



*February 10, 2025*

To,  
Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai -400001

**Scrip Code: 540198**

**Sub: Notice of Postal Ballot**

Pursuant to the Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice, being sent to the members of the Company for taking approval through remote e-voting on the Business items mentioned in the Notice.

Kindly take the above information on record.

Thanking you,

Yours faithfully,

**For and on behalf of,  
Osiajee Texfab Limited**

REEMA SAROYA  
Digitally signed by  
REEMA SAROYA  
Date: 2025.02.10  
18:54:18 +05'30'

**Reema Saroya  
Managing Director  
DIN: 08292397**

**Osiajee Texfab Limited**

**CIN: L17299PB1995PLC055743**

**Registered Office Address:** *Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Hoshiarpur, Balachaur, Punjab, India, 146001*

**Contact No.** [+91-90565-53253](tel:+91-90565-53253) | **E-Mail:** [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com) | **Website:** [www.osiajeehdl.com](http://www.osiajeehdl.com)



## **POSTAL BALLOT NOTICE**

**Dear Member(s),**

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of OSIAJEE TEXTFAB LIMITED (**the "Company"**) by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors appointed Nitin Bhardwaj & Associates (**Membership: A-67473 & COP: 27276**) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on Wednesday, March 12, 2025 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred "**CDSL**" **Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their email address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

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**CIN: L17299PB1995PLC055743**

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The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company <https://www.osiajeehdl.com> on the website of CDSL simultaneously being communicated to BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., Wednesday, March 12, 2025.

### **Special Business:**

#### **ITEM NO.1**

#### **TO CONSIDER AND APPROVE THE ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY**

*To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder, including any Statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to amend Clause 4 of Article of Association of the Company as follows:

*The Company may issue the following kinds of securities in accordance with these Articles, the Act, the Rules and other applicable laws:*

- a) *Equity share capital:*
  - i. *with voting rights; and / or*
  - ii. *with differential rights as to dividend, voting or otherwise in accordance with the Rules;*
- b) *Preference share capital*
- c) *Debenture*
- d) *Convertible Warrants*
- e) *And other securities or instrument*

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and is hereby, authorised to do all such acts, deeds, matters and things and to take all such actions as may be necessary, expedient, desirable, incidental or ancillary for the purpose of giving effect to this resolution.”

#### **ITEM NO.2**

#### **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION.**

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*To consider, and if thought fit, to pass, with or without modification(s), if any, the following resolution as a **Ordinary Resolution:***

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the “Companies Act”) read with other applicable provisions, if any, of the Companies Act, including any amendment(s), statutory modification(s) and re-enactment(s) thereof for the time being in force, and the rules framed thereunder, on the recommendations of the Board of Directors of the Company, the approval of the Members of the Company be and are hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 10,00,00,000/- (Rupees Ten Crore) consisting of 1,00,00,000 (One Crore) equity shares having face value of Rs. 10 each to Rs 10,50,00,000/- (Rupees Ten Crore Fifty Lakh) - consisting of 1,05,00,000 (One Crore and Five Lakh) equity shares by creation of additional 5,00,000 (Five Lakh) equity shares;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act and the relevant rules framed thereunder, the Memorandum of Association of the Company be and are hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh) consisting of 1,05,00,000 (One Crore and Five Lakh)

**RESOLVED FURTHER THAT** for the purpose of the giving effect to this resolution, the Board ,which expression shall also include a Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms filing with the Registrar of Companies (“ROC”) as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

### **ITEM NO.3**

#### **TO APPROVE THE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, ON A PREFERENTIAL BASIS**

*To consider, and if thought fit, to pass, with or without modification(s), if any, the following resolution as a **Special Resolution:***

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (the “Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder, including any amendment(s), statutory modification(s) or reenactment thereof for the time being in force, and in accordance with the enabling provisions of the

