



OSIAJEE TEXTFAB LIMITED

CIN: L17299PB1995PLC055743

First Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur,
Punjab, India, 146001; **E-Mail:**csosiajee.textfab@gmail.com | **Website:**www.osiajeehdl.com

NOTICE OF 31st ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **OSIAJEE TEXTFAB LIMITED** ('the Company') will be held on Tuesday, **29th day of September, 2026 at 4:00 P.M. (IST)** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following Business. The Venue of the meeting shall be deemed to be the registered office of the Company situated at First Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur, Punjab, India, 146001.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 comprising Audited Balance Sheet the Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Board of directors and Statutory Auditors thereon.

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 comprising Consolidated Audited Balance Sheet, the Consolidated Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended there to and reports of the Statutory Auditors thereon.

3. RE-APPOINTMENT OF Mr. Mehul Jagdish Modi (DIN: 08836999) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a Director in place of **Mr. Mehul Jagdish Modi (DIN: 08836999)**, Executive Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to appoint M/s JPM & Associates LLP, Company Secretaries (LLP ID: L2020PB007800 and Peer Review Cert. No. 1903/2022), as the Secretarial Auditor of the Company for the 5 Financial Year 2026-27 to Financial Year 2030-2031 to conduct the Secretarial Audit subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution including filing of necessary e-forms with the Registrar of Companies and other statutory authorities as may be required in this regard."

5. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for the **re-appointment of Ms. Reema Saroya (DIN: 08292397)** as the Managing Director of the Company for a further term of **Five (5) consecutive years** commencing from **08th June, 2026** up to **07th June, 2031**, on the existing remuneration and upon such terms and conditions as approved by the Board of Directors at its Meeting held on **07th June, 2021**, with liberty to the Board of Directors (including any Committee thereof) to alter, vary or revise the terms and conditions of her appointment and remuneration from time to time, in accordance with the applicable provisions of the Companies Act, 2013, Schedule V thereto and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient for giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members.

6. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such other approvals as may be required, the consent of the Members of the Company be and is hereby accorded for the change in designation **of Ms. Megha Jain (DIN: 09045476) from Non-Executive Director to Whole-Time Director of the Company for a period of Five (5) consecutive years with effect from 22nd June, 2026 up to 21st June, 2031**, on such terms and conditions, including remuneration, as approved by the Board of Directors and as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (including any Committee thereof) to alter, vary or revise the remuneration and terms and conditions of appointment in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT Ms. Megha Jain shall be entitled to remuneration as under:

Basic Salary: Rs. 1,20,000 per annum, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the policy of the Company.

Perquisites, benefits and allowances: She shall not be entitled to any perquisites, benefits or allowances unless otherwise approved by the Board/Nomination and Remuneration Committee and permissible under applicable law.

Overall remuneration: The aggregate remuneration payable to Ms. Megha Jain in any Financial Year shall not exceed the limits prescribed under Sections 196, 197 and 198 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof.

Sitting fees: Ms. Megha Jain shall not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof during her tenure as Whole-Time Director.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Ms. Megha Jain, the remuneration payable to her shall be governed by the provisions of Schedule V to the Companies Act, 2013, as may be applicable.

RESOLVED FURTHER THAT any Director (other than an independent director) and the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, including filing necessary forms and returns with the Registrar of Companies and making requisite disclosures and intimations to the Stock Exchange(s)."

7. TO CONSIDER AND APPROVE THE ALTERATION OF SHARE CAPITAL OF THE COMPANY BY WAY OF SUB-DIVISION/SPLIT OF EACH EXISTING EQUITY SHARE OF THE COMPANY HAVING A FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH, FULLY PAID-UP, INTO 10 (TEN) EQUITY SHARES HAVING A FACE VALUE OF ₹1/- (RUPEE ONE ONLY) EACH, FULLY PAID-UP, AND CONSEQUENTIAL ALTERATION OF CAPITAL CLAUSE (Clause V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Articles of Association of the Company and subject to such statutory, regulatory and other approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for the sub-division/split of each existing Equity Share of the Company having a face value of ₹10/- (Rupees Ten Only) each, fully paid-up, into 10 (Ten) Equity Shares having a face value of ₹1/- (Rupee One Only) each, fully paid-up, ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT upon the sub-division/split becoming effective, every existing Equity Share of the face value of ₹10/- (Rupees Ten Only) each held by the Shareholders of the Company as on the Record Date shall stand sub-divided into 10 (Ten) Equity Shares of face value of ₹1/- (Rupee One Only) each, fully paid-up, without any further act or deed on the part of the Shareholders.

