



OSIAJEE TEXTFAB LIMITED

28TH ANNUAL REPORT 2022-23

Board of Directors as on date

Name of Directors	Designation	Date of Appointment
Mr. Gurprit Singh	Chairman & Independent Director	14 th August, 2021
Ms. Reema Saroya	Managing Director	7 th June, 2021
Mr. Lokesh Goyal	Whole Time Director	7 th June, 2021
Mr. Mehul Jagdish Modi	Executive Director	2 nd September, 2020
Ms. Megha Jain	Non- Executive Director	9 th February, 2021
Ms. Vibha Jain	Non- Executive Director	7 th June, 2021
Ms. Rupanjeet Kaur	Independent Director	14 th August, 2021
Mr. Ranjeet Singh Rana	Independent Director	21 st July, 2022

Key Managerial Personnel

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

Registered Office	1043-1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001
Bankers	HDFC Bank Ltd., Federal Bank Limited, AU Small Finance Bank Limited
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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28th ANNUAL GENERAL MEETING

Day	: Saturday
Date	: 30 th September, 2023
Time	: 2.00 p.m.
Mode	: Video Conferencing (VC)/ Other Audio Visual Means (OAVM)



OSIAJEE TEXTFAB LIMITED

CIN: L17299PB1995PLC055743

1043-1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab

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

NOTICE OF 28th ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** ('the Company') will be held on Saturday, 30th day of September, 2023 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 situated at 1043-1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 comprising Audited Balance Sheet the Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Board of directors and Statutory Auditors thereon.

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 comprising Consolidated Audited Balance Sheet, the Consolidated Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and reports of the Statutory Auditors thereon.

3. CONFIRMATION OF DIVIDEND

To confirm Interim Dividend of Rs.0.10/- per equity share of Rs. 10/- each for the financial year ended 31st March 2023.

4. RE-APPOINTMENT OF MS. VIBHA JAIN (DIN: 09191000) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of Ms. Vibha Jain (DIN: 09191000), Non- Executive Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

5. APPOINTMENT OF STATUTORY AUDITOR 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 the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S C Mehra & Associates LLP, Chartered Accountants (Firm Registration no. 106156W) be and are hereby re-appointed as Statutory Auditor of the Company, for a second term of 5 (five) consecutive years commencing from the conclusion of 28th Annual General Meeting till conclusion of 32nd Annual General Meeting of the Company to be held in the year 2028, on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to the above resolution.”

SPECIAL BUSINESS:

6. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. AKASHDEEP (DIN: 10298196) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Akashdeep (DIN: 10298196)**, who was appointed as an Additional Director of the Company with effect from September 01, 2023 under Section 161(1) of the Act and holds office as such up to the date of ensuing Annual General Meeting and 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 and Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of **Mr. Akashdeep (DIN: 10298196)** who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 September 01, 2023 to August 31, 2028 be and is hereby approved.

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.”

7. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ANKUR VERMA (DIN: 10298199) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Ankur Verma (DIN: 10298199)**, who was appointed as an Additional Director of the Company with effect from September 01, 2023 under Section 161(1) of the Act and holds office as such up to the date of ensuing Annual General Meeting and 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 and Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of **Mr. Ankur Verma (DIN: 10298199)** who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 September 01, 2023 to August 31, 2028 be and is hereby approved.

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 MR. AKASH RAI (DIN: 10299049) INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. Akash Rai (DIN: 10299049)**, who was appointed as an Additional Director of the Company with effect from September 01, 2023 under Section 161(1) of the Act and holds office as such up to the date of ensuing Annual General Meeting and 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 and Companies (Appointment and Qualification of Directors) Rules, 2014, the appointment of **Mr. Akash Rai (DIN: 10299049)** who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 September 01, 2023 to August 31, 2028 be and is hereby approved.

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.”

Date: 01.09.2023
Place: Hoshiarpur

By order of the Board
For Osiajee Texfab Limited
Sd/-
(Laveena Basil)
Company Secretary
M. No.: A65860

NOTES:

- 1.** The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 5 to 8 forms part of this Notice. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
- 2.** Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No.10/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 28th AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 1043-1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab, which shall be deemed venue of the AGM.
- 3.** Pursuant to the provisions of the Act, a member entitled to vote and attend the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
- 4.** The Company has appointed Central Depository Services (India) Limited (CDSL) for providing the members the facility for participation in the 28th AGM through VC/OAVM, for voting through remote e-Voting and for e-Voting during the 28th AGM.
- 5.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6.** 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 23, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of annual book closure.
- 7.** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile no., Email ID, Bank Details) and Nomination details by all holders of physical securities in listed company otherwise their folios shall be frozen by RTA from October 01, 2023. Therefore, Members holding shares in physical form are requested to submit the duly filled in documents along with related proofs to the Company's Registrar and Share Transfer Agent. The forms for updating KYC details are available on the Company's website and can be accessed at www.osiajeehdl.com

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 2022-23 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 2022-23 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: csosiajee.textfab@gmail.com.

V. The Company has appointed M/s 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 Wednesday, September 27, 2023 (9.00 a.m. IST) and ends on Friday, September 29, 2023 (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 i.e. Friday, September 22, 2023 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.

(ii) The members who have cast their vote through remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

(iv) Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsdl.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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.