



September 07, 2023

To  
The Department of Corporate Relations,  
BSE Limited,  
25<sup>th</sup> Floor, P.J. Tower,  
Dalal Street,  
Mumbai-400001

Scrip ID: **OSIAJEE**

Scrip Code: **540198**

**SUBJECT: NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir/ Madam,

We wish to inform you that the 28<sup>th</sup> Annual General Meeting (AGM) of Osiajee Texfab Limited ('the Company') is scheduled to be held on Saturday, September 30, 2023 at 2.00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the circulars/ notifications issued by Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) to transact the businesses, as set forth in the Notice convening the Meeting.

Further, pursuant to requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Notice convening the 28<sup>th</sup> AGM of the Company in compliance with Section 96 of the Companies Act, 2013 read with MCA Circulars.

The Notice is also available on the Company's website at [www.osiajeehdl.com](http://www.osiajeehdl.com)

Kindly take the same on record.

Thanking you,

Yours faithfully  
**For Osiajee Texfab Limited**

**Reema Saroya**  
**Managing Director**  
**DIN: 08292397**

*Enclosed: As above*

**Osiajee Texfab Limited**

**CIN: L17299PB1995PLC055743**

*Registered Office Address: 1043- 1043, Bahadurpur Gate Road, Near Maurya Palace, Hoshiarpur- 146001, Punjab, India  
Contact No. +91-90565-53253 / E-Mail: [csosiajee.texfab@gmail.com](mailto:csosiajee.texfab@gmail.com) / Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)*



# OSIAJEE TEXTFAB LIMITED

CIN: L17299PB1995PLC055743

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

E-Mail: [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com) | Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)

## NOTICE OF 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** ('the Company') will be held on Saturday, 30<sup>th</sup> 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 31<sup>st</sup> 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 28<sup>th</sup> Annual General Meeting till conclusion of 32<sup>nd</sup> 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 28<sup>th</sup> 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 28<sup>th</sup> AGM through VC/OAVM, for voting through remote e-Voting and for e-Voting during the 28<sup>th</sup> 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](http://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 at least 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](http://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](http://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](http://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](mailto: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 <b>CDSL Depository</b>	<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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; 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 &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) <b>Alternatively</b>, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 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 <b>NSDL Depository</b></p>	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.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 re-directed 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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-Voting period or joining virtual meeting &amp; 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.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 toll free no. 1800 22 55 33.
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 **Physical shareholders and shareholders other than individual holding in Demat form.**

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 Physical shareholders and other than individual shareholders holding shares in Demat.</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 Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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 (230901073) for Osiajee Texfab 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meetings & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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** at [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com) or RTA at [kyc@satellitecorporate.com](mailto:kyc@satellitecorporate.com) .

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 toll free no. 1800 22 55 33.*

*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 toll free no. 1800 22 55 33.*

## 8. Declaration of Results

I. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

II. Based on the scrutinizer's report, the Company will submit within 2 days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

III. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.osiajeehdl.com](http://www.osiajeehdl.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchange.

IV. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2023.

## 9. Other Instructions:

I. The persons who have acquired shares and become members after the dispatch of the notice may send a request to the Company Secretary via e-mail at [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com) for a copy of the Annual Report. The Annual Report is also available on the website of the Company i.e. [www.osiajeehdl.com](http://www.osiajeehdl.com) and on the website of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com).

II. The Company has designated an exclusive e-mail ID i.e. [csosiajee.textfab@gmail.com](mailto:csosiajee.textfab@gmail.com) to enable the investors to register their complaints / send correspondence, if any.

III. A person who is not a Member as on the cut-off date i.e. Friday, September 22, 2023 should treat this Notice for information purposes only.