RESOLVED FURTHER THAT the Record Date for the purpose of determining the entitlement of the Shareholders for the aforesaid sub-division/split of Equity Shares shall be fixed by the Board of Directors or any Committee thereof after obtaining the approval of the Shareholders, and the same shall be intimated to the Stock Exchange(s), Depositories and other concerned authorities in accordance with the applicable laws. **RESOLVED FURTHER THAT** consequent upon the aforesaid sub-division/split of Equity Shares, the existing Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following:

"V. The Authorised Share Capital of the Company is ₹10,50,00,000/- (Rupees Ten Crore Fifty Lakh Only) divided into 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of ₹1/- (Rupee One Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps, actions and measures as may be necessary, desirable or expedient to give effect to the aforesaid resolution, including fixing the Record Date, making necessary applications, filings and intimations with the Stock Exchange(s), Depositories, Registrar of Companies and other statutory/regulatory authorities, and to do all such acts, deeds, matters and things as may be required in connection therewith.

RESOLVED FURTHER THAT a certified true copy of the above resolution be provided to such authorities, regulators, intermediaries and other persons as may be required under the signature of any Director or the Company Secretary of the Company.”

8. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Ms. Dolly Seth (DIN: 11896763)**, who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from **24th August, 2026**, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a **Non-Executive Independent Director** of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Dolly Seth (DIN: 11896763) be and is hereby appointed as an Independent Director of the Company for a term of **five (5) consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to pay to Ms. Dolly Seth such sitting fees for attending the meetings of the Board and/or Committees thereof, reimbursement of expenses and such other remuneration as may be permissible under the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including making necessary filings and disclosures with the Registrar of Companies, Stock Exchange(s) and other statutory or regulatory authorities, as may be necessary, expedient or desirable to give effect to this resolution.

9. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Ms. Gurmeet Kaur (DIN: 11621231)**, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from **24th August, 2026**, and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a **Non-Executive Independent Director** of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV thereto and the applicable provisions of the SEBI Listing Regulations, **Ms. Gurmeet Kaur (DIN: 11621231)** be and is hereby appointed as an Independent Director of the Company for a

term of **five (5) consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Gurmeet Kaur shall be entitled to receive such sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses and such other remuneration as may be permissible under the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including making necessary filings and disclosures with the Registrar of Companies, Stock Exchange(s) and other statutory or regulatory authorities, as may be necessary, expedient or desirable to give effect to this resolution.

10. TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Karan Kumar (DIN: 11897580)**, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from **24th August, 2026**, and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive Independent Director** of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV thereto and the applicable provisions of the SEBI Listing Regulations, **Mr. Karan Kumar (DIN: 11897580)** be and is hereby appointed as an Independent Director of the Company for a term of **five (5) consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Karan Kumar shall be entitled to receive such sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, reimbursement of expenses and such other remuneration as may be permissible under the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, including making necessary filings and disclosures with the Registrar of Companies, Stock Exchange(s) and other statutory or regulatory authorities, as may be necessary, expedient or desirable to give effect to this resolution.

**By order of the Board
Osiajee Texfa Limited**

**S/d
Monika
Company Secretary
M.no 72700**

**Date: 24.08.2026
Place: Hoshiarpur**

NOTES:

1. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an Annexure to the Notice.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 31st AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at First Floor, Navraav Electro Limited Building, Opp. Punj Honda, Jalandhar Road, Hoshiarpur, Balachaur, Punjab, India, 146001, which shall be deemed venue of the AGM.
3. Pursuant to the provisions of the Act, a member entitled to vote and attend the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to MCA circulars through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
4. The Company has appointed Central Depository Services (India) Limited (CDSL) for providing the members the facility for participation in the 31st AGM through VC/OAVM, for voting through remote e-Voting and for e-Voting during the 31st AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations.
7. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile no., Email ID, Bank Details) and Nomination details by all holders of physical securities in listed company otherwise their folios shall be frozen by RTA from October 01, 2024. Therefore, Members holding shares in physical form are requested to submit the duly filled in documents along with related proofs to the Company's Registrar and Share Transfer Agent. The forms for updating KYC details are available on the Company's website and can be accessed at www.osiajeehdl.com

