



**OSIA HYPER RETAIL LIMITED**

CORPORATE ADDRESS: OSIA HYPERMART  
4D Square Mall Basment - One,  
Visat To Gandhinagar Highway, Motera,  
Ahmedabad , Gujarat - 380005.  
Phone : 079 - 22747148  
Email Us : osiahyper01@gmail.com

CIN: L52190GJ2013PLC077269

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF OSIA HYPER RETAIL LIMITED THROUGH POSTAL BALLOT (INCLUDING REMOTE E-VOTING) ON SATURDAY, SEPTEMBER 03, 2022 RESULT OF WHICH WAS ANNOUNCED BY THE MANAGING DIRECTOR OF THE COMPANY ON SEPTEMBER 05, 2022 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BASEMENT STORE 1, 4D SQUARE, OPP. IIT ENG COLLEGE, NR. D-MART, VISAT, GANDHINAGAR HIGHWAY, MOTERA, AHMEDABAD - 380 005, GUJARAT, INDIA**

**APPROVED MIGRATION FROM NSE SME PLATFORM TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED:**

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

Note: In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

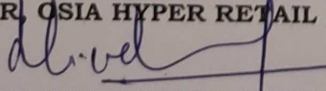
**“RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded through Postal Ballot for purpose of migration of the Company’s present listing from SME Platform of National Stock Exchange of India Ltd. (“NSE Ltd.”) i. e. EMERGE to the Main Board of National Stock Exchange of India Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., 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 giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby authorized jointly and 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.”

//CERTIFIED TRUE COPY//

FOR OSIA HYPER RETAIL LIMITED

  
**DHIRENDRA GAUTAMKUMAR CHOPRA**  
Managing Director  
DIN: 06473774





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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:**

Note: In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Company was listed on NSE SME Platform on 05<sup>th</sup> April, 2019 and intends to migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Accordingly, the Board recommends the Resolution set forth in Item No.1 of the Postal Ballot Notice to be passed as Special Resolutions by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholdings in the Company.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

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.

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 03<sup>rd</sup> September, 2022.

**FOR, OSIA HYPER RETAIL LIMITED**

**DHIRENDRA GAUTAMKUMAR CHOPRA**  
Managing Director  
DIN: 06473774

