

SHORTER NOTICE

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the members of Baazar Style Retail Limited (“Company”) will be held on **Tuesday, 14th day of March, 2023** at **4:00 PM** at the registered office of the Company at **97, Andul Road, GKW Compound, Shed No.8, Howrah – 711103** to transact the following businesses.

SPECIAL BUSINESS:

Item No. 1: Authorization to make contribution to charitable funds

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 181 of the Companies Act, 2013 and relevant rules made thereunder, including any amendments thereto from time to time, the consent of the members of the company, be and is hereby accorded to amount donated or contributed or to be donated or contributed to trusts, not-for-profit companies/entities registered under Section 8 of the Companies Act, 2013 and NGOs etc. for carrying out one or more of the Corporate Social Responsibility activities listed in Schedule VII of the Companies Act, 2013 or such other charitable activities as the Board may deem fit, from time to time, the aggregate of which in any financial year shall not exceed the higher of the following

- a) 5% of the average net profits of the Company in the immediately preceding three financial years computed in accordance with the provisions of Section 198 of the Companies Act, 2013; or
- b) Rs. 10,00,000/- (Rupees Ten Lakh only).

RESOLVED FURTHER THAT any Director of the Company and any committee thereof be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

Item No. 2: Issuance of Equity Shares by way of preferential issue on private placement basis

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other rules made thereunder, including any statutory modification amendment or re-enactment thereof (“Companies Act”) as may be applicable for time being in force and enabling provisions of Memorandum and Article of Association, the Members of the Company be and are hereby accord their consent, approval and sanction to create, offer/issue and allot a total 13,91,677 (Thirteen Lakhs Ninety One Thousand Six Hundred and Seventy Seven) equity shares (“Equity Shares”), ranking pari passu with the existing Equity shares of the Company, at the face value of Rs.

Baazar Style Retail Limited

(Formerly known as Baazar Style Retail Pvt. Ltd.)

97 Andul Road GKW Compound Shed no 8 Howrah 711103

t: (033) 61256125 e: info@stylebaazar.com www.stylebaazar.com

CIN No: U18109WB2013PLC194160

10/- (Rupees Ten Only) and at a premium of Rs. 290/- (Rupees Two Hundred and Ninety Only) each by way of preferential issue on private placement basis, for cash aggregating to Rs. 41,75,03,100 (Rupees Forty-One Crores Seventy-Five Lakhs Three Thousand and One Hundred Only) to such parties as named herein below

| Sl. No | Name of the Allottee/Subscriber and Category | Address of the Allottee | Number of Equity Shares to be allotted | Consideration for Equity Shares (In INR) |
|-------------------------------|--|---|--|--|
| Non Promoters Category | | | | |
| 1 | Pankaj Chimanlal Doshi | 131 Mahagiri Tower, Nr Jain Temple Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 2 | Bindiya Kirit Doshi | 93 Mahagiri Co Op Hsg Soc, Nr Jain Temple Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 3 | Binita Hitesh Doshi | 93/94 Mahagiri Co Op Hsg Soc, Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 4 | Nipa Viren Doshi | 93/94 Mahagiri Co Op Hsg Soc, Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 5 | Jitendra K. Shah | 901, Joy Residency, 12th Rd, Opp Ramakrishna Math, Khar W, Mumbai 400052 | 1,66,667 | 5,00,00,100 |
| 6 | Nareshkumar Ramjibhai Patel | 26, Sai Baba Nagar Soc, Nr Katargam Fire Station, Katargam Surat 395004, Gujarat | 83,334 | 2,50,00,200 |
| 7 | Chetankumar Chhaganlal Vaghasia | 202/B, Indraprasth Complex, Opp. Naginawadi, Katargam, Sumul Dairy Road, Surat City – 395 004 Gujarat, | 83,334 | 2,50,00,200 |
| 8 | Chandurkar Investments Pvt. Ltd. | 1007, 10Th Floor, Marathon Nextgen Complex, Opp. Peninsula Corporate Park, Lower Parel(West) Mumbai-400013 | 2,50,000 | 7,50,00,000 |
| 9 | Hemalatha Chandan | C2, Green Lotus, 1, North Crescent Street, T nagar, Chennai - 600014 | 1,66,667 | 5,00,00,100 |
| 10 | Hitesh Pranjivan Mehta | F 202, Krishna Residency, Sundar Nagar, Near Dalmia College, Malad West, Mumbai - 400 064, Maharashtra | 8,334 | 25,00,200 |
| 11 | Deepak Agarwal | C-57, Sadul Gunj, Bikaner – 334 001, Rajasthan | 1,66,667 | 5,00,00,100 |
| 12 | Exmark Distributors Pvt. Ltd. | 11, Dr Rajendra Prosad, Sarani Clive Row, Nr Andrewyule House, Kolkata,700001,West Bengal,India | 33,334 | 1,00,00,200 |
| 13 | Gourav Kedia | 123/1, Bangur Avenue, BL- B, 5th Floor, Flat- 5A, Chamaria House, Bangur Avenue, North 24 Parganas, West Bengal- 700055 | 8,334 | 25,00,200 |
| 14 | Rajiv Goenka | 17/1 G, Alipore Road, Kolkata 700027 | 33,334 | 1,00,00,200 |
| 15 | Ravindra Sanghai | 6 Ashoka Road, Jaisalmer Appt. Alipore Kolkata- 700027, West Bengal | 8,334 | 25,00,200 |