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Memorandum of Association and the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“SEBI LODR Regulations”), and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (“MCA”), and BSE Limited, and/ or any other statutory / regulatory authority, as amended, and the rules and regulations framed thereunder and subject to such approvals, permissions, consents and sanctions as agreed by the board of directors of the Company, subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, approval of the Members of the Company be and are hereby accorded to authorize the Board to create, issue, offer and allot upto 50,00,000 (Fifty Lakh) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company having face value of Rs. 10 (Rupees Ten only) (“Warrants”), at a price of Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only) each (including the warrant subscription price and the warrant exercise price) payable in cash (“Warrant Issue Price”) aggregating upto Rs. 26,90,00,000 (Rupees Twenty Six Crore Ninety Lakh Only) (“Total Issue Size”) to persons / entity enlisted below (“Warrant Holder”/ “Proposed Allottees”) who are neither promoters nor are they part of the promoter group, and will be categorized as public shareholders of the Company on a preferential basis (“Preferential Issue”), upon receipt of Rs. 13.45 (Rupees Thirteen and Forty-Five Paise only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted 1 (one) equity share of the Company against every Warrant held, and the balance Warrant Issue Price of Rs. 40.35 (Rupees Forty and Thirty Five Paise only) (“Warrant Exercise Price”) which is equivalent to remaining 75% (Seventy Five per cent) of the Warrant Issue Price (“Warrant Exercise Price”), to be paid on or before 18 (Eighteen) months from the date of allotment of the Warrants after receipt of a written notice from the proposed allottee, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S.No.	Name of Investors	No. of Warrants Proposed to be issued	Category
1.	Madandal	4,50,000	Public
2.	Gurtej	4,50,000	Public
3.	Dulari Devi-	8,00,000	Public
4.	Vajrin Trade and Commerce Private Limited	10,00,000	Public
5.	Landscape Commodeal Private Limited	10,00,000	Public
6.	Vibha Jain	1,00,000	Public and Director
7.	Megha Jain	20,000	Public and Director
8.	Vikas Jain	20,000	Public
9.	Manuj Jain	1,00,000	Public
10.	Rekha Khatri	40,000	Public
11.	Kanta Jain	50,000	Public
12.	NK JAIN HUF	1,00,000	Public

### **Osiajee Tefab Limited**

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13.	Achhar Kumar Jain HUF	1,00,000	Public
14.	Manider Kaur	1,30,000	Public
15.	Amarjit Kaur	20,000	Public
16.	Prabh Simran Singh	20,000	Public
17.	Puneet Bajaj	20,000	Public
18.	Pranav Kuthiala	15,000	Public
19.	Seema Kuthiala	15,000	Public
20.	Ripple Gupta	50,000	Public
21.	Rammesh Kumar Purohit	40,000	Public
22.	Parvinder Kaur	20,000	Public
23.	Lokesh Goel	1,00,000	Public and Director
24.	Rachna Goel	1,00,000	Public
25.	Bhanwar Lal	30,000	Public
26.	Surinder Juneja	45,000	Public
27.	Neena Vyas	45,000	Public
28.	Kiran Sharma	70,000	Public
29.	Corporate Makers Capital Limited	50,000	Public
	<b>Total</b>	<b>50,00,000</b>	

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining the floor price for the issue of Warrants is Saturday, February 08, 2025, being the date 30 days prior to the date on which this resolution shall be considered to be passed i.e Wednesday, March 12, 2025.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- a) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the proposed allottees to the Company on or before allotment of the Warrants and the balance 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up equity shares of Rs. 10 each of the Company, against each such Warrant held by the Warrant Holder;
- b) The Warrant Holders shall be entitled to exercise option to convert any or all of the Warrants into equity shares of the Company on or before 18 (Eighteen) months from the date of allotment, after receipt of a written notice from the proposed allottee, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders;
- c) The respective proposed allottee shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company

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and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

