

BAAZAR STYLE RETAIL PRIVATE LIMITED

CIN No. U18109WB2013PTC194160

Regd. Off. 97, Andul Road, GKW Compound, Shed NO.8,

Howrah -711103, West Bengal

Tel No. +91 33 6125 6125

Website:www.stylebazaar.com Email ID: legal.compliance@stylebazaar.com

NOTICE OF EXTRAORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Shareholders of **M/s. Bazaar Style Retail Private Limited** will be held on **Monday, 21st day of June 2021 at 11:00 A.M.** (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses:

Special Businesses:

1. To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from INR 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each to INR 50,00,00,000 (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- each ranking Pari-passu with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other or re-enactment applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification hereof for the time being in force) and rules framed thereunder; the consent



of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause: V.

"The Authorised Share Capital of the Company is INR 50,00,00,000 (INR Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity shares of INR 10/- (INR Ten Only) each with such Rights & privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase or decrease the Capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles for the time being."

"RESOLVED FURTHER THAT an extraordinary general meeting of the members of the Company be convened on Monday, 21st day of June 2021 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to consider the matter and adopt the resolution as given in the notice as per draft placed before the meeting."

"RESOLVED FURTHER THAT, Mr. Rohit Kedia, one of the Directors of the Company, or failing him Mr. Shreyans Surana, the other director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion deem necessary, proper or desirable and to sign and file the necessary documents, applications and returns with the concerned authorities including Registrar of Companies, West Bengal to give effect to this resolution."

- 2. To approve the issuance of Bonus Shares to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard;



the consent of the members of the Company along with consent of the Board of Directors of the Company be and is hereby accorded for issue upto **2,61,31,392 equity shares** of Rs. 10/- each as bonus shares of an aggregate nominal value upto **INR 26,13,13,920 (INR Twenty-Six Crore Thirteen Lakh Thirteen Thousand Nine Hundred and Twenty Only only)**, as bonus shares to the shareholders out of the Securities Premium Account and to capitalise a **sum of INR 26,13,13,920/- out of INR 86,37,07,665/-** standing to the credit of Securities Premium Account of the Company, and issue fully paid up Equity Shares of Rs. 10/- each at par as Bonus to the holders of the Equity shares of the Company whose names shall appear in the Register of Members on such date as may hereafter be determined by the Board for the purpose, in the proportion of **6 (Six) Bonus Equity Shares** of Rs. 10/- each for every **1 (One)** fully paid up Equity Shares of Rs. 10/- each held by them, and for the case of shares becoming distributable infractions, such shares shall be in cash Component and that the Bonus Shares so allotted and distributed shall for all purposes be treated as an increase in the Paid-up Share Capital of the company held by each member and not as income or in lieu of dividend."

"RESOLVED FURTHER THAT:

- a. The Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.
- b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes Pari-passu with the existing equity shares of the Company.
- c. Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013.

"RESOLVED FURTHER THAT an extraordinary general meeting of the members of the Company be convened on Monday, 21st day of June 2021 at 11:00 A.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to consider the matter and adopt the resolution as given in the notice as per draft placed before the meeting."

"RESOLVED FURTHER THAT, Mr. Rohit Kedia , one of the Directors of the Company, or failing him, Mr. Shreyans Surana, the other Director of the Company be and is hereby authorized to do all such acts, deeds , matters and things and to give such directions as may be necessary,



expedient, usual or proper and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all members and other interested persons.”

BY ORDER OF THE BOARD
For, Baazar Style Retail Private Limited



Place: Howrah

Date: 27th Day of May 2021

NOTES:

1. The explanatory statement, pursuant to section 102 of the Companies Act, 2013, with regard to the Special Business mentioned above is enclosed.
2. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. The Shareholders can join the EGM through 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 EGM through VC/OAVM will be made available for 1,000 Shareholders on first come first served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.
4. As per the MCA General Circular 17/2020 dated April 13, 2020, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company.



BY ORDER OF THE BOARD
For, Bazaar Style Retail Private Limited



Rohit Kedia

Director

DIN: 06562024

Place: Howrah

Date: :27 Day of May 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In order to expand the capital base of the company, the Board of Directors of the company has decided to increase Authorised Share Capital of the Company from INR 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each to INR 50,00,00,000 (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- each ranking Pari-passu with the existing Equity Shares of the Company." So, it is required to change the existing Capital Clause 'V.' in the Memorandum of Association.

Hence the proposed resolution is recommended for approval by the members.

None of the Directors, Promoters, and Key Managerial Personnel of the company and their Relatives is directly or indirectly interested in the proposed resolution.

Item No. 2:

As per Section 63(1) of the Companies Act, 2013, a Company may issue fully paid up Bonus Shares to its members, in any manner whatsoever, out of its free reserves, the Securities Premium Account or the Capital Redemption Reserve Account, provided that no issue of Bonus Shares shall be made by capitalizing reserves created by revaluation of assets. Further sub-



section (2) of section 63 of the Companies Act, 2013 states that no Company shall capitalize its profits or reserves for the purpose of issuing fully paid up bonus shares under sub-section (1), unless:

- (a) It is authorised by its Articles of Association.
- (b) It has, on the recommendation of the Board, been authorised in the general meeting of the Company;
- (c) It has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it;
- (d) It has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus;
- (e) The partly paid-up shares, if any, outstanding on the date of allotment, are made fully paid-up;
- (f) It complies with such conditions as may be prescribed.

Other essentials been taken into consideration and confirmed to be fulfilled, wherever applicable, the Articles of Association of the Company do have provision enabling the Company to issue bonus shares.

The Board of Directors of the Company in its meeting held on 20th May, 2021 subject to the approval of the shareholders of the Company, has recommended issue of fully paid up Bonus Equity Shares at par to the existing holders of Equity Shares of the Company in the ratio of 6 :1 (i.e. 6 Equity Shares of Rs. 10/- each as Bonus for every 1 fully paid up Equity Share of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid Up Capital of the Company to a sum not exceeding **INR 26,13,13,920/-** after capitalizing a sum not exceeding **INR 86,37,07,665/-** from the Securities Premium account as per the Audited Accounts of the Company for the Financial Year ended 31st March,2020.

The fully paid up Bonus Equity Shares shall be distributed to the Members of your Company whose names shall appear on its Register of Members on the Record Date determined by the Board of Directors of your Company.

The Board of Directors confirms that:

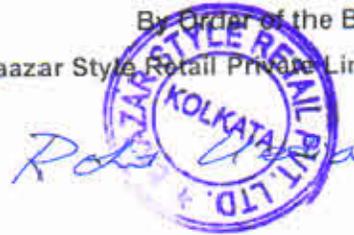
- a) The issue of Bonus Share is not in lieu of dividend;
- b) The issue of Bonus Shares is as per the Articles of Association of the Company; and



c) The Bonus Share is issued to the shareholders whose shares are fully paid-up as on the date of issue of Bonus Shares verified from the records maintained by the Company in its Register of Members.

None of the Directors are in any way concerned or interested in the said resolution except to the extent of their shareholdings in the Company.

By Order of the Board
for Bazaar Style Retail Private Limited



Rohit Kedia

Director

DIN: 06562024

Place: Howrah

Date: 27th Day of May 2021.