

OSIAJEE TEXTFAB LIMITED

CIN: L17299GJ1995PLC024606

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

Corporate Office Address: 1043-1043, Bahadurpur Gate Road,
Near Mauyra Palace, Hoshiarpur- 146 001

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

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

September 07, 2021

Script ID: **OSIAJEE**

Script Code: **540198**

SUBJECT: NOTICE OF 26TH ANNUAL GENERAL MEETING, ANNUAL REPORT AND E-VOTING FOR THE FINANCIAL YEAR 2020-2021

Dear Sir/ Madam,

We wish to inform you that the 26th Annual General Meeting (AGM) of Osiajee Textfab Limited ('the Company') is scheduled to be held on Thursday, September 30, 2021 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.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Annual Report for the Financial Year 2020-21 and the Notice convening the 26th AGM being sent to all the members in electronic mode whose email address is registered with the Company / Company's Registrar and Transfer Agent, Depositories/Depository Participants.

The aforementioned Annual Report is also available on the website of the Company at www.osiajeehdl.com.

The Company has engaged the services of Central Depository Services (India) limited (CDSL) to provide e-voting facility to its shareholders. The details such as manner of (i) registering / updating email addresses, (ii) casting vote through e-voting and (iii) attending the AGM through VC/ OAVM has been set out in the Notice of the AGM.

The Cut-off Date for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice or to attend the AGM and Remote e-voting Schedule is given below:

Sr. No.	Event	Day & Date	Time
1.	Cut-off Date	Friday, September 24, 2021	-
2.	e-voting Commencement	Monday, September 27, 2021	9.00 a.m. (IST)
3.	e-voting ends	Wednesday, September 29, 2021	5.00 p.m. (IST)

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Further, pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 25, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully

For Osiajee Textfab Limited

Reema Saroya
Managing Director
DIN: 08292397

Enclosed: As above

OSIAJEE TEXTFAB LIMITED

26TH ANNUAL REPORT 2020-2021

Board of Directors as on September 06, 2021

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

Key Managerial Personnel

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

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

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26th ANNUAL GENERAL MEETING

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

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NOTICE OF 26th ANNUAL GENERAL MEETING OF THE MEMBERS

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

ORDINARY BUSINESS:

1. To receive, consider and adopt:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Date: 06.09.2021
Place: Hoshiarpur**

NOTES:

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

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

1. VOTING THROUGH ELECTRONIC MEANS:

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

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

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

- (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 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service</p>

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
Dividend Bank Details OR 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"> • 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 (210901004) 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 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.
- 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 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; osiajee.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 osiajee.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 osiajee.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 Osiajee.textfab@gmail.com or RTA at scs_pl@yahoo.co.in.
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 or contact at 022- 23058738 and 022- 23058542/43.

11. 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 and on the website of 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, 2021.

12. 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 osiajee.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
- II. The Company has designated an exclusive e-mail ID i.e. osiajee.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 24, 2021 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, THURSDAY, 30TH DAY OF SEPTEMBER, 2021 AT 2:00 P.M. (IST) THROUGH VIDEO CONFRENCING.

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned under item nos. 3 to 13 of the accompanying Notice:

Item No. 3

Ms. Reema Saroya (DIN: 08292397) is post graduate in finance and having experience in finance and accounts besides this she possesses management skills.

The Board of Directors of the Company ('the Board') at the meeting held on 9th February 2021 on the recommendation of the Nomination & Compensation Committee ('the Committee'), appointed in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), Ms. Reema Saroya as Additional Director of the Company with effect from 9th February 2021 to hold office only upto the date of forthcoming Annual General Meeting.

Further, the Board of Director at its meeting held on 7th June 2021 on the recommendation of Nomination & Remuneration Committee ('the Committee'), designated her as Managing Director of the company, subject to the approval of Members by way of Ordinary Resolution for period of 5 years from June 07, 2021 till June 06, 2026 not liable to retire by rotation.

Ms. Reema Saroya satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible herself for appointment as Managing Director.

Accordingly, the approval of Members by way of Ordinary Resolution is being sought to appoint her as Managing Director of the Company for a period of 5 years with effect from June 07, 2021 till June 06, 2026 as per the terms and conditions as recommended by Nomination and Remuneration Committee.

The Board recommends the resolutions set out at Item No. 3 of the accompanying Notice for your approval as Ordinary resolution.

Except Ms. Reema Saroya, being an appointee and her relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

Item No. 4

Mr. Lokesh Goyal (DIN: 03289773) is science graduate and possesses management skills.

The Board of Directors of the Company ('the Board') at the meeting held on 7th June 2021 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Lokesh Goyal as Additional (Whole Time Director) of the Company with effect from the 7th June 2021, subject to the approval of Members by way of Ordinary Resolution for a period of 5 years with effect from June 07, 2021 till June 06, 2026 not liable to retire by rotation.

Mr. Lokesh Goyal satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible himself for appointment as Wholetime Director.

