

# BAAZAR STYLE RETAIL LIMITED

*(Formerly Known as Bazaar Style Retail Private Limited)*

CIN No. U18109WB2013PLC194160

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

Howrah -711103, West Bengal

Tel No. +91 33 6125 6125

Email ID: legal.compliance@stylebazaar.com

## NOTICE

NOTICE is hereby given that 9<sup>th</sup> Annual General Meeting of Bazaar Style Retail Limited (Formerly Bazaar Style Retail Private Limited) (“Company”) that the Annual General Meeting of the Company will be held on **Saturday, 10<sup>th</sup> September 2022** at **11:30 A.M.** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

**Item No. 1: To consider and adopt Audited Financial Statements and Director’s Report for the Financial Year ended March 31, 2022**

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**Item No. 2: To appoint Mr. Rohit Kedia (DIN: 06562024), who retires by rotation and being eligible, offers himself for re-appointment as a director**

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rohit Kedia (DIN: 06562024), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS:

**Item No. 3: To adopt new set of Articles of Association**

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deemed necessary, including making necessary with requisite fees, and with power to settle question, difficulties of doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company”

By Order of the Board of Directors  
For **Bazaar Style Retail Limited**  
(Formerly Bazaar Style Retail Private Limited)

**Place: Howrah**  
**Date: 13.08.2022**

**Abinash Singh**  
Company Secretary and  
Head – Legal & Compliance

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and 03/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”). In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF 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 AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of this AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Information relating to the Directors seeking re-appointment at the Annual General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
5. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with Explanatory Statement under section 102 of the Companies Act, 2013, disclosure under Secretarial Standard 2 and other relevant documents as required to be attached therewith (Collectively referred to as Notice) have been sent to the members electronically on the e-mail id registered with Company/Depositories.
6. i. Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF Format) of their respective Board or governing body Resolution authorizing their representative to attend the AGM through VC/OAVM and to vote on their behalf at the meeting. The said Resolution shall be sent by e-mail at [abinash.singh@stylebazaar.com](mailto:abinash.singh@stylebazaar.com).

ii. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail at [abinash.singh@stylebaazar.com](mailto:abinash.singh@stylebaazar.com).

iii. In case any member requires assistance for using the aforementioned dialing before or during the meeting, may call the helpline no. 9883272045 or reach at [abinash.singh@stylebaazar.com](mailto:abinash.singh@stylebaazar.com). Members may update their email Id by contacting Mr. Abinash Singh, Company Secretary of the Company and by following the necessary steps.

iv. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

v. Members can join the Meeting by clicking on the link provided in the email containing this Notice convening the 9<sup>th</sup> Annual General Meeting of the Shareholders.

7. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
8. The necessary documents associated with the provisions relating to general meetings viz taking of disclosures, inspection of related documents/registers by members, or authorizations for voting by bodies corporate, etc. as provided in the Act and the articles of association of the Company shall be available through electronic mode.
9. In compliance with the Companies (Prospectus and Allotment of Securities) Third Amendment Rules 2018, the Company has established dematerialization connectivity with National Securities Depository Limited (NSDL) and the International Securities Identification Number (ISIN) allocated to equity shares of the Company is INE01FR01010.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

Pursuant to the Fourth Shareholder Agreement date 30<sup>th</sup> March 2022 and Fifth Shareholders Agreement dated 7<sup>th</sup> June 2022 among the Promoters, the company, and Investors it is proposed to amend the Article of Association of the Company to reflect above and have the extant provisions relating to the rights etc. of the members.

Further, upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 13<sup>th</sup> August 2022 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles (Part I & II) proposed for approval is being circulated along with this notice of the Annual General Meeting and available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your directors commend passing of this resolution by way of a special resolution.

Except to the extent of their shareholding, none of the Directors, Key managerial Personnel of the Company and their relatives are, in any way concern or interested, financially of otherwise, in the Resolution set out at item no.3 of the Notice.

By Order of the Board of Directors  
For **Bazaar Style Retail Limited**  
*(Formerly Bazaar Style Retail Private Limited)*

**Place: Howrah**  
**Date: 13.08.2022**

**Abinash Singh**  
Company Secretary and  
Head – Legal & Compliance

## DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE NINETH ANNUAL GENERAL MEETING

(Pursuant to Secretarial Standard 2 issued by Institute of Company Secretaries of India)

<b>Name of the Director</b>	<b>Mr. Rohit Kedia</b>
Date of Birth	19-10-1981
Qualification and Experience	Mr. Rohit Kedia is a commerce graduate from University of Calcutta. He oversees procurement of inventory and other various supplies in the Company. He also attends various trade shows to meet new suppliers, draw up contracts and negotiate prices with suppliers. He is a Great leader with a dynamic personality and a great visionary.
Date of first appointment on the Board	03-06-2013
Shareholding in the Company as on 31.03.2022 (number)	21,80,290
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None
Terms and Conditions of appointment	Liabile to retire by rotation
Remuneration last drawn	Rs. 4,32,000/- per month
Number of Board Meetings attended during F.Y. 2021-22 [out of 9(Nine) held]	8
Other Directorships of other Boards	1. Flying Shuttle Private Limited - Director
Chairman/Member of the Committees of the Boards across other companies in which he is a director	None

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Company Secretary and  
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Date: 13.08.2022