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

1. VOTING THROUGH ELECTRONIC MEANS:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13,

2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

II. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

III. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 and May 12, 2020 respectively, the Notice of the AGM along with the Annual Report 2025-2026 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 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. The Notice is also available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM notice is also disseminated on the website of CDSL (agency for providing remote e-voting and e-voting system during the AGM) i.e. www.evotingindia.com.

IV. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all communications, including Annual Report, Notices from the Company electronically. For any communication, the Shareholders may also send requests to the Company's investor email id: csosiajee.texfab@gmail.com.

V. The Company has appointed M/s JPM & Associates LLP, Practicing Company Secretaries, Ludhiana as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

VI. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins on Friday, September 25, 2026 (9.00 a.m. IST) and ends on Monday, September 28, 2026 (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) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easy/ Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & My Easy New (Token) Tab. 2) After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easy/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & My Easy New

	(Token) Tab and then click on registration option. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting

	during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 toll free no. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (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) 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. 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 (260831016) 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csosiajee.textfab@gmail.com, 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
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 csosiajee.textfab@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company** at csosiajee.textfab@gmail.com or RTA at kyc@satellitecorporate.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

8. Declaration of Results

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

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

III. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.osiajeehdl.com and on the website of CDSL at 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 29, 2026.

9. Other Instructions:

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

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

III. A person who is not a Member as on the cut-off date i.e. Tuesday, September 22, 2026 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 UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company, at its meeting held on 28.05.2026, has considered and approved the appointment of M/s JPM & Associates LLP, Company Secretaries (LLP ID: L2020PB007800 and Peer Review Cert. No. 1903/2022) as the Secretarial Auditor of the Company for the 5 Financial Year 2026-27 to financial year 2030-2031 to conduct the Secretarial Audit subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting.

As per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to annex with its Board's Report a Secretarial Audit Report, given by a Company Secretary in Practice.

The Board, after considering their expertise and credentials, recommends the appointment of M/s JPM & Associates LLP for the aforesaid term, on such terms and conditions including scope of work, duration, and remuneration as may be mutually agreed between the Board and the Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their Shareholding, if any, in the Company.

The Board recommends the passing of this resolution as an Ordinary Resolution as set out in Item No. 4 of this Notice.

Item No. 5

The Board of Directors of the Company ("Board"), on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22nd June, 2026, approved and recommended the re-appointment of Ms. Reema Saroya (DIN: 08292397) as Managing Director of the Company for a further term of Five years with effect from 08.06.2026, subject to the approval of the Members of the Company.

Ms. Reema Saroya has been associated with the Company since 09.02.2021 and has been actively involved in the management and business operations of the Company. She possesses extensive experience, expertise and knowledge of the industry and has made significant contributions towards the growth and development of the Company. In view of her continued leadership, business acumen and valuable contribution to the affairs of the Company, the Board considers her re-appointment as Managing Director to be in the best interest of the Company and its stakeholders.

The terms and conditions of her re-appointment, including remuneration payable to her during the tenure, shall be substantially in line with the remuneration and terms approved by the Board at its meeting held on 7th June, 2021.

The remuneration payable to Ms. Reema Saroya shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 and may be revised by the Board of Directors or the Nomination and Remuneration Committee from time to time, within the limits approved by the Members and permissible under applicable law.

In the event of absence or inadequacy of profits in any Financial Year during her tenure, the remuneration payable to Ms. Reema Saroya shall be governed by the provisions of Schedule V to the Companies Act, 2013, as may be applicable.

The proposed re-appointment is in compliance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), as amended from time to time.

The Board is of the opinion that Ms. Reema Saroya fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for her re-appointment as Managing Director and is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013.

Further details of Ms. Reema Saroya, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, are provided in **Annexure-1** to this Notice

Accordingly, the Board recommends the Special Resolution set out at **Item No. 5** of the Notice for approval of the Members

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved and recommended the change in designation of Ms. Megha Jain (DIN: 09045476) from Non-Executive Director to Whole-Time Director of the Company for a term of five (5) years commencing from 22nd June, 2026, subject to the approval of the Members of the Company.

