

OSIA HYPER RETAIL LIMITED

CIN: L52190GJ2013PLC077269

Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng. College, Near D-Mart,
Visat Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat
Email: cs2013.ohrl@gmail.com Ph. 94272 42527 Website: www.osiahypermart.com

CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING ("EGM") DATED AUGUST 30, 2025

An Extraordinary General Meeting ("EGM") of the Members of Osia Hyper Retail Limited ("the Company") is scheduled to be held on September 22, 2025 at 05:00 p.m. at Hotel Double Tree by Hilton, Ambli Bopal Road, Vikram Nagar, Ahmedabad, 380054, Gujarat, India. The Notice of the EGM ("EGM Notice") was dispatched to the members of the Company on August 30, 2025 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice.

This Corrigendum is being issued to give notice of amended details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

TIME AND VENUE OF THE EXTRA ORDINARY GENERAL MEETING:

The Company has changed the time of EGM **from** 04:00 p.m. **to** 05:00 p.m.

The venue for the EGM has changed from Basement Store 1, 4D Square, Opp. IIT Eng. College, Near DMart, Visat Gandhinagar Highway, Motera, Ahmedabad 380 005, Gujarat **to** Hotel Double Tree by Hilton, Ambli Bopal Road, Vikram Nagar, Ahmedabad, 380054, Gujarat, India.

Item No. 3 in the Notice pertaining to issuance of Equity Shares on a preferential basis along with the Explanatory Statement thereto stands deleted.

Item No. 4 in the Notice is partially modified to state the following:

4. ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), the listing agreements entered into by the Company with the National Stock Exchange of India Limited ("NSE" or "Stock Exchange") on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s)

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and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants (“Warrants”), for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- (Rupee One only) each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs.449,99,99,988/- (Rupees Four Hundred Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight only) to the following persons / entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Name of the proposed allottee	Pre- Preferential - Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	Post- Preferential - Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	No. of Warrants proposed to be allotted
1.	Eminence Global Fund PCC – Eubilia Capital Partners Fund I	Non-promoter	Non-promoter	3,63,63,636
2.	Zeal Global Opportunities Fund	Non-promoter	Non-promoter	2,95,45,455
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-promoter	Non-promoter	3,86,36,364
4.	Magnifica Global Opportunities VCC - MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-promoter	Non-promoter	3,40,90,909
5.	Nautilus Private Capital Ltd	Non-promoter	Non-promoter	3,40,90,909
6.	Ebene Global Opportunity	Non-promoter	Non-promoter	3,18,18,181

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	Fund			
	Total			20,45,45,454

Explanatory Statement to item no. 4 is modified to state the following:

ITEM 4:ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

In order to meet its working capital requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on September 17, 2025 accorded its approval for raising funds through issuance of upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants ("Warrants") to the proposed warrant allottees, as set in the notice ("Proposed Warrant Allottees") on a preferential basis by way of private placement subject to approval of the members of the Company. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the allotment of Equity Shares pursuant to exercise of the options attached to the Warrants will be done on receipt of the balance 75% of the Warrant Issue Price. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The terms and conditions of the Preferential Allotment of Warrants are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

- a) **The objects of the preferential issue:** To meet its working capital requirements of upto Rs.375,00,00,000 /- (Rupees Three Hundred Seventy Five Crores Only) and for general corporate purposes of upto Rs.74,99,99,988/- (Rupees Seventy Four Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight Only).
- b) **Tentative Timelines for utilization of Issue Proceeds:** Within 12 months from date of receipt of funds against the Preferential Issue of the Warrants.
- c) **Interim utilization of funds:** Pending utilization, the funds shall be deployed in interest bearing government securities or fixed deposits with scheduled banks.
- d) **Type and number of securities to be issued**

It is proposed to issue and allot in aggregate upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) ("Warrant Issue Price") per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- each of the Company ("Equity Share") per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating upto Rs.449,99,99,988/- (Rupees Four Hundred Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight only).

- e) **Proposal/Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** None of the promoters, directors or key managerial personnel of the issuer intend to subscribe to the offer.