Accordingly, the approval of Members by way of Ordinary Resolution is being sought to appoint him as Wholetime Director of the Company for a period of 5 years with effect from June 07, 2021 till June 06, 2026 as per the terms and conditions as recommended by Nomination and Remuneration Committee.

The Board recommends the resolutions set out at Item No. 4 of the accompanying Notice for your approval as Ordinary resolution.

Except Mr. Lokesh Goyal, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Ms. Megha Jain (DIN: 09045476) as Non-Executive Non-Independent Director on the Board, w.e.f February 09, 2021 to hold the office upto the forthcoming Annual General Meeting, whose office shall be liable to retire by rotation.

The board considers that her association would be of immense benefit to the Company. In the opinion of the Board, Ms. Megha Jain fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an Non-Executive Non-Independent director of the Company.

The appointment of Ms. Megha Jain shall be effective upon approval by the members in the Meeting. Ms. Megha Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director

Accordingly, the approval of Members by way of Ordinary Resolution is being sought to appoint her as Non-Executive Non-Independent Director of the Company as per the terms and conditions as recommended by Nomination and Remuneration Committee.

The Board recommends the resolutions set out at Item No. 5 of the accompanying Notice for your approval as Ordinary Resolution.

Except Ms. Megha Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 5. The relatives of Ms. Megha Jain may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Item No. 6

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Ms. Vibha Jain (DIN: 09191000) as Non-Executive Non-Independent Director on the Board, w.e.f June 07, 2021 to hold the office upto the forthcoming Annual General Meeting, whose office shall be liable to retire by rotation.

The board considers that her association would be of immense benefit to the Company. In the opinion of the Board, Ms. Vibha Jain (DIN: 09191000) fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an Non-Executive Non-Independent director of the Company.

The appointment of Ms. Vibha Jain shall be effective upon approval by the members in the Meeting. Ms. Vibha Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Accordingly, the approval of Members by way of Ordinary Resolution is being sought to appoint her as Non-Executive Non-Independent Director of the Company as per the terms and conditions as recommended by Nomination and Remuneration Committee.

The Board recommends the resolutions set out at Item No. 6 of the accompanying Notice for your approval as Ordinary Resolution.

Except Ms. Vibha Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 6. The relatives of Ms. Vibha Jain may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Item No.7

The Board of Directors of the Company appointed Mr. Dinesh Kumar (DIN: 08323155) as an Additional Director (Non-Executive Independent Director) w.e.f June 30, 2021, 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 who is eligible for appointment.

His brief profile is as follow:

Mr. Dinesh Kumar is graduate and possess great analytical skills required for the business. He is having management skills and wide experience in administration.

The Board considering Mr. Dinesh Kumar's ability and taking into account the recommendation of Nomination and Remuneration Committee, appointed Mr. Dinesh Kumar at its Board meeting held on June 30, 2021 as additional director (Non-Executive Independent) of the company, not liable to retire by rotation w.ef. June 30, 2021 for period of 5 years subject to approval of members.

The board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Dinesh Kumar 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 resolution in relation to the appointment of Mr. Dinesh Kumar 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. Dinesh Kumar and his relatives is interested or concerned in the resolution.

Item No.8

The Board of Directors of the Company appointed Ms. Rupanjeet Kaur (DIN: 09276269) as an Additional Director (Non-Executive Independent Director) w.e.f August 14, 2021, accordance with the provisions of Section 161 of Companies Act, 2013 to hold office only upto the date of forthcoming Annual General Meeting. She further submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment.

Her brief profile is as follow:

Ms. Rupanjeet Kaur is graduate in arts and having management skills and possessed analytical skills. She is also very good in business administration.

The Board considering Ms. Rupanjeet Kaur's ability and taking into account the recommendation of Nomination and Remuneration Committee, appointed Ms. Rupanjeet Kaur at its Board meeting held on August 14, 2021 as additional director (Non-Executive Independent) of the company, not liable to retire by rotation w.ef. August 14, 2021 for period of 5 years subject to approval of members.

The board considers that her association would be of immense benefit to the Company. In the opinion of the Board, Ms. Rupanjeet Kaur 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 resolution in relation to the appointment of Ms. Rupanjeet Kaur 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 Ms. Rupanjeet Kaur and her relatives is interested or concerned in the resolution.

Item No.9

The Board of Directors of the Company appointed Mr. Gurprit Singh (DIN: 09278753) as an Additional Director (Non-Executive Independent Director) w.e.f August 14, 2021, 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 who is eligible for appointment.

His brief profile is as follow:

Mr. Gurprit Singh possessed experience in financial matters and having great analytical skills required for the business. He is also diploma holder in computer application.

The Board considering Mr. Gurprit Singh's ability and taking into account the recommendation of Nomination and Remuneration Committee, appointed Mr. Gurprit Singh at the Board meeting held on August 14, 2021 as additional director (Non-Executive Independent) of the company, not liable to retire by rotation w.ef. August 14, 2021 for period of 5 years subject to approval of members.

The board considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Gurprit Singh 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 resolution in relation to the appointment of Mr. Gurprit Singh 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. Gurprit Singh and his relatives is interested or concerned in the resolution.

