

**OSIAJEE TEXTFAB LIMITED**

CIN: L17299GJ1995PLC024606

Registered Office: 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad Surat-394130 Gujarat.

Tel No.: 8769941945, E-mail id: [osiajee.textfab@gmail.com](mailto:osiajee.textfab@gmail.com), Website: [www.osiajeehdl.com](http://www.osiajeehdl.com)

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**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of **M/s. OSIAJEE TEXTFAB LIMITED** will be held on Saturday, **September 29, 2018** at 3:30 p.m. at the registered office of the Company situated at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130, India to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Vidya Gawand (DIN: 07155987), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. S C Mehra & Associates, Chartered Accountants (Firm Reg. No. 106156W), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as Statutory Auditors of the Company and to fix their remuneration; and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable regulations M/s. S C Mehra & Associates, Chartered Accountant (Firm Reg. No. 106156W), Mumbai, who have been appointed as Statutory Auditor of the Company in Extra Ordinary General Meeting held on 12<sup>th</sup> May, 2018 upto the Ensuing Annual General Meeting, be and are hereby appointed as the Statutory Auditors’ of the Company to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in the year 2023 and that the Board of Directors’ of the Company be and is hereby authorised to fix their remuneration for the said period and re-imburement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

**SPECIAL BUSINESS**

4. Regularisation of Additional Director, Mr. Lalit Kumar Sarwar, by appointing him as Director of the Company and in this regard to pass the following Resolution as an Ordinary Resolution with or without modification (s):

**“RESOLVED THAT** pursuant to the provision of 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Lalit Kumar Sarwar (DIN: 08051691) who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> February, 2018 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in

writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient and incidental for the purpose of giving effect to the said resolution.”

**Registered Office:**

362, Anjani Industrial Estate,  
Vibhaag-3, Gothan, Olpad Surat,  
Gujarat- 394130.

By Order of the Board of Directors  
**Osiajee Texfab Limited**

**Place: Surat**

**Date: 10<sup>th</sup> August, 2018**

Vidya Gawand  
**Director**  
**DIN: 07155987**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has notified closure of Register of Members and Share Transfer Books from September 24, 2018 to September 29, 2018 (both days inclusive) for the purpose of annual book closure.
6. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
7. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.

8. Members are requested to:
- i) Bring their copy of Annual Report to the Meeting.
  - ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
  - iii) Quote their Registered Folio Nos. on all correspondence with the Company
  - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
  - vi) Intimate the Registrar and Share Transfer Agents, M/s. Purva Share Registry (India) Pvt. Ltd for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
  - vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Purva Share Registry (India) Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400011.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. prior to the date of the Meeting.
11. The Annual Report 2017-18 and Notice of the 23<sup>rd</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
12. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.osiajeehdl.com](http://www.osiajeehdl.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [osiajee.texfab@gmail.com](mailto:osiajee.texfab@gmail.com)
13. **Voting through electronics means:**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered

at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. Ms. Pooja Jain, Company Secretaries, Mumbai (ACS No. 36270, CP. No. 14359) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The remote e-voting period commences on 26<sup>th</sup> September, 2018 (9:00 a.m.) and ends on 28<sup>th</sup> September, 2018 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2018 may cast their vote by remote e-voting. The remote 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.
- VI. The process and manner for remote e-voting are as under:

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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 voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form 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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Details	recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<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 as mentioned in instruction (iv).</li> </ul>

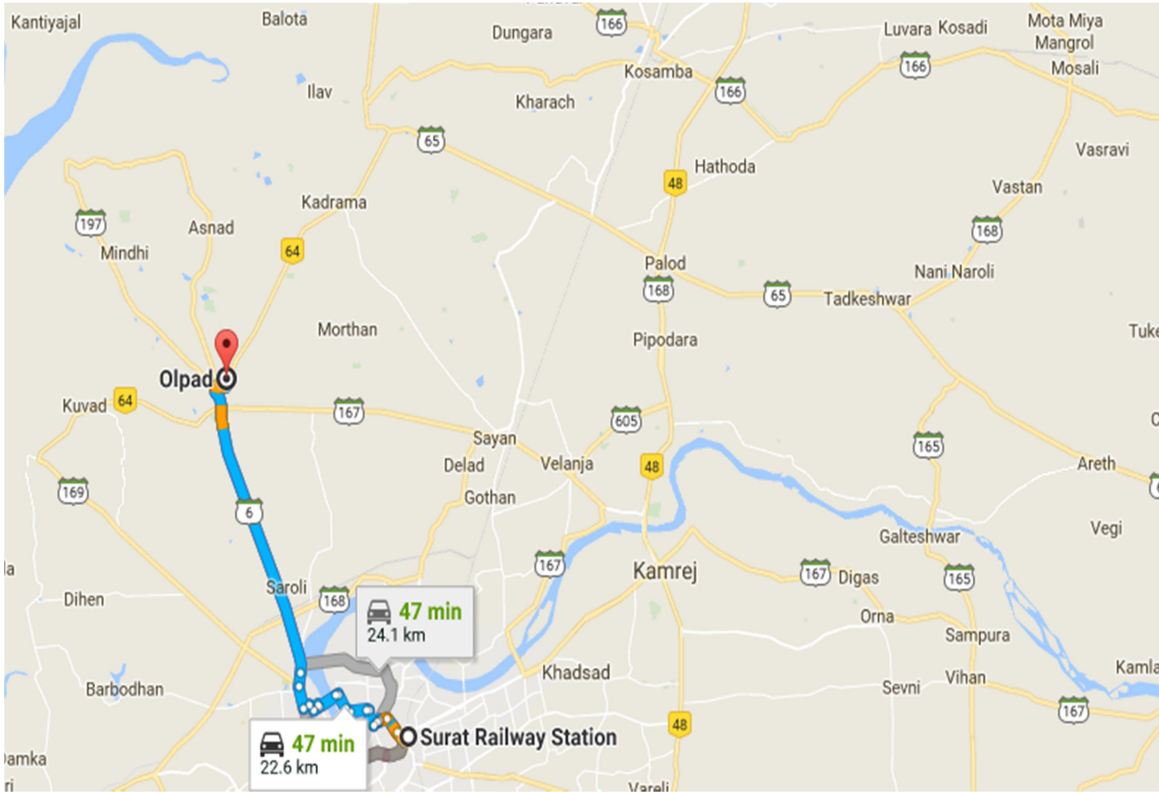
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed 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.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.