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f) Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolution at Item No. 4 to this notice and assuming conversion of all the Warrants proposed to be allotted as per the resolution:

Sr. No.	Category	Pre-Preferential Issue		Post Preferential Issue*	
		Shares	%	Shares	%
A	Promoters' Holding				
1	Indian				
	Individuals/HUF	8,41,06,363	47.53	8,41,06,363	22.05
	Body Corporates	-	-	-	-
2	Foreign	-	-	-	-
	Sub total A	8,41,06,363	47.53	8,41,06,363	22.05
B	Non-Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	41,00,208	2.32	41,00,208	1.07
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	14,05,350	0.79	14,05,350	0.37
	Trusts	-	-	-	-
	Clearing Members	-	-	-	-
	Foreign Portfolio Investors	9,17,077	0.52	20,54,62,531	53.86
	Indian Public (individuals/HUF)	8,28,06,275	46.79	8,28,06,275	21.71
	Any Other (specify)	36,23,627	2.05	36,23,627	0.95
	Sub total B	9,28,52,537	52.47	29,73,97,991	77.95
	Grand Total (A + B)	17,69,58,900	100.00	38,15,04,354	100.00

*Post Issue Shareholding has been calculated assuming full conversion of the warrants to be issued into equity shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the proposed QIP.

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- g) **Proposed time frame within which the preferential issue of Warrants shall be completed:** In terms of provisions contained under SEBI ICDR Regulations the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE" / "Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange. Accordingly, the allotment of Warrants pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders, subject to due compliance with SEBI SAST Regulations, if applicable.

- h) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed warrant allottees the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

The warrants are proposed to be allotted to persons other than promoters / promoter group of the Company. The details of the proposed warrant allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed warrant allottees are as under:

Sr. No.	Proposed Allottee	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Equity Shares	Post-Preferential issue	
			Shares	%		Shares	%*
1.	Eminence Global Fund PCC - Eubilia Capital Partners Fund I	Mr. GrigorJabishvili	NIL	NIL	3,63,63,636	3,63,63,636	9.53
2.	Zeal Global	Mr. Nikhil	NIL	NIL	2,95,45,455	2,95,45,455	7.74

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	Opportunities Fund	Kumar, Ms. Low Ren Feng and Mr. Nityesh Pradeep Peetumbur					
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Mr. Ali Baqer Issam	NIL	NIL	3,86,36,364	3,86,36,364	10.13
4.	Magnifica Global Opportunities VCC - MGO High Conviction Fund Incorporated VCC Sub-Fund	Mr. Mithilesh Singh Soobarah, Yashna Devi Seebaluck and Soufia Maariyah Ismael Bahemia Hossany	NIL	NIL	3,40,90,909	3,40,90,909	8.94
5.	Nautilus Private Capital Ltd	Mr. Veeraj Toofany	NIL	NIL	3,40,90,909	3,40,90,909	8.94
6.	Ebene Global Opportunity Fund	Mr. Mohamed Haniflal Bakhash Issa Al Balushi and Shanti Rangarajan Kalia ppan a.k.a. Shanti	NIL	NIL	3,18,18,181	3,18,18,181	8.34

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*Post Issue Shareholding has been calculated assuming full conversion of the warrants to be issued into equity shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the proposed QIP.

i) Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Warrants or consequent to issue of Equity Shares arising from exercise of Warrants, assuming that all the Warrants allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the proposed QIP.

j) the price at which the allotment is proposed and the basis on which the price has been arrived at:

The Equity shares of Company are listed at National Stock Exchange of India Limited. In terms of Regulation 164 of the SEBI ICDR Regulations, the shares of the Company are frequently traded on the said Stock Exchange; therefore, the aforesaid Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://www.osiahypermart.com/>.

