



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

L521906J2013PLC077269

Date: 13-05-2022

NSE/12/2022-23

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 May 13, 2022 ("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, May 06, 2022 ("Cut-off Date").

Remote e-voting period shall commence on Sunday, May 15, 2022 (9:00 A.M. IST) and end on Monday, June 13, 2022 (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 June 14, 2022 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.

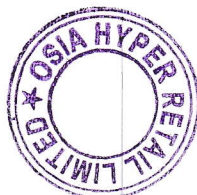
This is for your information and records.

Thanking You,

Yours faithfully,

FOR, OSIA HYPER RETAIL LIMITED

**YUSUF RUPAWALA
COMPANY SECRETARY**



OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

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

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



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 Ordinary 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.

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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 Sunday, May 15, 2022 (09:00 A.M.) and will end on Monday, June 13, 2022 (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 14th June 2022 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.

**By order of the Board of Directors,
Osia Hyper Retail Limited**

**Sd/-
Dhirendra Gautamkumar Chopra
Managing Director
DIN: 06473774**

**Place: Ahmedabad
Date: May 13, 2022**

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

RESOLUTION 1:

TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in pursuance of Section 63 and read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as ‘the Board’) and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities including the Stock Exchange where the equity shares of the Company are listed, the approval of the members be and is hereby accorded to the Board of Directors of the Company to capitalize a sum of Rs. 3,86,71,460/- (Rupees Three Crores Eighty Six Lakhs Seventy One Thousand Four Hundred Sixty Rupees only) standing to the credit of Securities Premium Account as per the audited accounts of the company for the financial year ended March 31, 2021 and to apply this sum of Rs. 3,86,71,460/- (Rupees Three Crores Eighty Six Lakhs Seventy One Thousand Four Hundred Sixty Rupees only) for paying in full at par 38,67,146 (Thirty Eight Lakhs Sixty Seven Thousand One Hundred Forty Six Rupees only) Equity shares of Rs. 10/- each in the capital of the company to be allotted and credited as fully paid up bonus shares to the holders of equity shares of Rs.10/- each in the Company, whose names appear in the Register of Members of the Company as on the record date as determined by the Board, in the ratio of 3:5 (i.e. 3 (three) Bonus share of Rs.10/- each for every 5 (five) existing fully paid up equity share of Rs.10/- (Rupees Ten only) held by shareholders) and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date. All fractions of bonus equity shares will be rounded-off.

RESOLVED FURTHER THAT the Bonus Equity Shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to those Members holding shares in physical form on “Record Date” determined by the Board of Directors.

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RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Equity Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the Share Certificates in respect of the Bonus Equity Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Company Secretary and/or all the Executive Directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.

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

Date: 13.05.2022

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/-
Mr. Dharendra Chopra
Managing Director
DIN: 06473774**

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.
1. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, May 6, 2022 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, May 6, 2022. Member who does not receive the postal ballot notice may send an email to cs2013.ohrl@gmail.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may

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also be downloaded from website of Company at cs2013.ohrl@gmail.com and website of e-Voting Agency at www.evoting.nsdl.com.

2. 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.
 - 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 (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 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
3. [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.](#)
4. 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.
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](#)

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[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. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes during Sunday, May 15, 2022 (09:00 A.M.) and will end on Monday, June 13, 2022 (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, May6, 2022 ('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.
8. 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.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.osiahypermart.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.
11. 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.
12. The Resolutions will be taken as passed effectively on Monday, June 13, 2022, 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 Tuesday, June 14, 2022 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.osiahypermart.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
13. 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.
14. 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.

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on **Sunday, May 15, 2022 (09:00 A.M.) and will end on Monday, June 13, 2022 (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, May 6, 2022** 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, May 6, 2022**.

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">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

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Type of shareholders	Login Method
	<p>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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

[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	Members facing any technical issue in login can contact NSDL helpdesk by

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holding securities in demat mode with NSDL	sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990and1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 user 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.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on 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 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.

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



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.
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 to reset the password.

CONTACT DETAILS

Company	OSIA HYPER RETAIL LIMITED Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat-380005, India Tel: 079 22747148 ; Email: cs2013.ohrl@gmail.com; Web: www.osiahypermart.com
Registrar and Transfer Agent	Skyline Financial Services Private Limited., A/505, Dattani Plaza, Andheri Kurla Road, Safed Pool, Mumbai- 400072. Tel. : +91-22 49721245/ +91-22 28511022 CIN :U74899DL1995PTC071324 Email : subhashdhingreja@skylinerta.com Website : www.skylinerta.com
E-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk: 1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com
Scrutinizer	Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice Contact Person: Mr. Abhishek Chhajed Email: csabprofessional@gmail.com; M. No.: +91 94088 12129

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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 www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at 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.
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. 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](#).

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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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:

The Board of Directors at its meeting held on Friday, May 13, 2022, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares in ratio of 3:5 (i.e.3 (Three) bonus equity shares of Rs. 10/- for every 5 (Five) fully paid up equity share of Rs. 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors after approval of Shareholders.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company. The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company.

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

The Existing issued, subscribed and Paid-Up Equity Share Capital pre Bonus is Rs. 64452440 (Rupees Six Crores Fourty Four Lakhs Fifty Two Thousand Four Hundred and Fourty Only) divided into 6445244 (Sixty Four Lakh Fourty Five Thousand Two Hundred and Fourty Four Only) Equity Shares of Rs. 10 each.

The existing issued, subscribed and paid-up Equity Share Capital of the Company shall be increased after capitalization of Rs. 38671460/- (Rupees Three Crores Eighty Six Lacs Seventy One Thousand Four Hundred and Sixty Only) out of sum outstanding to credit balance of securities premium account as per the audited accounts of the company for the financial year ended March 31, 2021.

Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the ordinary resolutions favorably. Accordingly, the Board recommends the Resolution set forth in Item No.1 of the Postal Ballot Notice to be passed as Ordinary Resolution 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.

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

Date: 13.05.2022

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/-
Mr. Dharendra Chopra
Managing Director
DIN: 06473774**