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| | | | | |
|----|------------------------------|--|------------------|---------------------|
| 16 | Ojaswee Agrawal | R.K. Rice Mill Larpank, P.O. - Remedsadar, Dist. - Sambalpur, Odisha, Pin - 768006 | 8,334 | 25,00,200 |
| 17 | Abhishek Gupta | 34/1, Bondel Road Karaya P.S Kolkata, West Bengal, India 700019 | 8,334 | 25,00,200 |
| 18 | AOA Consultants Pvt. Ltd. | Kankaria House, 2nd Floor 87, Lenin Sarani Kolkata West Bengal 700013 | 33,334 | 1,00,00,200 |
| | Total | | 13,91,677 | 41,75,03,100 |

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to issue the Private Placement Offer cum Application Letter in Form PAS-4 in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, to the subscribers inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT each of the Directors or Company Secretary be and are hereby severally authorized: (i) to record the name of private placement offerees in Form PAS-5; and (ii) to file the return of allotment under Section 42 of the Act with the Registrar of Companies in relation to allotment of Equity Shares in Form PAS-3 and with such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 along with the details of the subscribers.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution pertaining to issue and allotment of Equity Shares, each of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign, circulate and execute such documents as may be required in relation to such offer and issue of Equity Shares and to do and perform all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to creation, offer, issue and allotment of total 13,91,677 (Thirteen Lakhs Ninety One Thousand Six Hundred and Seventy Seven) Equity Shares to the subscribers and to negotiate, finalize and execute any agreement(s) or document(s) and writings relating to the creation, offering and issuance of Equity Shares as it may deem necessary, proper, desirable or expedient (including filing necessary documents with the Registrar of Companies, and other regulatory authorities, if necessary) without requiring any further approval of the shareholders and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in addition to the authority conferred on the Directors or the Company Secretary of the Company in relation to various statutory filings before the appropriate authorities such as the Ministry of Corporate Affairs, Registrar of Companies, or any other authority to give effect to this resolution, any Director or the Company Secretary of the Company be and is hereby severally authorised to sign required application, forms or any other documents as may be required to give effect to these statutory filings.

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CIN No: U18109WB2013PLC194160



RESOLVED FURTHER THAT a copy of the above resolution certified to be true by any one of the Directors or the Company Secretary of the Company be submitted to the concerned persons or authorities for their records and necessary action.”

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

Place: Howrah
Date: 11.03.2023

Abinash Singh
Company Secretary and
Head – Legal & Compliance

Bazaar Style Retail Limited
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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the venue of EGM.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) in respect of the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Corporate members intending to send their authorized representatives are requested to send to the Company, on or before 13th March, 2023 from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. In terms of Secretarial Standard on General Meetings (SS-2) a Route Map along with prominent landmark for ease of location to reach the venue of Extraordinary General Meeting is annexed.
6. All relevant documents referred in this Shorter Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EGM.
7. 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 Central Depository Service Limited (CDSL) and the International Securities Identification Number (ISIN) allocated to equity shares of the Company is INE01FR01010.

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

Item No. 1

As a responsible corporate citizen and fulfillment of social responsibilities, it is proposed to make contribution to *bona fide* charitable and other funds from time to time.

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any *bona fide* charitable and other funds in excess of 5% of the Company's average net profits for the three immediately preceding financial years require prior approval of the members of the Company.

Accordingly, approval of the members is sought for amount donated and contributed or to be donated or contributed to any *bona fide* charitable and other funds, from time to time, the aggregate of which in any financial year shall not exceed the higher of the following:

- a) 5% of the average net profits of the Company in the immediately preceding three financial years computed in accordance with the provisions of Section 198 of the Companies Act, 2013; or
- b) Rs. 10,00,000/- (Rupees Ten Lakh only).