In accordance with the foregoing, the pricing of the Shares to be allotted on preferential basis is Rs.22/- (Rupees Twenty Two Only) per Shares.

k) Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be August 22, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. September 22, 2025.

l) Lock in

The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

m) Practicing Company Secretary Certificate

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The Certificate issued by M/s G Aakash& Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. September 22, 2025, and the said certificate may be accessed on the Company's website at the link: https://www.osiahypermart.com/images/pdf/Issue%20Of%20Warants/7.%20PCS%20certificate_Final.pdf

n) Undertakings

The Company hereby undertakes that:

- i. It would re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. Neither the Company nor its Directors or Promoters have been declared as wilful defaulters in terms of the SEBI ICDR Regulations.
- iv. Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- v. The Company has obtained a valuation report from Mr. Anil Rustgi, Registered Valuer, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Shares to be allotted pursuant to the proposed Preferential Allotment.
- vi. The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- vii. The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- viii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

Disclosures in accordance with Regulation 163 (1) (i) related to schedule VI of SEBI (ICDR) Regulations, 2018:

The Company had availed a Corporate Credit Card from HDFC Bank for making various business related payments. However, the Company could not make payment of the July month's invoice amounting to Rs.35.35630 Lakhs (Rupees Thirty-Five Lakh Thirty Five Thousand Six HundredThirty only), resulting in a default.

The Company is now in the process of clearing the dues and will be making full payment of the outstanding amount shortly.

The following declaration is being made in line with the requirement of Schedule VI of SEBI (ICDR) Regulation, 2018:

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- a) Name of the person declared as a wilful defaulter or a fraudulent borrower: Nil
- b) Name of the Bank declaring the person as a wilful defaulter or a fraudulent borrower: Not Applicable
- c) Year in which the person was declared as a wilful defaulter or a fraudulent borrower: Not Applicable
- d) Outstanding amount when the person was declared as a wilful defaulter or a fraudulent borrower: Not Applicable
- e) Steps taken, if any, by the person for removal of its name from the list of wilful defaulter or a fraudulent borrower: Not Applicable
- f) Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not Applicable

By Order of the Board of Directors
For, Osia Hyper Retail Limited

--SD--
(DHIRENDRA GAUTAMKUMAR CHOPRA)
Managing Director
DIN: 06473774

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company.
I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on
September 22, 2025 at 05:00 p.m. at Hotel Double Tree by Hilton, AmbliBopal Road, Vikram Nagar,
Ahmedabad, 380054, Gujarat, India.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

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Form No. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN:L52190GJ2013PLC077269

Name of the Company: Osia Hyper Retail Limited

Registered Office: Basement Store 1, 4D Square, Opp. IIT Eng College, Nr. D-Mart, Visat Gandhinagar Highway, Motera, Ahmedabad, Gujarat, India, 380005

Name of the Member(s)	
Registered Address:	
E-mail Id:	
*DP Id. / Client Id.	Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
2. Name : _____
Address : _____
E-mail ID : _____
Signature : _____, or failing him _____
3. Name : _____
Address : _____
E-mail ID : _____
Signature : _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on September 22, 2025 at 05:00 p.m. at Hotel Double Tree by Hilton, Ambli Bopal Road, Vikram Nagar, Ahmedabad, 380054, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutio n No.	Resolutions	Optional	
		For	Against
1.	To Approval for Increase in Authorised Share Capital of the Company		
2.	To Consider and Approve the Proposal for Capital		

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	Raising by Issuance of Equity Shares by way of Qualified Institutions Placement (“QIP”) for an Aggregate amount up to Rs.200,00,00,000 (Rupees Two Hundred Crores Only)		
3.	Issuance of Convertible Warrants on Preferential Basis		

Signed this _____ day of _____ 2025.

Affix Revenue Stamp

Signature of Shareholders(s)

Signature of Proxy holders(s)

Re.1
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.

It is optional to put a (✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the ‘For’ and ‘against’ column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

