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Scrutinizer Report on Remote E-Voting in respect of resolution proposed through Postal Ballot

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Board of Directors
OSIA HYPER RETAIL LIMITED
Basement Store 1, 4D Square,
Opp. IIT Eng College, Nr. D-Mart,
Visat, Gandhinagar Highway, Motera,
Ahmedabad - 380 005, Gujarat, India

Dear Sir,

Sub: Scrutinizer Report on Special Businesses proposed through Postal Ballot under Section 110 read with Section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

I, Abhishek Chhajed, Partner of M/s. SCS AND Co. LLP, Practicing Company Secretary, have been appointed as a Scrutinizer of Osia Hyper Retail Limited ("the Company"), pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the votes casted by the Members of the Company through Remote E-Voting Platform ("remote e-voting platform") of National Securities Depository Limited ("NSDL" or "E-voting Agency") in respect of Special Business proposed through Postal Ballot Notice dated August 04, 2022 ("Postal Ballot") and carrying out the said Postal Ballot process in a fair and transparent manner.

RESPONSIBILITY OF THE MANAGEMENT OF THE COMPANY:

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and passing of resolutions through Postal Ballot.

RESPONSIBILITY OF SCRUTINIZER:

My responsibility, as a scrutinizer, is limited to ensure and scrutinize the votes casted through remote e-voting platform and supervise the process of postal ballot in a fair and transparent manner and to make a report on the votes casted "in favour" or "against" the resolution, the reports received from the remote e-voting platform of E-voting agency.

IT MAY BE NOTED THAT;

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (the "MCA Circulars") and in view of the current extraordinary



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circumstances due to COVID-19 pandemic requiring social distancing, hard copy of the Notice along with postal ballot forms and prepaid business envelope were not sent to the shareholders for the said postal ballot and shareholders were requested to carefully read the instructions indicated in the Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders were also requested to follow the procedure as stated in the notes and instructions for casting their votes by remote E-voting.

As per the Notice of Postal Ballot, following Special Business were proposed for the approval of Members through Remote E-voting.

Item No.1: Special Resolution to approve Migration from NSE SME Platform to Main Board of National Stock Exchange Of India Limited.

I HEREBY REPORT AS UNDER;

1. On the basis of the register of members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, July 29, 2022, the Company completed dispatch of the Notice of the Postal Ballot;
 - Through E-Mail on August 04, 2022 to the members whose E-Mail Id's are registered with company/depository participant.
 - Those shareholders who had not registered their e-mail address were requested to get their e-mail addresses submitted, by following the procedure - (a) In case shares held in physical mode, by providing 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) through email tocontact@osiamart.com; (b) In case shares held in demat mode, by providing 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) through email to cs2013.ohrl@gmail.com; and (c) Alternatively by sending an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the above mentioned documents as the case may be.
2. The Company had also placed the Notice of Postal Ballot on its web site www.osiahypermart.com as well as web site of E-voting Agency viz www.evoting.nsdl.com and website of National Stock Exchange of India Limited.
3. The Company had published the newspaper advertisement for date and time of commencement and end of remote e-voting and Postal Ballot in;
 - A. Financial Express (Vernacular Language - Gujarati) on Friday, August 05, 2022 &
 - B. Financial Express (English Language) on Friday, August 05, 2022.
4. The Shareholders holding Shares as on the "Cut off" date, i.e. Friday, July 29, 2022 were entitled to vote through remote e-voting platform on the businesses mentioned in the Notice of Postal Ballot of the Company.
5. In terms of the aforesaid Notice, remote e-voting was opened for early demat shares which was commenced on Friday, August 05, 2022 (09:00 A.M.) and was ended on Saturday, September 03, 2022 (05:00 P.M.) (Both days inclusive) and members of the Company, holding Equity Shares of the Company as on Friday, July 29, 2022, were required to cast their votes electronically by conveying their assent or

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Dissent in respect of the special businesses mentioned in the Notice of Postal Ballot through remote e-voting platform provided by NSDL.

6. After the Completion of Voting Period as mentioned above, I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the website of NSDL Remote E-voting Platform.
7. The summary of votes casted through remote e-voting platform in respect of special businesses proposed in the notice of postal ballot is annexed herewith.