Ms. Megha Jain has been associated with the Company Since 09.02.2021 and has been actively contributing towards the management and business operations of the Company. In view of her experience, expertise, knowledge of the industry and continued involvement in the affairs of the Company, the Board considers it desirable to entrust her with executive responsibilities as Whole-Time Director.

The terms and conditions of her appointment as Whole-Time Director, including the remuneration payable to her, have been approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and are set out in the resolution forming part of this Notice.

The Change in designation and appointment of Ms. Megha Jain as Whole-Time Director is proposed in terms of the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), as amended from time to time.

Further details of Ms. Megha Jain, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, are provided in **Annexure-2** to this Notice.

The Board recommends the Special Resolution set out at **Item No. 6** of the Notice for approval of the Members.

Item No. 7

The Board of Directors of the Company, at its meeting held on 13th August, 2026, approved, subject to the approval of the Members of the Company and such other approvals as may be required, the proposal for sub-division (stock split) of the Equity Shares of the Company from the face value of ₹10/- each to ₹1/- each.

The sub-division of Equity Shares is intended to enhance the liquidity of the Company's Equity Shares in the stock market, encourage wider participation of retail investors and make the Equity Shares more affordable, while keeping the aggregate amount of the paid-up share capital unchanged.

Pre and Post Sub-division Share Capital

Particulars	Pre Sub-division	Post Sub-division
Face Value per Equity Share	₹10/-	₹1/-
Authorised Share Capital	1,05,00,000 Equity Shares of ₹10/- each	1,05,00,00,000 Equity Shares of ₹1/- each
Issued, Subscribed and Paid-up Share Capital	54,00,000 Equity Shares of ₹10/- each	5,40,00,000 Equity Shares of ₹1/- each
Aggregate Authorised Share Capital	₹10,50,00,000	₹10,50,00,000
Aggregate Paid-up Share Capital	₹5,40,00,000	₹5,40,00,000

The proposed sub-division will require consequential amendment to Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital.

In terms of Regulation 42 of the SEBI Listing Regulations, the Record Date for the purpose of the sub-division of Equity Shares will be fixed by the Board of Directors after approval of the Members and will be intimated to BSE Limited in due course.

The sub-divided Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the passing of the above Ordinary Resolution in the interest of the Company and its shareholders

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on **24th August, 2026**, appointed **Ms. Dolly Seth (DIN: 11896763)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company, with effect from **24th August, 2026**, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act").

The Board, based on her qualifications, experience, expertise and skills, and upon receipt of the requisite declarations and disclosures, is of the opinion that Ms. Dolly Seth fulfils the conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as an Independent Director and that she is independent of the management of the Company.

The Company has received the requisite consent, declaration of independence and other disclosures from Ms. Dolly Seth. She is not disqualified from being appointed as a Director under the applicable provisions of the Act.

The Board recommends her appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a term of **five consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, subject to the approval of the Members by way of a Special Resolution.

A brief profile and other relevant details of Ms. Dolly Seth are provided in **Annexure 3** forming part of this Notice.

Except Ms. Dolly Seth, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 8 for approval of the Members.

Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on **24th August, 2026**, appointed **Ms. Gurmeet Kaur (DIN: 11621231)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company, with effect from **24th August, 2026**, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act").

The Board, considering her qualifications, experience, expertise and skills, and upon receipt of the requisite declarations and disclosures, is of the opinion that Ms. Gurmeet Kaur fulfils the conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as an Independent Director and that she is independent of the management of the Company.

The Company has received the requisite consent, declaration of independence and other disclosures from Ms. Gurmeet Kaur. She is not disqualified from being appointed as a Director under the applicable provisions of the Act.

The Board recommends her appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a term of **five consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, subject to the approval of the Members by way of a Special Resolution.

A brief profile and other relevant details of Ms. Gurmeet Kaur are provided in **Annexure 4** forming part of this Notice.

Except Ms. Gurmeet Kaur, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 9 for approval of the Members.