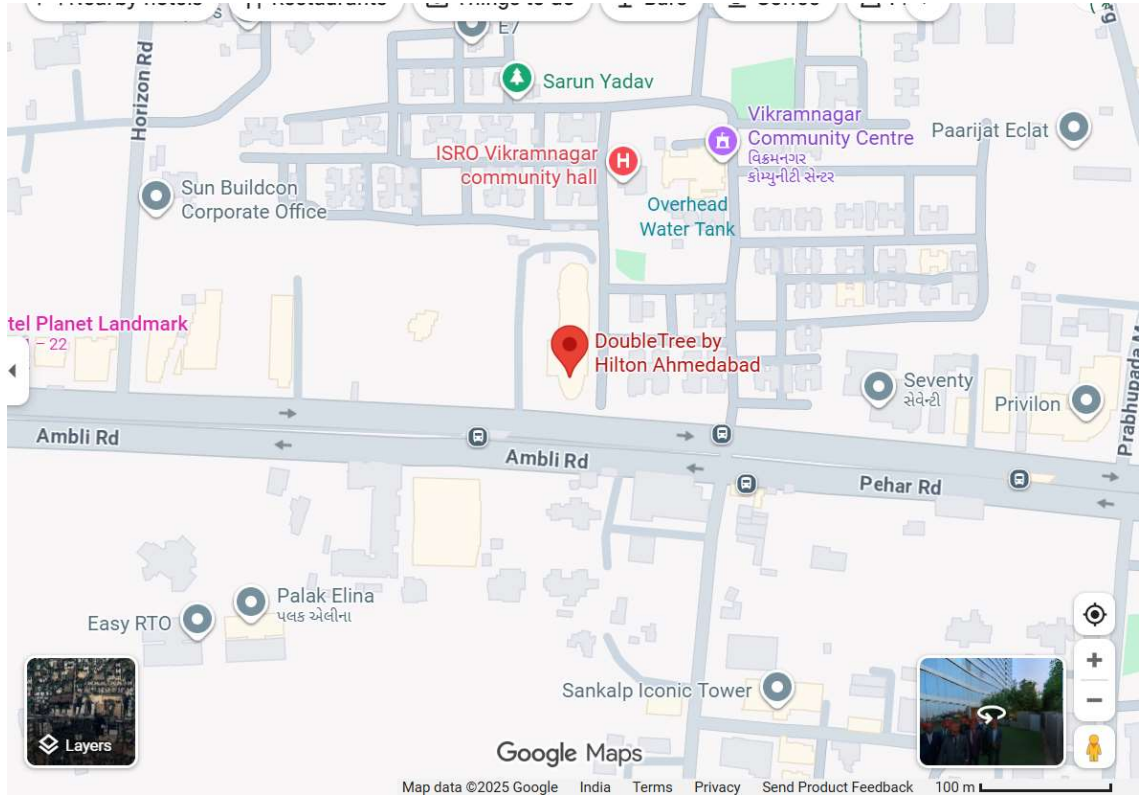
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Route Map for EGM Venue: Hotel Double Tree by Hilton, AmbliBopal Road, Vikram Nagar, Ahmedabad, 380054, Gujarat, India





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CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING (“EGM”) DATED AUGUST 30, 2025

An Extra ordinary General Meeting (“EGM”) of the Members of **Osia Hyper Retail Limited** (“the **Company**”) is scheduled to be held on **September 22, 2025 at 05:00 p.m.** at Hotel Double Tree by Hilton, Ambli Bopal Road, Vikram Nagar, Ahmedabad, 380054, Gujarat, India. The Notice of the EGM (“**EGM Notice**”) was dispatched to the members of the Company on August 30, 2025 in due compliance with theprovisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to the min the EGM Notice.

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TIME AND VENUE OF THE EXTRA ORDINARY GENERAL MEETING :-

The Company has changed the time of EGM from 04:00 p.m. to 05:00 p.m.
The venue for the EGM has changed from Basement Store 1, 4D Square, Opp. IIT Eng. College, Near D Mart, Visat Gandhinagar Highway, Motera, Ahmedabad - 380005, Gujarat to Hotel Double Tree by Hilton, Ambli - Bopal Road, Vikram Nagar, Ahmedabad - 380054, Gujarat, India.

Item No. 3 in the Notice pertaining to issuance of Equity Shares on a preferential basis along with the Explanatory Statement thereto stands deleted.