- d) The tenure of Warrants shall not exceed within 18 months from the date of allotment, In the event the right attached to the Warrants is not exercised on or before 18 months from the date of allotment, the unexercised Warrants shall lapse, and the warrant subscription price paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited
- e) In terms of Regulation 166 of SEBI ICDR Regulations, the price of Warrants determined above and the number of equity shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- f) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations.
- g) The equity shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company, including entitlement to voting powers and dividend subject to the requirements of all applicable laws.
- h) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an equity shareholder of the Company.
- i) The equity shares arising from the conversion of the convertible equity warrants shall be listed on the BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing of the Equity Shares proposed to be allotted to the Investor upon exercise of the option of conversion of the convertible equity warrants, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Investor's demat account;

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to being in compliance with the provisions of the Companies Act and with the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make an offer to each of the Proposed Allottees through a private placement offer letter in Form PAS - 4 together with an application

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form to be issued to the Proposed Allottees inviting them to subscribe to the Warrants, as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment of the said Warrants would be made only upon receipt of the in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws;

**RESOLVED FURTHER THAT** the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries, monitoring agency, independent registered valuer and advisors for the Preferential Issue), including making applications to BSE Limited for obtaining in-principle approval, filing of requisite documents with the ROC, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") and/ or such other authorities as may be necessary for this purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and also the equity shares allotted pursuant to the exercise of Warrants with the Depositories and for the credit of such Warrants and also the equity shares allotted pursuant to the exercise of the Warrants to the respective dematerialized securities account of the Proposed Allottees and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without necessity of any further approval(s) of the Members of the Company and the decision of the Board shall be final and conclusive;

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**For OSIAJEE TEXTFAB LIMITED**

REEMA SAROYA Digitally signed by  
REEMA SAROYA  
Date: 2025.02.10  
17:50:23 +05'30'

**Reema Saroya  
Managing Director  
DIN- 08292397**

**Date:08-02-2025**

**Place: Punjab**

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**NOTES:**

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 and 110 of the Companies Act, 2013 read with rules setting out all material facts relating to the resolutions mentioned in this postal Ballot Notice is attached. Further additional information as required under the Listing Regulation is annexed to this notice.
2. The Postal Ballot Notice is being send to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday February 07 2025, In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The Notice is available on the Company's website i.e. [www.osiajeehdl.com](http://www.osiajeehdl.com) and the websites of the Stock Exchange viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the CDSL.
4. The members can opt for only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, the voting validity done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
5. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
7. The Board of Directors of the Company has appointed M/s Nitin Bhardwaj & Associates. Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process, in accordance with the law and in a fair and transparent manner and the Postal Ballot Form can be downloaded from the Company's website [www.osiajeehdl.com](http://www.osiajeehdl.com) and on the website of BSE Limited <https://www.bseindia.com>.
8. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during 10 AM to 6 PM on all working days (Monday to Saturday) from the date of dispatch of this Notice till the last date for receipt of votes by Postal Ballot/e-voting i.e. Wednesday, March 12, 2025.

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9. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board after the completion of scrutiny of the Postal Ballots and E-voting. Results of voting by Postal Ballot (including voting through electronic means) along with the Scrutinizer's Report shall be announced on or before Friday, March 14, 2025 at the website of the Company [www.osiajeehdl.com](http://www.osiajeehdl.com) and shall be communicated to the Stock Exchange BSE <https://www.bseindia.com> also to be communicated to the RTA.
10. The Resolutions, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting
11. Voting through electronic means:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting facility will be available during the following period:

<b>Commencement of the remote e-voting</b>	From 09:00 A.M (IST) on Tuesday, February 11, 2025
<b>End of Remote e-voting</b>	Upto 05:00 P.M (IST) on Wednesday, March 12, 2025.

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Wednesday, March 12, 2025. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

**12. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins Tuesday, February 11, 2025 from 09.00 AM (IST) and shall end on Wednesday, March 12, 2025. at 05.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL and NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

**Osiajee Texfab Limited**

**CIN: L17299PB1995PLC055743**

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**Contact No. +91-90565-53253 | E-Mail: [csosiajee.texfab@gmail.com](mailto:csosiajee.texfab@gmail.com) | Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)**



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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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.

