



Zero Compromise Towards
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**SCS
& CO. LLP**
(AAV-1091)
Company Secretaries

To,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051

Dear Sir,

Sub: : (1) Application for “In-principle approval” prior to issue and allotment of 4,39,00,000 (Four Crores Thirty-Nine Lakhs) Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

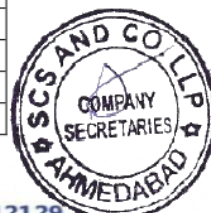
(2) Application for “In-principle approval” prior to issue and allotment of 21,31,75,000 (Twenty-One Crores Thirty-One Lakhs Seventy-Five Thousand) Convertible Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, SCS AND CO. LLP, Practicing Company Secretary, have verified the relevant records and documents of M/s. Osia Hyper Retail Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- Proposed allottee(s) names mentioned in “**Table-A**” does not hold any equity shares of the issuer except the proposed allottees names mentioned in “**Table-B**” hold security shares of the issuer for a period starting from the relevant date i.e., **Tuesday, 20th August, 2024** till the date of preferential allotment.

“Table-A”

SN	Name of the proposed Allottee
1	Ebisu Global Opportunities Fund Ltd
2	Bhanushali Studios Limited
3	Prachi Hitesh Rupareliya
4	Lalitaben Kurjibhai Rupareliya
5	Kurjibhai Premjibhai Rupareliya
6	Indresh Bhupendrabhai Shah
7	Manisha Jitendra Shingala
8	Harshit Amit Kothari
9	Hardik Amit Kothari
10	Ghaghada Kumar Kishorkumar
11	Savaliya Divyeshkumar Mansukhlal
12	Gopalkumar Bhikhabhai Baldha
13	Dayanand Badda Nayak
14	Rupesh Dayashanker Madeka
15	Mihir Rupeshkumar Madeka
16	Pinakin Dayashankar Madeka
17	Manesh Dayashanker Madeka
18	Kavya Dharendra Chopra
19	Unico Global opportunities Fund
20	Forbes EMF
21	Jay Vasantbhai Turakhiya
22	Viney Parkash HUF



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“Table-B”

SN	Name of the proposed Allottee
1	Kavita Dhirendra Chopra
2	Dhirendra Gautamkumar Chopra
3	Gautam Jasraj Chopra
4	Nirmaladevi Gautamkumar Chopra
5	Naitik Gautamkumar Chopra
6	Namrata Abhishek Mehta
7	Kunjit Maheshbhai Patel

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Kavita Dhirendra Chopra	1203500001553734	3,49,20,000	20-08-2024	28-02-2025	N.A.	N.A.
Dhirendra Gautamkumar Chopra	1203500001553721	2,91,06,363	20-08-2024	28-02-2025	N.A.	N.A.
Gautam Jasraj Chopra	1203500001434714	16,000	20-08-2024	28-02-2025	N.A.	N.A.
Nirmaladevi Gautamkumar Chopra	1203500001434256	16,000	20-08-2024	28-02-2025	N.A.	N.A.
Naitik Gautamkumar Chopra	1203500001434260	16,000	20-08-2024	28-02-2025	N.A.	N.A.
Namrata Abhishek Mehta	1203500001434256	16,000	20-08-2024	28-02-2025	N.A.	N.A.
Kunjit Maheshbhai Patel	1208160039086082	100	20-08-2024	28-02-2025	N.A.	N.A.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that



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for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”

- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is more than 5% of the post issue fully diluted share capital of the issuer.

For SCS AND CO. LLP
Company Secretaries

Abhishek



CS Abhishek Chhajer
Partner
Membership No. F11334
CP No. 15131
UDIN:F011334F001006341

Date: 20th August, 2024
Place: Ahmedabad

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