

# **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**

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING**

**Notice** is hereby given, pursuant to Sections 101 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for time being in force, that an Extra-Ordinary General Meeting of the Members of Bazaar Style Retail Private Limited will be held on **Thursday, the 16th day of December, 2021 at 4.00 P.M(IST)** through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility to transact the following businesses::

### **ITEM NO.01**

#### **To Approve Conversion from A Private to Public Company**

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 13, 14 and 18 of the Companies Act, 2013 as amended read along with the Companies ( Incorporation) Rules, 2014 as amended, including any statutory modification or re enactment thereof , for the time being in force, and subject to the approval of the Central Government, and the consent of the members of the Company by way of Special Resolution passed at the General Meeting of the Company be and is hereby accorded to convert the Company into Public Limited Company and subsequently the name of the company be changed from "Bazaar Style Retail Private Limited " to "Bazaar Style Retail Limited " , thus deleting the Word "Private" from the name of the Company before " Limited" .



RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be amended to change the name of the Company changed from "Bazaar Style Retail Private Limited "to "**Bazaar Style Retail Limited** ", appearing wherever in the Memorandum and Articles of Association., respectively.

**FURTHER RESOLVED THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorized to make an application to the Registrar of Companies, in prescribed form and file the requisite e-forms and to do all such acts, deeds and things as may be required to give effect to the above said resolution."

**ITEM NO.02**

**Alteration of Name Clause contained in the Memorandum of Association**

To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause of the Memorandum of Association of the Company with the following clause:

**"The Name of the Company is BAAZAR STYLE RETAIL PRIVATE LIMITED" is substituted with "BAAZAR STYLE RETAIL LIMITED"**

**"RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of the Companies, in this regard or for giving effect to this Resolution."

**"RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by the Director, be submitted to the concerned authority and they are requested to rely upon the authority of the same."



**ITEM NO.03**

**Alteration to the Articles of Association**

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

**“RESOLVED THAT** in accordance with the provisions of Section 14 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to such approvals as may be necessary, the existing Articles of Association of the Company be altered as under:

The existing definition of the Company under Article 2, (2.13) of the Articles of Association of the Company be altered to be read as – **“Company”** shall mean Bazaar Style Retail Limited;

**The following additional Articles shall be inserted:**

“Dividend” includes interim dividends paid by the Company.

“General Meeting” means the annual general meetings.

“Key Managerial Personnel” means the personnel as specified vide Section 2(51) of the Act and rules related thereto.

“Managing Director” means the Managing Director(s) for the time being of the Company.

“Manager” shall have the meaning ascribed to it in the Act.

“Members” or “registered Member” means a person whose name has been entered in the Register or who is a beneficial owner of a share/s in dematerialized form.

“Memorandum” or “Memorandum of Association” means the memorandum of association of the Company and any modifications and/ or amendments hereto.

“Months” means calendar month.

“The Records” means and includes the records maintained in the forms of books or stored in a computer or in such other form as may be determined by Regulations.



"The Registrar" means the Registrar of the Companies of the states in which the office is situated.

"Tribunal" means the National Company Law Tribunal.

The following additional Articles shall be replaced:

The definition of Private Company shall be replaced with Public Company.

## II. PUBLIC COMPANY

3. The company is a public company, within the meaning of the Act and accordingly: -

- a) A company that is not a private company;
- b) Has a minimum paid-up capital as may be prescribed;

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application,

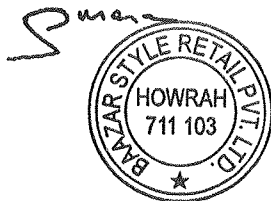
undertaking or confirmation required to be provided to the Registrar of Companies, in this regard or for giving effect to this Resolution."

"RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by the Director, be submitted to the concerned authority and they are requested to rely upon the authority of the same."

**BY ORDER OF THE BOARD**

**Bazaar Style Retail Private Limited**

*Shreyans*



Shreyans Surana

Director

DIN:02559280

**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**

**Bazaar Style Retail Private Limited**

*Shreyans Surana*

**Shreyans Surana  
Director  
DIN:02559280**



**Place: Howrah**

**Dated: 23<sup>rd</sup> Day of November, 2021**

**ANNEXURE TO NOTICE:**

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

**Item No. 1**

**Conversion from Private to Public limited**

The Company in its Board Meeting held on 22<sup>nd</sup> November, 2021 resolved to change the status of the Company from Private Limited to Public Limited subject to the approval of the members of the Company in its General Meeting and the Central Government. The Board feels that considering the expanding business activities of the Company, the Company should convert itself into a Public Limited Company. Consequent on such conversion, the Article of the company which lays down certain restrictions in case of Private Limited Companies as per the provisions of the Companies Act should be deleted and certain new articles as required in case of a public limited company should be inserted, hence the resolutions.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.



**ITEM NO. 2, & 3:**

**CONVERSION OF THE COMPANY TO PUBLIC LIMITED COMPANY AND ALTERATION(S) IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION:**

The conversion of the Company to a Public limited will result in amending the name clause of the Memorandum of the Company since the name of the Company will change from 'Baazar Style Retail Private Limited' to "Baazar Style Retail Limited"

In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company. The Board has approved the amendment at its meeting held on November 22, 2021.

The conversion of the Company to a Public limited will result in amending the Articles and instituting restricting clause applicable to a private limited company as per of the Companies Act, 2013 hence amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a public limited company.

Therefore, the Board of Directors at its meeting held on November 22, 2021, decided to amend existing Articles of Association of the Company, and seek shareholders' approval for the same.

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of amended Articles of Association of the Company.

The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

**BY ORDER OF THE BOARD**

Baazar Style Retail Private Limited

*Shreyans*



**Shreyans Surana**  
**Director**  
**DIN: 02559280**

**Place: Howrah**

**Dated: 23<sup>rd</sup> Day of November, 2021.**