IV. As per the provisions of Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address with Company's Registrar & Transfer Agents, M/s. Satellite Corporate Services Private Ltd and Depository Participant in case of Demat Shares, to enable the Company to send the notices, documents including Annual Reports by e-mail.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF OSIAJEE TEXTFAB LIMITED TO BE HELD ON, SATURDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 2:00 P.M. (IST) THROUGH VIDEO CONFRENCING/ OTHER AUDIO VISUAL MEANS.**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned under item nos. 5 to 8 of the accompanying Notice:

**Item No. 5:**

The Members of the Company in their meeting held on September 29, 2018 approved the appointment of M/s. S C Mehra & Associates LLP, Chartered Accountants as the Statutory Auditor of the Company to hold office for a term of five consecutive years commencing from Company's financial year 2018-19 to hold office from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in the year 2023. Thus, the 1<sup>st</sup> term of M/s S C Mehra & Associates LLP will complete on the conclusion of ensuing Annual General Meeting of the Company.

Pursuant to the recommendation of the Audit Committee, the Board of Directors in their meeting held on May 19, 2023 approved the reappointment of M/s S C Mehra & Associates LLP, Chartered Accountants as the Statutory Auditor of the Company for Second term of five consecutive years to hold office from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the year 2028, subject to the approval of the Shareholders in the ensuing Annual General Meeting.

Before recommending the reappointment of M/s S C Mehra & Associates LLP, Chartered Accountants as Statutory Auditor of the Company, the Audit Committee considered various parameters like capacity to serve the Company, audit experience in Company's operating segment, market standing of the firm, clientele served, technical knowledge etc., and found M/s S C Mehra & Associates LLP, Chartered Accountants to be suitable to handle the scale and complexity associated with the audit of the financial statements of the Company.

M/s S C Mehra & Associates LLP is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 106156W. The Firm was established in the year 2018 and is led by 14 Partners. The Firm has its Head office in Mumbai and has branches at Ahmedabad, Bengaluru, Chennai, New Delhi, Jaipur, Jodhpur, Thane, Varanasi. The firm's audit services are reviewed by Peer Reviewers appointed by The Institute of Chartered Accountants of India. The firm has also been accredited with ISO 9001 certifications for its Quality Management Systems. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), M/s. S C Mehra & Associates LLP, Chartered Accountants, have provided their consent and eligibility certificate to that effect, their appointment, if made, would be in compliance with the applicable laws.

The remuneration to be paid to Statutory Auditors during the term shall be as mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

#### **Item No. 6:**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Akashdeep for the office of the Independent Director of the Company.

The Board of Directors of the Company appointed Mr. Akashdeep (DIN: 10298196) as an Additional Director (Non-Executive Independent Director) w.e.f September 01, 2023, in accordance with the provisions of Section 161 of Companies Act, 2013 to hold office only upto the date of forthcoming Annual General Meeting. He further submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment.

His brief profile is as follow:

Mr. Akashdeep has a Bachelor's degree in Arts from the Government College of Hoshiarpur under the Punjab University and possesses great analytical and management skills required for the business. He also has wide knowledge and experience in the field of management.

Considering Mr. Akashdeep's ability and taking into account the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Akashdeep at its meeting held on September 01, 2023 as Additional Director (Non-Executive Independent) of the company, not liable to retire by rotation w.e.f. September 01, 2023 for period of 5 years subject to approval of members.

The Company has received from Mr. Akashdeep (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Akashdeep fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Mr. Akashdeep does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Akashdeep fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an independent director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice, in relation to the appointment of Mr. Akashdeep as an Independent director, considering



recommendation of the Nomination and Remuneration Committee for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives, except Mr. Akashdeep and his relatives is deemed to be interested or concerned, financially or otherwise in this resolution.

Brief resume of Mr. Akashdeep, nature of his expertise in specific functional area and names of the Companies in which he holds directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

#### **Item No. 7:**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Ankur Verma for the office of the Independent Director of the Company.

The Board of Directors of the Company appointed Mr. Ankur Verma (DIN: 10298199) as an Additional Director (Non-Executive Independent Director) w.e.f September 01, 2023, in accordance with the provisions of Section 161 of Companies Act, 2013 to hold office only upto the date of forthcoming Annual General Meeting. He further submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment.