Item No. 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on **24th August, 2026**, appointed **Mr. Karan Kumar (DIN: 11897580)** as an Additional Director in the capacity of a Non-Executive Independent Director of the Company, with effect from **24th August, 2026**, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act").

The Board, considering his qualifications, experience, expertise and skills, and upon receipt of the requisite declarations and disclosures, is of the opinion that Mr. Karan Kumar fulfils the conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for appointment as an Independent Director and that he is independent of the management of the Company.

The Company has received the requisite consent, declaration of independence and other disclosures from Mr. Karan Kumar. He is not disqualified from being appointed as a Director under the applicable provisions of the Act.

The Board recommends his appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a term of **five consecutive years commencing from 24th August, 2026 and ending on 23rd August, 2031**, subject to the approval of the Members by way of a Special Resolution.

A brief profile and other relevant details of Mr. Karan Kumar are provided in **Annexure 5** forming part of this Notice.

Except Mr. Karan Kumar, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 10 for approval of the Members.

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

**Date: 24.08.2026
Place: Hoshiarpur**

**Sd/-Monika
Company Secretary
M.No.: A72700**

Details of Director seeking appointment/re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided below.

Name of Director	Mr. Mehul Jagdish Modi
Category	Executive Director
Age	48
DIN	08836999
Qualification	
Expertise	Mr. Mehul Jagdish Modi possesses extensive knowledge and wide-ranging experience in the field of management, business administration and strategic decision-making. He has demonstrated strong leadership and managerial capabilities, with a sound understanding of business operations, planning, organisational management and overall corporate affairs. His experience and expertise enable him to contribute effectively to the growth, development and strategic direction of the Company.
Directorships in other Listed Companies as on March 31, 2026	NIL
Chairmanship/ Membership of Committees of Other Listed Companies as on 31st March, 2026	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Shareholding	NIL
Disclosure of relationship between Directors inter-se	-

Details of Directors seeking re-appointment/appointment

[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Ms. Reema Saroya
Category / Designation	Managing Director
Director Identification Number (DIN)	08292397
Date of Birth	25.08.1985
Age	41
Experience	6 years
Date of appointment/re-appointment/ cessation (as applicable) and term of appointment/re-appointment	Date of Re-appointment – 22 nd June, 2026 Term - 5 Years commencing from 8 th June 2026 to 7 June 2031 (both days inclusive)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	The Board of Directors at its meeting held on i.e., Monday, 22 nd June 2026, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Reema Saroya (DIN: 08292397), as the Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 8 th June 2026 to 7 June 2031 (both days inclusive), subject to approval of the shareholders of the Company through Annual General Meeting (AGM).
Brief Profile	Ms. Reema Saroya (DIN: 08292397) has been associated with the Company since 09.02.2021 and has been actively involved in its management and business operations. She possesses 6 years of industry experience and has contributed significantly to the Company's growth and development through her strategic insight and operational leadership. Her expertise, business acumen and understanding of the industry have enabled her to play an important role in strengthening the Company's performance. In view of her continued contribution and leadership capabilities, the Board considers her re-appointment as Managing Director to be in the best interests of the Company and its stakeholders.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	Osiajee Agro Farms Limited Navraav Electro Limited
Chairmanship/Membership of Committees in other Companies	Not Applicable
Number of Equity Shares held in the Company	28455
Remuneration sought to be paid	As set out in Explanatory Statement.
Relationship with other Directors,	Not Applicable

Managers and KMPs	
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes

Details of Directors seeking re-appointment/appointment

[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Ms. Megha Jain
Current designation	Non-Executive Director
Proposed designation	Whole-Time Director
Director Identification Number (DIN)	09045476
Date of Birth	03.01.1983
Age	43
Experience	5 years
Date of appointment/re-appointment/ cessation (as applicable) and term of appointment/re-appointment	Date of Re-appointment – 22 nd June, 2026 Term - 5 Years commencing from 22 nd June, 2026 to 21 st June 2031 (both days inclusive)
Experience and expertise	Ms. Megha Jain has been associated with the Company since 09.02.2021 and has been actively contributing to the management and business operations of the Company. She possesses experience, expertise and industry knowledge relevant to the Company's business activities.
Brief Profile	Ms. Megha Jain has been actively involved in the affairs of the Company and has contributed towards its management and operational activities. In view of her continued involvement, experience and understanding of the industry, the Board has considered it appropriate to entrust her with executive responsibilities as Whole-Time Director.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	Not Applicable
Chairmanship/Membership of Committees in other Companies	Not Applicable
Number of Equity Shares held in the Company	0
Remuneration sought to be paid	As set out in Explanatory Statement.
Relationship with other Directors, Managers and KMPs	Not Applicable
Listed entities from which resigned in the past three year	Not Applicable
The skills and capabilities required for the role and the manner in	Yes

which the proposed person meets such requirements	
---	--

Information as per SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 read with Regulation 30- Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