Result of the Postal ballot:

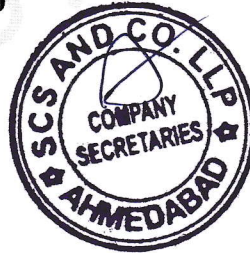
In respect of Special Business No. 1 as proposed in the Notice of Postal Ballot dated May 13, 2022; all conditions given under Section 114 (2) of the Companies Act, 2013 are fulfilled in respect of Special Business No. 1 which are approved by the shareholders through remote e-voting as Special Resolutions.

The result of the voting by members through remote e-voting in respect of the above mentioned businesses may, accordingly be declared by the Chairman or any other Authorized Person, as decided by the Board of Director of the Company and who has also countersigned this report.

8. The Register, all other papers and relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the company secretary of the Company.

FOR, SCS ANDCO. LLP
Practising Company Secretaries
Firm Registration Number: - L2020GJ008700

Abhishek
CS ABHISHEK CHHAJED
Partner
Mem. No.: F11334
COP No.: 15131
UDIN: F011334D000908032



Date: 05.09.2022
Place: Ahmedabad

DECLARATION

We, the undersigned witnessed that the remote e-voting result/list was unblocked and downloaded from the NSDL website (<https://www.evoting.nsdl.com>) in our presence on Saturday, September 03, 2022 around at 05:17 p.m.

Adarsh
Witness 1: Mr. Adarsh Sharma

A. J. Pandya
Witness 2: Mr. Abhishek Pandya

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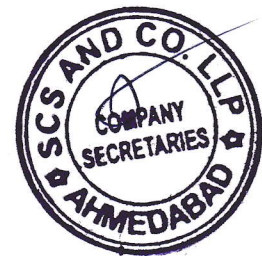
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Detailed Results of Remote e-voting on Special Business proposed in Postal Ballot Notice dated August 04, 2022 by the Osia Hyper Retail Limited (in SEBI Format)

RESOLUTION NO. 1 - Special Resolution Passed with requisite majority.			Special Resolution to approve Migration from NSE SME Platform to Main Board Of National Stock Exchange Of India Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6000000	6000000	100.00	6000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6000000	6000000	100.00	6000000	0	100.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	4312390	1107712	25.6867	1105152	2560	99.7688	0.2311
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4312390	1107712	25.6867	1105152	2560	99.7688
Total		10312390	7107712	68.9240	7105152	2560	99.9639	0.0360
Whether resolution is Pass or Not							Yes	
Disclosure of Dotes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Detailed Results of Remote e-voting on Special Business proposed in Postal Ballot Notice dated August 04, 2022 by the Osia Hyper Retail Limited (in Companies Act, 2013 Format)

Resolution 1:

Special Resolution to approve Migration from NSE SME Platform to Main Board Of National Stock Exchange Of India Limited

(i) Voted in favour of the resolution:

Voting Description	Number of Members Voted	Number of Shares for which votes casted	% of total number of valid votes casted
Remote E-Voting	22	7105152.00	100.00
Total	22	7105152.00	100.00

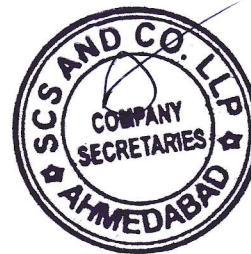
(ii) Voted against the resolution:

Voting Description	Number of Members Voted	Number of Shares for which votes casted	% of total number of valid votes casted
Remote E-Voting	1	2560	100.00
Total	1	2560	100.00

(iii) Invalid/Abstained Votes:

Voting Description	Number of Members Voted	Number of Shares for which votes casted
Remote E-Voting	0	0
Total	0	0

FOR, SCS AND CO. LLP
Practising Company Secretaries
Firm Registration Number: - L2020GJ008700



Abhishek
CS ABHISHEK CHHAJED
Partner
Mem. No.: F11334
COP No.:15131
UDIN: F011334D000908032
Date: 05.09.2022
Place: Ahmedabad

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