Pursuant to abovesaid 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	<ol style="list-style-type: none"><li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be</li></ol>

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	<p>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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<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-</p>

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<b>Depository Participants</b>	Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository</li></ul>

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	Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < OSIAJEE TEXTFAB LIMITED > on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800225533.

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## **EXPLANATORY STATEMENT**

*(Pursuant to Section 102 of the Companies Act, 2013)*

*As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 and 2*

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statements sets out the material facts relating to Item no.1 to 3 of this Notice:

### **ITEM NO. 01**

Clause 4 of the existing Articles of Association of the Company authorizes the Company to issue only following kinds of shares:

- f) *Equity share capital:*
  - iii. *with voting rights; and / or*
  - iv. *with differential rights as to dividend, voting or otherwise in accordance with the Rules;*
- g) *Preference share capital*

However, in the meeting held on 08<sup>th</sup> February 2025, the Board of Directors proposed that the Company be allowed to issue additional securities to enhance its funding sources. Consequently, the Board recommends an amendment to the existing Clause 4 of Articles of Association to facilitate the issuance of such securities.

In this regard, it is proposed to the members of the Company to approve the alteration Articles of Association of the Company to include the issuance of debentures, convertible warrants, and other securities or financial instruments.

The Board recommends the Resolution set out in Item No. 1 for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

### **Item No. 2**

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) consisting of 1,00,00,000 (One Crore) equity shares having face value of Rs. 10 each and Paid-up Share Capital of the Company is Rs. 5,40,00,000/- (Rupees Five Crore Forty Lakh) comprising of 54,00,000 (Fifty-Four) Equity Shares of Rs. 10/- each

Board at its Meeting held on 22 August 2023 has accorded its consent for increasing the Authorised Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crore) consisting of 1,00,00,000 (One Crore) equity shares having face value of Rs. 10 each to Rs 10,50,00,000/- (Rupees Ten Crore Fifty Lakh) consisting of 1,05,00,000 (One Crore and Five Lakh) equity shares by creation of additional 5,00,000 (Five Lakh) equity

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shares each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

### **Item No. 3**

The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements. Hence, to ensure the smooth flow of the business and no further increase in borrowed funds of the Company, the Board of Directors of the Company in their meeting held on Saturday, February 08 2025 has approved the issuance of Warrants which will be converted into equity shares on Preferential Basis to the Proposed Allottees subject to the approval of the Shareholders.

The Company is eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

#### **a) Objects of the Preferential Issue**

Our core business revolves around the farming, cultivation, and supply of **Eucalyptus products**, which are in demand for a variety of applications across multiple sectors, including paper manufacturing, medicinal products, essential oils, and more.

Our business model is focused on sustainable and efficient farming practices that ensure a consistent supply of high-quality Eucalyptus. With the growing demand for Eucalyptus in various industries, we see immense potential for expansion and are currently exploring funding opportunities to take our business to the next level.

We are looking to raise upto Rs. 26,90,00,000/- (Indian Rupees Twenty Six Crore Ninety Lakh Only) to scale up our operations, expand our farming capacity, enhance our supply chain, and improve the production of Eucalyptus-based products. The funds will be utilized to:

- Increase the acreage of Eucalyptus farming

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- Invest in advanced farming techniques and technologies for better yield
- Strengthen logistics and distribution networks
- Explore new product lines derived from Eucalyptus
- Expand our market presence both locally and internationally

As the demand for Eucalyptus continues to grow due to its versatility and eco-friendly applications, we believe this is an exciting time to invest in a business that is not only profitable but also contributes to sustainable agriculture.

We invite you to learn more about our company and explore the investment opportunity in greater detail by visiting our website: [www.osiajeehdl.com](http://www.osiajeehdl.com).

We would be happy to arrange a meeting or call to discuss the specifics of this opportunity and answer any questions you may have. We believe that with the right investment, Osiajee Texfab Limited is poised for significant growth and success in the Agro Sector.