S.No	Particulars	Details
1	Name of the Director	Ms. Dolly Seth
2	DIN	11896763
3	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
4	Date of appointment /cessation (as applicable) & term of appointment	24.08.2026
5	List of outside Directorships held	NIL
6	Membership of Committees of the Board	NIL
7	Membership of Committees in other companies	NIL
8	Brief Resume and Nature of Expertise in Specific Functional Area	Ms. Dolly Seth is a qualified professional with relevant experience and knowledge in the areas of corporate affairs, management, finance, compliance and governance. She possesses a sound understanding of business operations and corporate regulatory matters and is capable of providing valuable guidance and an independent perspective to the Board. She has developed professional expertise through her experience in the corporate sector and possesses the skills and knowledge required to contribute effectively to the deliberations of the Board and its Committees. Her professional background, experience and understanding of corporate governance make her suitable for appointment as an Independent Director of the Company. Ms. Dolly Seth has confirmed that she fulfils the criteria of independence prescribed under the Companies Act, 2013 and is willing to act as an Independent Director of the Company. Her proposed appointment is expected to bring valuable experience, independent judgement and professional expertise to the Board and contribute towards strengthening the Company's corporate governance framework.
9	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	None
10	Listed entities from which the person has resigned in the past three years	NIL
11	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes

Information as per SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 read with Regulation 30- Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

S.No	Particulars	Details
1	Name of the Director	GURMEET KAUR (DIN: 11621231)
2	DIN	11621231
3	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
4	Date of appointment /cessation (as applicable) & term of appointment	24.08.2026
5	List of outside Directorships held	1
6	Membership of Committees of the Board	NIL
7	Membership of Committees in other companies	NIL
8	Brief Resume and Nature of Expertise in Specific Functional Area	Ms. Gurmeet Kaur (DIN: 11621231) is a qualified management professional with an MBA degree and an academic background in Accountancy and Finance. She possesses sound knowledge of accounting, financial management, business administration and corporate affairs. Her understanding of financial matters and management practices enables her to contribute effectively to the deliberations of the Board. With her academic expertise and analytical approach, Ms. Gurmeet Kaur is well suited to provide independent judgement, objective oversight and constructive guidance to the Board. Her appointment as an Independent Director is expected to strengthen the Company's corporate governance framework and support informed decision-making, particularly in matters relating to finance, accounts, risk management and overall business strategy.
9	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	None
10	Listed entities from which the person has resigned in the past three years	NIL
11	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes

Information as per SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 read with Regulation 30- Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

S.No	Particulars	Details
1	Name of the Director	Mr. Karan Kumar
2	DIN	11897580
3	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
4	Date of appointment /cessation (as applicable) & term of appointment	24.08.2026
5	List of outside Directorships held	NIL
6	Membership of Committees of the Board	NIL
7	Membership of Committees in other companies	NIL
8	Brief Resume and Nature of Expertise in Specific Functional Area	Mr. Karan Kumar is a finance and accounts professional with experience in the field of accounting, financial management and business operations. He has practical knowledge of accounting procedures, financial records, taxation and related financial matters. His professional experience as an Accountant has enabled him to develop a sound understanding of financial statements, accounting practices and financial reporting. He possesses the skills and knowledge required to provide an independent and informed perspective on financial and business matters. In view of his professional experience, financial knowledge and understanding of accounting and business affairs, Mr. Karan Kumar is considered suitable for appointment as an Independent Director of the Company, subject to fulfilment of the applicable provisions of the Companies Act, 2013 and other applicable requirements.
9	Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	None
10	Listed entities from which the person has resigned in the past three years	NIL
11	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes