

OSIAJEE TEXTFAB LIMITED

26TH ANNUAL REPORT 2020-2021

Board of Directors as on September 06, 2021

Name of Directors	Designation	Date of Appointment
Mr. Mehul Jagdish Modi	Executive Director	2 nd September, 2020
Ms. Reema Saroya	Additional (Managing Director)	7 th June, 2021
Mr. Lokesh Goyal	Additional (Whole Time Director)	7 th June, 2021
Ms. Megha Jain	Additional (Non- Executive Director)	9 th February, 2021
Ms. Vibha Jain	Additional (Non- Executive Director)	7 th June, 2021
Mr. Dheeraj Kumar Mishra	Independent Director	2 nd September, 2020
Mr. Dinesh Kumar	Additional (Independent Director)	30 th June, 2021
Mr. Gurprit Singh	Additional (Independent Director)	14 th August, 2021
Ms. Rupanjeet Kaur	Additional (Independent Director)	14 th August, 2021

Key Managerial Personnel

Name	Designation	Date of Appointment
Mr. Hemant Padmakar Chavan	Chief Financial Officer	2nd September, 2020
Mr. Vikas Jain	Chief Executive Officer	7th June, 2021
Ms. Laveena Basil	Company Secretary	14th August, 2021

Registered Office	Shop-2018/2019, Royal Gr. Floor, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja, Ring Road, Surat-395002
Corporate Office	1043-1043, Bahadurpur Gate Road, Near Mauyra Palace, Hoshiarpur- 146 001
Bankers	HDFC Bank Ltd.
Auditors	M/s. S C Mehra & Associates LLP (Chartered Accountants)
Secretarial Auditors	M/s. JPM & Associates LLP (Practicing Company Secretaries)
Registrar and Share Transfer Agent	Satellite Corporate Services Private Limited Office No. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpool Sakinaka, Mumbai-400072

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26th ANNUAL GENERAL MEETING

Day	: Thursday
Date	: 30th September, 2021
Time	: 2.00 p.m.
Mode	: Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

OSIAJEE TEXTFAB LIMITED

CIN: L17299GJ1995PLC024606

Regd. Office address: Shop-2018/2019, Royal Ground Floor, SY-3/2885/B/2/B
Ambaji Market, Kamela Darwaja Ring Road, Surat, Gujarat-395001.

Corporate Office Address: 1043-1043, Bahadurpur Gate Road,
Near Mauyra Palace, Hoshiarpur

E-Mail: osiajee.textfab@gmail.com | **Website:** www.osiajeehdl.com

NOTICE OF 26th ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** ('the Company') will be held on Thursday, 30th day of September, 2021 at 2:00 P.M. (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following Business. The Venue of the meeting shall be deemed to be the registered office of the company at Shop-2018/2019, Royal Ground Floor, SY-3/2885/B/2/B Ambaji Market, Kamela Darwaja Ring Road, Surat, Gujarat-395001.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The audited standalone financial statements of the Company for the financial year ended March 31, 2021, comprising Audited Balance Sheet as on March 31, 2021, the Statement of Profit & Loss for the financial year ended on March 31, 2021 along with Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Board of directors and Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Mehul Jagdish Modi, Director (DIN: 08836999), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. REEMA SAROYA (DIN: 08292397), AS MANAGING DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Ms. Reema Saroya (DIN: 08292397)**, who was appointed as an Additional Director of the Company with effect from February 09, 2021 under Section 161(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act and relevant Rules made thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of Shareholders, be and is hereby accorded to appoint **Ms. Reema Saroya (DIN: 08292397)** as Managing Director of the company for a period of five years with effect from June 07, 2021 till June 06, 2026 without any remuneration whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution"