**b) Particulars of the offer including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price**

The Board at their meeting held on Saturday, February 08 2025 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot upto 50,00,000 (Fifty Lakh) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having a face value Rs. 10 (Rupees Ten only) ("Warrants"), at a price of Rs. Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only) each (including the warrant subscription price and the warrant exercise price) payable in cash ("Warrant Issue Price") Rs. 26,90,00,000 (Rupees Twenty Six Crore Ninety Lakh Only) ("**Total Issue Size**") to persons / entities enlisted below ("Warrant Holder"/ "Proposed Allottees") who are neither promoters nor are they part of the promoter group and will be categorized as public shareholders of the Company on a preferential basis ("Preferential Issue"). Upon receipt of Rs. Rs. 13.45 (Rupees Thirteen and Forty-Five Paise only) for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the proposed allottees to apply for and get allotted 1 (One) equity share of the Company against every Warrant held, on or before 18 months from the date of allotment after receipt of a written notice from the Company, from the date of allotment of Warrants, on payment of Rs. 40.35 (Rupees Forty and Thirty-Five Paise only) which is equivalent to remaining 75% (Seventy-five per cent) of the Warrant Issue Price ("Warrant Exercise Price").

S.No.	Name of Investors	No. of Warrants Proposed to be issued	Catagory
1.	Madandal	4,50,000	Public
2.	Gurtej	4,50,000	Public
3.	Dulari Devi-	8,00,000	Public

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4.	Vajrin Trade and Commerce Private Limited	10,00,000	Public
5.	Landscape Commodeal Private Limited	10,00,000	Public
6.	Vibha Jain	1,00,000	Public and Director
7.	Megha Jain	20,000	Public and Director
8.	Vikas Jain	20,000	Public
9.	Manuj Jain	1,00,000	Public
10.	Rekha Khatri	40,000	Public
11.	Kanta Jain	50,000	Public
12.	NK JAIN HUF	1,00,000	Public
13.	Achhar Kumar Jain HUF	1,00,000	Public
14.	Manider Kaur	1,30,000	Public
15.	Amarjit Kaur	20,000	Public
16.	Prabh Simran Singh	20,000	Public
17.	Puneet Bajaj	20,000	Public
18.	Pranav Kuthiala	15,000	Public
19.	Seema Kuthiala	15,000	Public
20.	Ripple Gupta	50,000	Public
21.	Rammesh Kumar Purohit	40,000	Public
22.	Parvinder Kaur	20,000	Public
23.	Lokesh Goel	1,00,000	Public and Director
24.	Rachna Goel	1,00,000	Public
25.	Bhanwar Lal	30,000	Public
26.	Surinder Juneja	45,000	Public
27.	Neena Vyas	45,000	Public
28.	Kiran Sharma	70,000	Public
29.	Corporate Makers Capital Limited	50,000	Public
	<b>Total</b>	<b>50,00,000</b>	

**c) Relevant Date**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining the floor price for the issue of Warrants is Saturday, February 08, 2025, being the date 30 days prior to the date on which this resolution shall be considered to be passed i.e Wednesday, March 12, 2025.

**d) Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any):**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to allottees, the price of Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only) of the Warrants to be issued and allotted to the Proposed Allottees has been determined taking into account the valuation report dated August 21, 2023, issued by Mr. Manish Manwani, independent

**Osiajee Texfab Limited**

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**Registered Office Address: Second Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Hoshiarpur, Balachaur, Punjab, India, 146001**

**Contact No. +91-90565-53253 | E-Mail: csosiajee.texfab@gmail.com | Website: www.osiajeehdl.com**



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registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector – 49, Gurugram, Haryana - 122018 in accordance with Regulation 164(1) of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link <https://www.osiajeehdl.com>

The equity shares of the Company are listed and traded on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with Regulation 161 of Chapter V of SEBI ICDR Regulations is Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only).