His brief profile is as follow:

Mr. Ankur Verma possess experience in financial matters and have great analytical skills required for the business.

Considering Mr. Ankur Verma's ability and taking into account the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ankur Verma in its meeting held on September 01, 2023 as Additional Director (Non-Executive Independent) of the company, not liable to retire by rotation w.e.f. September 01, 2023 for period of 5 years subject to approval of members.

The Company has received from Mr. Ankur Verma (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Ankur Verma fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Mr. Ankur Verma does not hold by himself or for any other person on a beneficial basis, any shares in the Company.



The board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Ankur Verma fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an independent director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the Notice, in relation to the appointment of Mr. Ankur Verma as an Independent director, considering recommendation of the Nomination and Remuneration Committee for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives, except Mr. Ankur Verma and his relatives is deemed to be interested or concerned, financially or otherwise in this resolution.

Brief resume of Mr. Ankur Verma, nature of his expertise in specific functional area and names of the Companies in which he holds directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors interse as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

#### **Item No. 8:**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Akash Rai for the office of the Independent Director of the Company.

The Board of Directors of the Company appointed Mr. Akash Rai (DIN: 10299049) as an Additional Director (Non-Executive Independent Director) w.e.f September 01, 2023, in accordance with the provisions of Section 161 of Companies Act, 2013 to hold office only upto the date of forthcoming Annual General Meeting. He further submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment.

His brief profile is as follow:

Mr. Akash Rai possess experience in legal and financial matters. He also has wide knowledge and experience in the field of management.

Considering Mr. Akash Rai's ability and taking into account the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Akash Rai at its meeting held on September 01, 2023 as additional director (Non-Executive Independent) of the company, not liable to retire by rotation w.e.f. September 01, 2023 for period of 5 years subject to approval of members.

The Company has received from Mr. Akash Rai (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Akash Rai fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Mr. Akash Rai does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Akash Rai fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an independent director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the Notice, in relation to the appointment of Mr. Akash Rai as an Independent director, considering recommendation of the Nomination and Remuneration Committee for the approval by the Shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives, except Mr. Akash Rai and his relatives is deemed to be interested or concerned, financially or otherwise in this resolution.

Brief resume of Mr. Akash Rai, nature of his expertise in specific functional area and names of the Companies in which he holds directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors interse as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice

## Profile of the Director seeking appointment / re-appointment at the Annual General Meeting

[Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing of Listing Obligations and Disclosures Requirements) Regulations, 2015 along with Paragraph 1.2.5 of Secretarial Standard on General Meetings]

Name of Director	Ms. Vibha Jain	Mr. Akashdeep	Mr. Ankur Verma	Mr. Akash Rai
Category	Non- Executive Director	Independent Director	Independent Director	Independent Director
Age	48 years	24 years	24 years	23 years
DIN	09191000	10298196	10298199	10299049
Qualification	Bachelor in Arts	Bachelor in Arts	Secondary Education	Secondary Education
Expertise	Ms. Vibha Jain possesses great wide knowledge and experience in the field of Management.	Mr. Akashdeep possesses great analytical and management skills required for the business. He also has wide knowledge and experience in the field of management.	Mr. Ankur Verma possess experience in financial matters and have great analytical skills required for the business	Mr. Akash Rai possess great experience in legal and financial matters. He also has wide knowledge and experience in the field of management
Directorships in other Listed Companies as on March 31, 2023	NIL	NIL	NIL	NIL
Chairmanship/ Membership of Committees of Other Listed Companies as on 31st March, 2023	NIL	NIL	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Shareholding	1070	NIL	NIL	NIL
Disclosure of relationship between Directors inter-se	Ms. Vibha Jain is wife of Mr. Vikas Jain, Chief Executive Officer of the Company.	NONE	NONE	NONE

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

Date: 01.09.2023  
Place: Hoshiarpur