<sup>th</sup> April, 2023.

## **ITEM NO. 2: APPLICATION OF LISTING OF EQUITY SHARE CAPITAL ON MAIN BOARD OF BSE**

The Company was listed on NSE-SME Platform on 05<sup>th</sup> April, 2019 and becomes eligible to migrate to the Main Board of the NSE Limited by the end of two years of listing on NSE-SME Platform i.e. on 01<sup>st</sup> December 2022, the company has migrated to Main Board of NSE, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

Now the management of the Company wish to simultaneously list the equity shares of the Company on the main Board of Bombay Stock Exchange (BSE). Listing of securities of the Company also on BSE will lead to enhanced recognition of the Company and will open a wide market for investors.

The members are, therefore, requested to accord their approval, for the purpose of listing of equity share capital on main board of BSE.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

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

**Date: 14.03.2023**

**Place: Ahmedabad**

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

**SD/-  
ARCHNA NAGRANI  
DIN: 02545015  
DIRECTOR**