There are no conditions prescribed for such valuation. In view of the above, the Board of the Company has fixed the Warrant Issue Price (i.e., the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only) which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations

**e) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

**f) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None

**g) Name and address of valuer who performed valuation:**

Mr. Manish Manwani, independent registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector – 49, Gurugram, Haryana - 122018

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**h) Amount which the company intends to raise by way of such securities:**

The Company proposes to offer, issue and allot, by way of a Preferential Issue, upto 50,00,000 warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten Only) each at a price of Rs. Rs. 53.80 (Rupees Fifty-Three and Eighty Paise only)

**i) Material term of raising equity shares:**

No material terms other than stated above

**j) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

The promoters, promoter group are not making any contribution either as part of the Preferential Issue or separately in furtherance of objects except Director of the Company.

Following Directors and their relative are participating in this issue

<b>Name of Director and their relative</b>	<b>Designation</b>	<b>No. of Warrant to be allotted</b>
Ms. Vibha Jain	Director	1,00,000
Ms. Megha Jain	Director	20,000
Mr. Vikas Jain	Relative of Director	20,000
Husband of Ms. Megha Jain		
Mr. Manuj Jain	Relative of Director	1,00,000
Son of Ms. Vibha Jain		
Achhar Kumar Jain HUF	Relative of Director	1,00,000
Mr. Achhar Kumar Jain – Father in law of Ms. Vibha Jain		
Lokesh Goyal	Director	1,00,000
Rachna Goyal	Relative of Director	1,00,000
Wife of Mr. Lokesh Goyal		

**k) Principle terms of assets charged as securities:**

Not applicable

**l) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

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The Proposed Allottees are neither promoters nor are they part of the promoter group. Further, upon the issuance, allotment and conversion of the Warrants into equity shares, they will be categorized as public shareholders of the Company.

**m) Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**

No Promoters and Promoter Group of the Company will subscribe to the proposed Preferential Issue Except. Further, the Proposed Allottees does not form a part of the promoter and promoter group.

Following Directors and their relative are intent to subscribe to the offer:

Name of Director and their relative	Designation	No. of Warrant to be allotted
Ms. Vibha Jain-	Director	1,00,000
Ms. Megha Jain	Director	20,000
Mr. Vikas Jain – Husband of Ms. Megha Jain	Relative of Director	20,000
Mr. Manuj Jain Son of Ms. Vibha Jain	Relative of Director	1,00,000
Achhar Kumar Jain HUF Mr. Achhar Kumar Jain – Father in law of Ms. Vibha Jain	Relative of Director	1,00,000
Lokesh Goyal	Director	1,00,000
Rachna Goyal Wife of Mr. Lokesh Goyal	Relative of Director	1,00,000

**n) Shareholding pattern of the issuer before and after the Preferential Issue**

The table mentioned below shows the expected shareholding pattern of the Company pursuant to the exercise of the Warrants into equity shares by the Proposed Allottees:

Sr. No.	Category	Pre-Issue		Post – Issue	
		No. of Equity Shares held	% of equity holding	No. of Equity Shares held	% of equity holding
A.	<b>PROMOTER AND PROMOTER HOLDING GROUP</b>				
	Indian	150000	2.28	150000	1.44
	Individual				
	Bodies Corporate				
	<b>Sub – Total (A)</b>	<b>150000</b>	<b>2.28</b>	<b>150000</b>	<b>1.44</b>
	Foreign Promoters				

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<b>B</b>	<b>PUBLIC HOLDINGS</b>				
	Institutional Investors				
	Non-Institution				
	Director and their relatives	745812	13.81	1285812	12.36
	KMP	58406	1.08	58406	0.56
	Body Corporate	858472	15.90	2908472	27.97
	Indian Public	2930558	54.77	5240558	50.39
	Non-Resident Indians (NRI)	10464	0.19	10464	0.10
	Others including HUF	646288	11.97	746288	7.17
	Clearing Members				
	Firms				
	Sub - Total (B)	<b>5250000</b>	<b>97.72</b>	<b>10250000</b>	<b>98.56</b>
	GRAND TOTAL (A) + (B)	<b>54,00,000</b>	<b>100</b>	<b>10400000</b>	<b>100</b>

\* Assuming all the Warrants allotted pursuant to the Preferential Issue are converted into equity shares of the Company

**a. Time frame within which the preferential issue shall be completed**

As required under the SEBI ICDR Regulations, the Warrants pursuant to Preferential Issue shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of Warrants are pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

**b. Listing**

The Company will make an application to the Stock Exchanges at which the existing equity shares are presently listed and traded, for listing of the equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

**c. Practicing Company Secretary's Certificate:**

A certificate from Nitin Bharwaj & Associates Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of SEBI ICDR Regulations is Annexed as Annexure-1 and the same may also be accessed on the Company's website at the link: <https://www.osiajeehdl.com>

**d. Lock- in Period**

As per SEBI (ICDR) Regulation 2018

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- e. **The change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of convertible equity warrants.

- f. **The Percentage of post preferential issue capital that may be held by the allottee (s) and change in control, if any, in the issuer consequent to the preferential issue.**

- g. **Identify the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee**

<b>Name of Investor</b>	<b>Number of Shares</b>	<b>%age of Issue</b>	<b>ultimate beneficial owners</b>
Madandal	4,50,000	4.33	NA
Gurtej	4,50,000	4.33	NA
Dulari Devi-	8,00,000	7.69	NA
Vajrin Trade and Commerce Private Limited	10,00,000	9.62	Bimal Kumar Agarwal And Narayan Aggarwal
Landscape Commodeal Private Limited	10,00,000	9.62	Rana Pratap Singh and Lipi Laha Singh
Vibha Jain-Director	1,00,000	0.96	NA
Megha Jain-Director	20,000	0.19	NA
Vikas Jain- Husband of Megha Jain	20,000	0.19	NA
Manuj Jain- Son of Vibha Jain	1,00,000	0.96	NA
Rekha Khatri	40,000	0.38	NA
Kanta Jain	50,000	0.48	NA
NK JAIN HUF	1,00,000	0.96	NA
Achhar Kumar Jain HUF- Father in law of Vibha Jain	1,00,000	0.96	NA
Manider Kaur	1,30,000	1.25	NA
Amarjit Kaur	20,000	0.19	NA
Prabh Simran Singh	20,000	0.19	NA
Puneet Bajaj	20,000	0.19	NA
Pranav Kuthiala	15,000	0.14	NA
Seema Kuthiala	15,000	0.14	NA

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Ripple Gupta	50,000	0.48	NA
Rammesh Kumar Purohit	40,000	0.38	NA
Parvinder Kaur	20,000	0.19	NA
Lokesh Goel-Director	1,00,000	0.96	NA
Rachna Goel- Wife of Lokesh Goel	1,00,000	0.96	NA
Bhanwar Lal	30,000	0.29	NA
Surinder Juneja	45,000	0.43	NA
Neena Vyas	45,000	0.43	NA
Kiran Sharma-	70,000	0.67	NA
Corporate Makers Capital Limited	50,000	0.48	Manish Thakur and Rohit Pareek
<b>Total</b>	<b>50,00,000</b>	<b>48.08</b>	

#### **h. Undertaking**

The Company hereby undertakes that:

- i. It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii. It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is so required to do;
- iii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- iv. Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- v. Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vi. All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- vii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- viii. The Company has obtained the permanent account numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange(s) where its equity shares are listed;
- ix. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the Notice seeking shareholders' approval by way of special resolution;
- x. The Company is in compliance with the conditions for continuous listing;

The directors, promoters, promoter group and key managerial personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions, except to the extent of their shareholding interest, if any, in the Company.

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The Board believes that the proposed issue of Warrants convertible into Equity Shares to the proposed allottees on a preferential basis is in the best interest of the Company and its Shareholders and therefore recommends the Item No. 3 to be approved by special resolution by the Members.

**For OSIAJEE TEXTFAB LIMITED**

REEMA SAROYA  
Digitally signed by  
REEMA SAROYA  
Date: 2025.02.10  
17:50:55 +05'30'

**Reema Saroya**  
**Managing Director**  
**DIN- 08292397**

**Date:08-02-2025**  
**Place: Punjab**

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