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. LOKESH GOYAL (DIN: 03289773), AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Lokesh Goyal (DIN: 03289773)**, who was appointed as an Additional Director of the Company with effect from June 07, 2021 under Section 161(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), read with Schedule V to the Act and relevant Rules made thereunder and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of Shareholders, be and is hereby accorded to appoint **Mr. Lokesh Goyal (DIN: 03289773)**, as Whole Time Director of the company for a period of five years with effect from June 07, 2021 till June 06, 2026, whose office is not liable to retire by rotation at the following terms and conditions as recommended by Nomination and Remuneration Committee:

Basic Salary	Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand Only) per annum.
Perquisites, Benefits and allowances	He shall not be entitled to any Perquisites, Benefits and allowances.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution”

5. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. MEGHA JAIN (DIN: 09045476), AS NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Megha Jain (DIN: 09045476), who was appointed as an Additional Director on February 09, 2021 of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. VIBHA JAIN (DIN: 09191000), AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Vibha Jain (DIN: 09191000), who was appointed as an Additional Director on June 07, 2021 of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. DINESH KUMAR (DIN: 08323155), AS INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Dinesh Kumar (DIN: 08323155)**, who was appointed as an Additional Director of the Company with effect from June 30, 2021 under Section 161(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Act and rules made there under read with Schedule IV of the Act as amended from time to time, **Mr. Dinesh Kumar (DIN: 08323155)** who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent director of the Company, not liable to retire by rotation, to hold office for a period of five (5) years effective June 30, 2021 to June 29, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. RUPANJEET KAUR (DIN: 09276269), AS INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Ms. Rupanjeet Kaur (DIN:09276269)**, who was appointed as an Additional Director of the Company with effect from August 14, 2021 under Section 161(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 149, 152 and other applicable

provisions, if any of the Act and rules made there under read with Schedule IV of the Act as amended from time to time, **Ms. Rupanjeet Kaur (DIN:09276269)** who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent director of the Company, not liable to retire by rotation, to hold office for a period of five (5) years effective August 14, 2021 to August 13, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. GURPRIT SINGH (DIN: 09278753), AS INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT**, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Gurprit Singh (DIN:09278753)**, who was appointed as an Additional Director of the Company with effect from August 14, 2021 under Section 161(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of the Director of the company, be and is hereby appointed as a Director of the company.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Act and rules made there under read with Schedule IV of the Act as amended from time to time, **Mr. Gurprit Singh (DIN:09278753)** who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent director of the Company, not liable to retire by rotation, to hold office for a period of five (5) years effective August 14, 2021 to August 13, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. TO TAKE APPROVAL FOR CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of section 12(5) and 13(4) read with Rule 30 of Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and applicable provisions of SEBI (LODR), Regulations 2015 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Companies (Incorporation) Rules, 2014 as amended from time to time and subject to confirmation of Regional Director, Northern Western Region or any other Government Authority, the approval of the shareholders be and is hereby accorded to shift the registered office of the Company from the State of Gujarat to :

1043-1043, Bahadurpur Gate Road,
Near Mauyra Palace,
Hoshiarpur- 146 001
Punjab

RESOLVED FURTHER THAT consequent to this change, Clause II of the Memorandum of Association of the Company be substituted by the following:

Clause II. The Registered Office of the Company shall be situated in the State of Punjab.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to appear and represent the company in the matter of petition before the office of Regional Director for seeking confirmation for the proposed alteration of the Situation Clause of the Memorandum of Association and also authorised to appoint any consultant, Practising Company Secretary and other professional, as may be required from time to time and to fix their remuneration and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including, filing necessary forms/ returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents etc.