Item No.10

At present, the Registered Office of the Company is situated in State of Gujrat at Shop-2018-2019, Royal Gr. Flr, SY-3/2885/B/2/B, Ambaji Market, Kamela Darwaja, Ring Road, Surat, Gujrat – 395002 and the company wants to shift its registered office to the State of Punjab.

Since, most of the directors of the company reside in Punjab and in order to run business with better control and administration and to meet its business objectives, it is proposed to shift the Registered Office of the Company from the State of Gujrat to the State of Punjab, which will results in increase efficiency and growth prospects for the company.

The change of Registered Office from one State to another State of the Company will also require consequential amendment in the Clause II of the Memorandum of Association of the Company.

Pursuant to Section 12 and 13 the Companies Act, 2013, alteration of the Registered Office Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect subject to confirmation by Regional Director.

None of the director, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution.

The Board accordingly recommends the resolution for your approval as Special Resolution.

Item No.11

In terms of Section 180 (1) (c) of the Companies Act, 2013, it is proposed to pass an enabling resolution authorizing the Board to borrow monies which together with the money already borrowed by the Company may exceeds aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) provided that the total amount so borrowed shall not at any time exceed Rs. 10 Crores (Rupees Ten Crores Only).

The Board accordingly recommends the resolution for your approval as Special Resolution.

None of the director, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution except to the extent of their shareholding, if any, in the Company.

Item No.12

According to Section 180(1) (a) of the Companies Act, 2013 the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole or substantially the whole, of the undertaking of the Company and hence, requires from the members of the Company by the way of Special resolution.

Accordingly, it is proposed to pass an enabling Special resolution authorizing the Board to create charge on the movable and immovable properties of the Company for a value not exceeding Rs.10 Crores (Rupees Ten Crores only).

The Board accordingly recommends the resolution for your approval as Special Resolution.

None of the director, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution except to the extent of their shareholding, if any, in the Company.

Item No.13

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of the company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty percent of the aggregate of the paid-up share capital and free reserves and securities premium account or, ii) Hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

To increase the financial flexibility , to enable optimal financing structure and also to utilize the surplus funds available with the Company from time to time, it is proposed that the Board of Directors of the Company be authorised to invest into securities of any bodies corporate and/or subscribe to units/schemes of Mutual Fund and/or make loan(s) and/or give any guarantee(s)/ provide any security (ies) in connection with loan(s) made up to a limit not exceeding Rs. 10 Crores (Rupees Ten Crores Only).The abovesaid investment/ loan/ guarantees/ securities exceeds the limit prescribed under the section 186 of the Companies Act, 2013, hence, approval of shareholders is required by way of Special Resolution.

The Board accordingly recommends the resolution for your approval as Special Resolution.

None of the director, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution except to the extent of their shareholding, if any, in the Company.

ANNEXURE- A

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]

Particulars	Reema Saroya	Lokesh Goyal	Megha Jain	Vibha Jain	Dinesh Kumar	Rupanjeet Kaur	Guprit Singh
DIN	08292397	03289773	09045476	09191000	08323155	09276269	09278753
Age	36	47	38	47	44	25	31
Date of first Appointment as Director	09.02.2021	07.06.2021	09.02.2021	07.06.2021	30.06.2021	14.08.2021	14.08.2021
Qualifications	MBA in finance	Graduation in science.	MBA in finance	Graduation in Bachelor of Arts.	Graduate	Graduate	Diploma in Computer Hardware.
Expertise in specific functional area	Analytical and management skills & also having wide knowledge and experience in the field of Accountancy.	Possesses great Analytical and management skills required for the business and is also having wide knowledge and experience in the field of management.	Analytical and management skills & also having wide knowledge and experience in the field of Accountancy.	She possesses Analytical and management skills required for the business. She is also having wide knowledge and experience in the field of management	Possess great analytical skills required for the business. He is having management skills and wide experience in administration.	Possess management skills and analytical skills.	Possess experience in financial matters and having great analytical skills required for the business
Directorships held in other body corporate as on 31 st March 2021	- INNOVATIVE COMMODITIES PRIVATE LIMITED - NAVRAAV ELECTRO LIMITED	-	-	-	- INNOVATIVE COMMODITIES PRIVATE LIMITED - MAXGROWTH CAPITAL PRIVATE LIMITED	-	-
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2021	-	-	-	-	-	-	-
Number of equity shares held in the Company as on 6 th September, 2021	4,51,781	84,658	2,857	1,070	1,011	-	-

Relationship with other Directors and Key Managerial Personnel	Sister-in-law of Vikas Jain (Chief Executive Officer of the Company)	NONE	NONE	Wife of Vikas Jain (Chief Executive Officer of the Company)	NONE	NONE	NONE
Remuneration Last Drawn from the Company (This does not include Director sitting fees)	-	-	-	-	-	-	-
Remuneration proposed to be paid	-	Rs. 2,40,000/- p.a.	-	-	-	-	-
No of meetings of the Board attended during the year	2	NA	2	NA	NA	NA	NA

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

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

**Date: 06.09.2021
Place: Hoshiarpur**