

CERTIFICATE BY PRACTICING COMPANY SECRETARY

To,

**The Members,
Osia Hyper Retail Limited**

Basement Store 1, 4d Square,
Opp. Iit Eng College, Nr. D-Mart,
Visat Gandhinagar Highway,
Motera, Ahmedabad - 380 005

Dear Member(s)

Sub: Certificate of practicing company secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

Ref: Preferential Issue of Equity Shares of Osia Hyper Retail Limited, being placed before the Members through conduct of Postal Ballot vide notice dated March 4, 2022.

This Certificate is issued in terms of my engagement with Osia Hyper Retail Limited ("the Company") and as per the requirement of sub-regulation 2 of regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI Regulations").

As required, I have examined the compliance with the applicable regulations of Chapter V of the SEBI Regulations for preferential issue of equity shares by the Company approved by the Board of Directors ("the Board") in its meeting dated March 3, 2022 to the following persons;

Sr. No.	Name of Proposed Allottee(s)	Category of Allottee	No. of Equity Shares proposed to be allotted
1.	Prajesh Shukla	Public - Non-Institutional - Individual	16330
2.	Reetaben A Shukla	Public - Non-Institutional - Individual	32660
3.	Nahush A Shukla	Public - Non-Institutional - Individual	24490



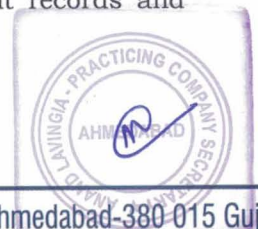
Sr. No.	Name of Proposed Allottee(s)	Category of Allottee	No. of Equity Shares proposed to be allotted
4.	Bhav nabhen Narendrabhai Nada	Public - Non-Institutional - Individual	10200
5.	Yayaati Marketing Private Limited	Public - Non-Institutional - Body Corporate	161225
6.	Yayaati Nada	Public - Non-Institutional - Individual	122450
7.	Nirali Pareshkumar Lunagaria	Public - Non-Institutional - Individual	102040
8.	Unison Forgings Private Limited	Public - Non-Institutional - Body Corporate	61225

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is issuing a Postal Ballot notice dated March 4, 2022 along with explanatory statement ("the Notice") to the members of the Company for which remote e-voting is scheduled between March 5, 2022 and April 3, 2022.

Pursuant to provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, the said notice seeks the consent of the members by way of Special Resolution to approve the proposed issue of 530620 Equity Shares of Rupees 10.00 each at an issue price of Rupees 245.00 (Rupees Two Hundred Forty Five only) per Equity Share including Security Premium of Rupees 235.00 (Rupees Two Hundred Thirty Five only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, to the Proposed Allottees, on preferential issue basis, as per Item No. 2 of the Notice.

Managements' Responsibility

The compliance with the aforesaid SEBI Regulations and Companies Act, 2013 for the preferential issue of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 2 of the Notice is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and



providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI, and/or National Stock Exchange of India Limited.

The Management of the Company has engaged the service of Mr. Hemang Harshadbhai Shah, an Independent Registered Valuer having its office at Co- Venture Hub, 314-316, 3rd Floor, Kalp Business Hub, Above SBI Bank, Bahucharaji Road, Karelibaugh, Vadodara – 390 018, Gujarat, India and Registration No: IBBI/RV/03/2020/12854 for obtaining Valuation Report in terms of Regulation 164(1) r.w. Regulation 166A(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

My responsibility

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services (“the Guidance Note”) issued by the Institute of Company Secretaries of India (“the ICSI”). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.

My Certificate is limited to certifying the disclosure requirements as specified under the SEBI Regulations which shall be included in the Notice of Postal Ballot while seeking approval of the Members in respect of Preferential Issue.

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of equity shares as set out in Item No. 2 of the notice is not in accordance with regulation 159, 160, 161, 163, 164, 166(1) and 167 of the aforesaid SEBI Regulations:

- a) With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottees to ensure that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. Friday, March 4, 2022 (“Relevant Date”) determined in accordance with SEBI Regulations;
- b) With respect to conditions specified in regulation 160 of the SEBI Regulations, I have performed the following procedure to confirm the compliance with required conditions:



- Obtained confirmation from the Company that all equity shares allotted by way of preferential issue have been made fully paid up at the time of the allotment.
 - Examined the Notice issued by the Company and confirmed that the special resolution for the proposed preferential issue of equity shares is included in the same. Compliance with Regulation 160 (b) of SEBI Regulations will be subject to the special resolution being passed by the members of the Company on deemed date of passing of resolution i.e. Sunday, April 3, 2022;
 - Obtained confirmation from the Company and confirmed the pre-preferential holding of equity shares of the Company held by the allottees and such pre-preferential holding is held in the dematerialized form;
 - Enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange where the equity shares of the Company are listed;
 - Verified that the Company has obtained permanent Account Number ("PAN") of the proposed allottees. The Company has relied on the undertaking provided by the proposed allottees for the PAN number;
 - Obtained confirmation from the Company that it will make an application seeking in-principle approval to the National Stock Exchange of India Limited, where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting (postal ballot in this case) seeking shareholders' approval by way of special resolution.
- c) With respect to determination of relevant date as per the requirement specified in Regulation 161 of SEBI Regulations, I have satisfied myself that that the relevant date is Friday, March 4, 2022, being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.
- d) Read the aforesaid Notice and verified that the following relevant disclosures are made in accordance with regulation 163 of the SEBI Regulations:
- The objects of the preferential equity issue is included in the Notice;
 - Maximum number of Equity Shares to be issued is included in the Notice;
 - Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer is disclosed in the Notice;
 - Shareholding pattern of the Company before and after the preferential issue is disclosed in the Notice;



- The time frame within which the preferential equity issue shall be completed is disclosed in the Notice;
 - Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.
 - 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
 - Undertaking that the Company shall re-compute the price of the Equity Share in terms of the provision of SEBI Regulations where it is required to do so is included in the Notice;
 - Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees;
 - Since, as per the confirmation given by the Company, its Directors and Promoters that they are not wilful defaulter or a fraudulent borrower, disclosures specified in Schedule VI of SEBI Regulations is not applicable;
 - The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter;
 - The special resolution specifies the relevant date on the basis of which price of the equity shares to be allotted shall be calculated.
- e) I have satisfied myself that Equity Shares of the Company are **frequently traded shares** since, traded turnover on National Stock Exchange of India Limited (being only one Stock Exchange where the Equity Shares of the Company listed) during the 240 trading days preceding the relevant date, is more than ten per cent of the total number of Equity shares of such class of Equity shares of the Company.
- f) With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination which results in a floor price higher than that determined under these regulations. Moreover, since allotment to Proposed Allottee or Allottees in concert exceed five per cent. of the post issue fully diluted share capital of the Company, the Company has obtained the Valuation Report from Independent Registered Valuer and the floor price, in this case, is higher of the floor price determined under sub-regulation (1) of regulation 164 and the price determined under the valuation report from the independent registered valuer obtained under sub-regulation (1) of regulation 166A of the aforesaid SEBI Regulations.



As per the Valuation Report issued by Mr. Hemang Harshadbhai Shah, an Independent Registered Valuer having its office at 5-3-80, Shamlani Sherry, Dabhoi, Vadodara – 391110, Gujarat, India and Registration No: IBBI/RV/03/2020/12854 / COP Number: ICSIRVO/SFA/93, the floor price is Rupees 243.00 per Equity Share having a face value of Rupees 10.00 each including premium of Rupees 233.00 per Equity Share.

The Notice of Postal Ballot specifies the Issue Price as Rupees 245.00 per Equity Share having a face value of Rupees 10.00 each including premium of Rupees 235.00 per Equity Share which is higher than the Floor Price determined in afore mentioned manner.

- g) In respect of Lock-in as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice that it includes the lock-in provisions of equity shares allotted on Preferential Basis to the Proposed Allottees. Further, the none of the Proposed Allottees is holding any Equity Shares of the Company as on Relevant Date and accordingly, the question of locked in of pre-preferential allotment shareholding of the proposed allottees does not arise.

Conclusion

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, nothing has come to my attention that causes me to believe that the proposed preferential issue of equity shares of the Company is not in accordance with the relevant aforesaid SEBI Regulations.

Restriction of use

This certificate has been issued at the request of the Company and is intended solely for the information and use of the Board of Directors and members of the Company in connection with the proposed preferential issue of equity shares and listing thereof and as a result, this certificate may not be suitable for any other purpose. Accordingly, me certificate should not be quoted or referred to in any other document or made available to any other person or persons without my prior written consent. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is show nor into whose hands it may come without my prior written consent.

Place: Ahmedabad
Date: 04-03-2022

Signature: 
Anand Sureshbhai Lavingia
Practicing Company Secretary
ACS No.: 26458 C P No.: 11410
UDIN: A026458C002795851