Item No. 4 in the Notice ispartially modified to state the following:

4. ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“NSE” or “Stock Exchange”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants (“Warrants”), for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- (Rupee One only) each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 449,99,99,988/- (Rupees Four Hundred Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight only) to the following persons / entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Name of the proposed allottee	Pre-Preferential -Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	Post-Preferential - Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	No. of Warrants proposed to be allotted
1.	Eminence Global Fund PCC – Eubilia Capital Partners Fund I	Non-promoter	Non-promoter	3,63,63,636
2.	Zeal Global Opportunities Fund	Non-promoter	Non-promoter	2,95,45,455
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Non-promoter	Non-promoter	3,86,36,364
4.	Magnifica Global Opportunities VCC-MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-promoter	Non-promoter	3,40,90,909
5.	Nautilus Private Capital Ltd	Non-promoter	Non-promoter	3,40,90,909
6.	Ebene Global Opportunity Fund	Non-promoter	Non-promoter	3,18,18,181
	Total			20,45,45,454

Explanatory Statement to item no. 4 is modified to state the following:

ITEM 4:ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

In order to meet its working capital requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on September 17, 2025 accorded its approval for raising funds through issuance of upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants (“Warrants”) to the proposed warrant allottees, as set in the notice (“Proposed Warrant Allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the allotment of Equity Shares pursuant to exercise of the options attached to the Warrants will be done on receipt of the balance 75% of the Warrant Issue Price. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

- The terms and conditions of the Preferential Allotment of Warrants are as stated in the Resolution.
The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:
- a) **The objects of the preferential issue:** To meet its working capital requirements of upto Rs. 375,00,00,000 /- (Rupees Three Hundred Seventy Five Crores Only) and for general corporate purposes of upto Rs.74,99,99,988/- (Rupees Seventy Four Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight Only).
- b) **Tentative Timelines for utilization of Issue Proceeds:** Within 12 months from date of receipt of funds against the Preferential Issue of the Warrants.
- c) **Interim utilization of funds:** Pending utilization, the funds shall be deployed in interest bearing government securities or fixed deposits with scheduled banks.
- d) **Type and number of securities to be issued**
It is proposed to issue and allot in aggregate upto 20,45,45,454 (Twenty Crores Forty Five Lakhs Forty Five Thousand Four Hundred Fifty Four) Convertible Warrants for cash at an issue price of Rs.22/- (Rupees Twenty Two Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of face value Re.1/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating upto Rs.449,99,99,988/- (Rupees Four Hundred Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Eighty Eight only).
- e) **Proposal/Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** None of the promoters, directors or key managerial personnel of the issuer intend to subscribe to the offer.
- f) **Shareholding Pattern of the Company before and after the Preferential Issue:**
The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolution at Item No. 4 to this notice and assuming conversion of all the Warrants proposed to be allotted as per the resolution:

S. No.	Category	Pre-Preferential Issue		Post Preferential Issue*	
		Shares	%	Shares	%
A	Promoters' Holding				
1.	Indian				
	Individuals/HUF	8,41,06,363	47.53	8,41,06,363	22.05
	Body Corporates	–	–	–	–
2.	Foreign	–	–	–	–
	Sub Total - A	8,41,06,363	47.53	8,41,06,363	22.05
B	Non-Promoters Holding				
	Banks/Financial Institutions	–	–	–	–
	Foreign Institutional Investors	–	–	–	–
	Bodies Corporate	41,00,208	2.32	41,00,208	1.07
	Directors and their relatives	–	–	–	–
	Foreign Nationals	–	–	–	–
	Foreign Bodies Corporate	–	–	–	–
	Non Resident Indians	14,05,350	0.79	14,05,350	0.37
	Trusts	–	–	–	–
	Clearing Members	–	–	–	–
	Foreign Portfolio Investors	9,17,077	0.52	20,54,62,531	53.86
	Indian Public (individuals/HUF)	8,28,06,275	46.79	8,28,06,275	21.71
	Any Other (Specify)	36,23,627	2.05	36,23,627	0.95
	Sub Total - B	9,28,52,537	52.47	29,73,97,991	77.95
	Grand Total (A + B)	17,69,58,900	100.00	38,15,04,354	100.00