11. TO TAKE APPROVAL FOR BORROWING MONIES UNDER SECTION 180 OF COMPANIES, ACT 2013.

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder(including any statutory modifications or re-enactments thereof of Companies Act, 2013) and subject to such approvals, permissions, sanctions and consents of appropriate authorities, as may be necessary, consent of Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “ the Board” which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) for borrowing monies (which include non- fund based facilities) , from time to time , at its discretion either from the Company’s bankers or any other bank(s), financial institution(s), international lending agencies or any other lending institution(s), persons, firms, trusts or bodies corporate by way of deposits, advances or loans, convertible/ non-convertible debentures, commercial papers, bonds or any other debt instruments, whether unsecured or secured directly by mortgage, charge, hypothecation or pledge of any of the Company’s assets and properties, book debts or by collateral security thereon or on such terms and conditions as may be considered suitable by the board of Directors, which together with monies already borrowed by the company (apart from temporary loans obtained from Company’s Bankers in the ordinary course of business), may exceeds the aggregate of the paid-up share capital of the company and its free reserves i.e reserves not set part for any specific purpose, provided that the total amount so borrowed shall not at any time exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only)”.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalize, settle and execute such documents, deeds, writings, papers and/or agreements as may be required and do such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or appropriate for giving effect to the above resolution”.

12. TO TAKE APPROVAL FOR CREATION OF CHARGE/ MORTGAGE ON THE ASSETS OF THE COMPANY, IN RESPECT OF BORROWINGS.

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:-**

RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof of Companies Act, 2013) and subject to such approvals, permissions, sanctions

and consents of appropriate authorities, as may be necessary, consent of Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to create charge, mortgage, and/or hypothecations, in addition to the existing charge, mortgages and hypothecations created by the company in such form and manner and with such ranking whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) and securities (comprising of convertible/ non-convertible, secured, unsecured debentures and/or commercial papers and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/ to be issued by the company (hereinafter "loan"), from time to time, provided that the total amount of loan shall not at any time exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only) in aggregate (apart from temporary loans obtained from the Company's Banker in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment/ redemption, remuneration of the agent(s) and/or trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), debenture trust deed(s) or any other document entered into/ to be entered into between the company and the lender(s)/ investor(s)/ agent(s) and/or trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s), agent(s) and/or trustee(s)".

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to finalize, settle and execute such documents, deeds, writings, papers and/or agreements as may be required and do such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or appropriate for giving effect to the above resolution".

13. TO TAKE APPROVAL TO MAKE INTER CORPORATE LOANS, INVESTMENTS ETC.

To consider, and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof of Companies Act, 2013) and subject to such approvals, permissions, sanctions and consents of appropriate authorities, as may be necessary, consent of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to give loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise securities of any body corporate and/or subscribe to units/schemes of Mutual Fund, in one or more tranches, upto an aggregate amount not exceeding Rs.10,00,00,000/- (Rupees Ten Crores only) at any point of time, notwithstanding that the aggregate of loans or guarantees or investments so far given or to be given to and/or investments so far made or to be made in all bodies corporate may collectively exceeds the limits prescribed under section 186 of the Companies Act, 2013".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or appropriate for giving effect to the above resolution".

**By order of the Board
For Osiajee Texfab Limited**

**Sd/-
(Reema Saroya)
Managing Director
DIN: 08292397**

**Date: 06.09.2021
Place: Hoshiarpur**

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing the members the facility for participation in the 26th AGM through VC/OAVM, for voting through remote e-Voting and for e-Voting during the 26th AGM.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
10. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Saturday, September 25, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of annual book closure.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. VOTING THROUGH ELECTRONIC MEANS:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 and May 12, 2020 respectively, the Notice of the AGM along with the Annual Report 2020-21 has been uploaded on the website of the Company at www.osiajeehdl.com. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice is also available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM notice is also disseminated on the website of CDSL (agency for providing remote e-voting and e-voting system during the AGM) i.e. www.evotingindia.com.
- IV. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all communications, including Annual Report, Notices from the Company electronically. For any communication, the shareholders may also send requests to the Company's investor email id: osiajee.textfab@gmail.com.
- V. The Company has appointed JPM & Associates LLP, Practicing Company Secretaries, Ludhiana as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
- VI. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

- (i) The remote e-voting period begins on Monday, September 27, 2021 (9.00 a.m. IST) and ends on Wednesday, September 29, 2021 (5.00 p.m. IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.