*In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).*

14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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 three 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, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.osiajeehdl.com](http://www.osiajeehdl.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Ahmedabad Stock Exchange (ASE) and BSE Limited, Mumbai.

**ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING**



**Venue: 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130**

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

M/s. Subhash Parekh & Co., Chartered Accountants (Firm Registration No. 154239W), Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). The Board of Directors of the Company at their meeting held on 14th February, 2018 at 4.30 p.m. at the registered office of the Company have appointed M/s. S C Mehra & Associates, Chartered Accountants (Firm Registration No. 106156W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Subhash Parekh & Co., Chartered Accountants, Mumbai. The said appointment was ratified by members in the Extra-Ordinary General Meeting held on 12th May, 2018. The statutory auditors were appointed upto the conclusion of this Annual General Meeting. So they shall be reappointed to hold office for the term of 5 years from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting to be held in the year 2023.

M/s. S C Mehra & Associates ,Chartered Accountants (Firm Registration No. 106156W), Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors/Key Managerial Personnel of the Company or their relatives, in any way are concerned or interested in the said resolution as set out at Item No. 3.

### **ITEM NO. 4**

Mr. Lalit Kumar Sarwar was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> February, 2018, in accordance with the provision of Section 161 of the Companies Act, 2013, read with the Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only upto the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Lalit Kumar Sarwar as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution for approval by the members of the Company.

Mr. Lalit Kumar Sarwar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Lalit Kumar Sarwar, in anyway, concerned or interested in the above resolution.



**Annexure to Notice**

**Details of the Directors seeking appointment/re-appointment at the Annual General Meeting  
(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on General Meetings)**

Name of Director	Mrs. Vidya Gawand
DIN	07155987
Date of Birth	15.04.1964
Date of Appointment	28.03.2015
Brief Profile	Mrs. Vidya Gawand has a vast experience in the field of imparting education. She possesses good management skills.
Qualifications	Graduate
Directorship in other Public limited Companies	None
No. of Shares held in the Company Own Beneficial Basis	1,20,000 -
Relationship with other Directors, Manager and other Key Managerial Personnel	Wife of Late Mr. Umesh Gawand, He was Managing Director of the Company and he passed away on 19.09.2017
Chairman/Member of the Committee of the Board of Directors of the Company	2 (Member)
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	None

*\*The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

Name of Director	Mr. Lalitkumar Sarwar
DIN	08051691
Date of Birth	23.06.1995
Date of Appointment	14.02.2018
Brief Profile	Mr. Lalitkumar Sarwar has wide experience in the field of Textile Industries. He also possesses required technical skills related to the field.
Qualifications	Graduate
Directorship in other Public limited Companies	None
No. of Shares held in the Company Own Beneficial Basis	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	None

*\*The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

**OSIAJEE TEXTFAB LIMITED**

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**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

**NAME OF THE SHAREHOLDER / PROXYHOLDER:** \_\_\_\_\_

I hereby record my presence at the **23<sup>rd</sup> Annual General Meeting** of the Company held on **Saturday, September 29, 2018** at **3.30 p.m.** at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130,

\_\_\_\_\_  
Signature of Shareholder/Proxyholder

**Note: Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.**

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**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Folio No. /Client ID/DP ID : \_\_\_\_\_

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

1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23<sup>rd</sup> Annual General Meeting** of the Company to be held on **Saturday, September 29, 2018** at **3.30 p.m.** at 362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat-394130 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 2018 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mrs. Vidya Gawand (DIN: 07155987), who retires by rotation. 3. Appointment of M/s S C Mehra & Associates, Chartered Accountant as Statutory Auditor of the Company	4. Regularisation of Additional Director, Mr. Lalit Kumar Sarwar by appointing as Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of the proxy (holders)

**Notes:**

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.