S. No.	Proposed Allottee	Ultimate Beneficial Owners of the proposed allottees	Post Preferential Issue*		Issue of Equity Shares	Post Preferential Issue*	
			Shares	%		Shares	%
1.	Eminence Global Fund PCC - Eubilia Capital Partners Fund I	Mr. GrigorJabishvili	NIL	NIL	3,63,63,636	3,63,63,636	9.53
2.	Zeal Global Opportunities Fund	Mr. Nikhil Kumar, Ms. Low Ren Feng and Mr. Nityesh Pradeep Peetumber	NIL	NIL	2,95,45,455	2,95,45,455	7.74
3.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Mr. Ali BaqerIssam	NIL	NIL	3,86,36,364	3,86,36,364	10.13
4.	Magnifica Global Opportunities VCC - MGO High Conviction Fund Incorporated VCC Sub-Fund	Mr. Mithileshsingh Soobarah, Yashna Devi Seebaluck and SoufiaMaariyah Ismael BahemiaHossany	NIL	NIL	3,40,90,909	3,40,90,909	8.94
5.	Nautilus Private Capital Ltd	Mr. VeerajToofany	NIL	NIL	3,40,90,909	3,40,90,909	8.94
6.	Ebene Global Opportunity Fund	Mr. Mohammed Haniflal Bakhashlssa Al Balushi and Shanti Rangarajan Kaliappan a.k.a. Shanti Kaliappan	NIL	NIL	3,18,18,181	3,18,18,181	8.34

*Post Issue Shareholding has been calculated assuming full conversion of the warrants to be issued into equity shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the proposed QIP.

- i) **Change in control**
There shall be no change in management or control of the Company pursuant to the aforesaid issue of Warrants or consequent to issue of Equity Shares arising from exercise of Warrants, assumingthat allthe Warrants allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders oftheCompany willchange in accordance with the change in the shareholding pattern pursuant to the proposed QIP.
- j) **the price at which the allotment is proposed and the basis on which the price has been arrived at:**
The Equity shares of Company are listed at National Stock Exchange of India Limited. In terms of Regulation 164 of the SEBI ICDR Regulations, the shares of the Company are frequently traded on the said Stock Exchange; therefore, the aforesaid Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.
A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://www.osiahypermart.com/> .
In accordance with the foregoing, the pricing of the Shares to be allotted on preferential basis is Rs.22/- (Rupees Twenty Two Only) per Shares.
- k) **Relevant Date**
In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be August 22, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. September 22, 2025.
- l) **Lock in**
The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- m) **Practicing Company Secretary Certificate**
The Certificate issued by M/s G Aakash& Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. September 22, 2025, and the said certificate may be accessed on the Company’s website at the **link: https://www.osiahypermart.com/images/pdf/Issue%20of%20Warants/7.%20PCS%20certificate_Final.pdf**

- n) **Undertakings**
The Company hereby undertakes that:
- It would re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR)Regulations, where it is so required;
 - The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
 - Neither the Company nor its Directors or Promoters have been declared as wilful defaulters in terms of the SEBI ICDR Regulations.
 - Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
 - The Company has obtained a valuation report from Mr. Anil Rustgi, Registered Valuer, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Shares to be allotted pursuant to the proposed Preferential Allotment.
 - The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
 - The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
 - The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- Disclosures in accordance with Regulation 163 (1) (i) related to schedule VI of SEBI (ICDR) Regulations, 2018:**
The Company had availed a Corporate Credit Card from HDFC Bank for making various business related payments. However, the Company could not make payment of the July month’s invoice amounting to Rs. 35.35630 Lakhs (Rupees Thirty-Five Lakh Thirty Five Thousand Six Hundred Thirty Only), resulting in a default.
The Company is now in the process of clearing the dues and will be making full payment of the outstanding amount shortly.
The following declaration is being made in line with the requirement of Schedule VI of SEBI (ICDR) Regulation, 2018:
- Name of the person declared as a wilful defaulter or a fraudulent borrower: Nil
 - Name of the Bank declaring the person as a wilful defaulter or a fraudulent borrower: Not Applicable
 - Year in which the person was declared as a wilful defaulter or a fraudulent borrower: Not Applicable
 - Outstanding amount when the person was declared as a wilful defaulter or a fraudulent borrower: Not Applicable
 - Steps taken, if any, by the person for removal of its name from the list of wilful defaulter or a fraudulent borrower: Not Applicable
 - Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not Applicable

By Order of the Board of Directors
For Osia Hyper Retail Limited
(DHIRENDRA GAUTAMKUMAR CHOPRA)
Managing Director, DIN : 06473774