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

The Board commends the Ordinary Resolution set out in the Notice for approval by the members.

Item No. 2

In line with the Company's vision & mission and with the objective of growth and expansion, the Company needs to infuse funds for working capital to meet its immediate requirement so that the credit period can be reduced and making aligned with current industry standards and also for capital expenditure for opening of new stores and warehouse, your Company proposes to make a preferential issue on private placement basis for allotment of 13,91,677 (Thirteen Lakhs Ninety One Thousand Six Hundred and Seventy Seven) Equity shares, ranking *pari passu* with the existing Equity shares of the Company, at the face value of Rs. 10- (Rupees Ten) and at a premium of premium of Rs. 290/- (Rupees Two Hundred and Ninety Only) each total amounting to Rs. 41,75,03,100 (Rupees Forty-One Crores Seventy-Five Lakhs Three Thousand and One Hundred Only) to following subscriber(s) which has been approved by the Board of Directors of the Company at its meeting held on Saturday, 11th day of March, 2023:

| Sl. No | Name of the Allottee/Subscriber and Category | Address of the Allottee | Number of Equity Shares to be allotted | Consideration for Equity Shares (In INR) |
|-------------------------------|--|---|--|--|
| Non-Promoters Category | | | | |
| 1 | Pankaj Chimanlal Doshi | 131 Mahagiri Tower, Nr Jain Temple Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 2 | Bindiya Kirit Doshi | 93 Mahagiri Co Op Hsg Soc, Nr Jain Temple Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |

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| | | | | |
|----|--|--|------------------|---------------------|
| 3 | Binita Hitesh Doshi | 93/94 Mahagiri Co Op Hsg Soc, Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 4 | Nipa Viren Doshi | 93/94 Mahagiri Co Op Hsg Soc, Ashok Nagar Mumbai-400101 | 83,334 | 2,50,00,200 |
| 5 | Jitendra K. Shah | 901, Joy Residency, 12th Rd, Opp Ramakrishna Math, Khar W, Mumbai 400052 | 1,66,667 | 5,00,00,100 |
| 6 | Nareshkumar Ramjibhai Patel | 26, Sai Baba Nagar Soc, Nr Katargam Fire Station, Katargam Surat 395004, Gujarat | 83,334 | 2,50,00,200 |
| 7 | Chetankumar Chhaganlal Vaghasia | 202/B, Indraprasth Complex, Opp. Naginawadi, Katargam, Sumul Dairy Road, Surat City – 395 004 Gujarat, | 83,334 | 2,50,00,200 |
| 8 | Chandurkar Investments Pvt. Ltd. | 1007, 10Th Floor, Marathon Nextgen Complex, Opp. Peninsula Corporate Park, Lower Parel(West) Mumbai-400013 | 2,50,000 | 7,50,00,000 |
| 9 | Hemalatha Chandan | C2, Green Lotus, 1, North Crescent Street, T nagar, Chennai - 600014 | 1,66,667 | 5,00,00,100 |
| 10 | Hitesh Pranjivan Mehta | F 202, Krishna Residency, Sundar Nagar, Near Dalmia College, Malad West, Mumbai - 400 064, Maharashtra | 8,334 | 25,00,200 |
| 11 | Deepak Agarwal | C-57, Sadul Gunj, Bikaner – 334 001, Rajasthan | 1,66,667 | 5,00,00,100 |
| 12 | Exmark Distributors Pvt. Ltd. | 11, Dr Rajendra Prosad, Sarani Clive Row, Nr Andrewyule House, Kolkata,700001,West Bengal,India | 33,334 | 1,00,00,200 |
| 13 | Gourav Kedia | 123/1, Bangur Avenue, BL- B, 5th Floor, Flat- 5A, Chamaria House, Bangur Avenue, North 24 Parganas, West Bengal- 700055 | 8,334 | 25,00,200 |
| 14 | Rajiv Goenka | 17/1 G, Alipore Road, Kolkata 700027 | 33,334 | 1,00,00,200 |
| 15 | Ravindra Sanghai | 6 Ashoka Road, Jaisalmer Appt. Alipore Kolkata- 700027, West Bengal | 8,334 | 25,00,200 |
| 16 | Ojaswee Agrawal | R.K. Rice Mill Larpank, P.O. - Remedsadar, Dist. - Sambalpur, Odisha, Pin - 768006 | 8,334 | 25,00,200 |
| 17 | Abhishek Gupta | 34/1, Bondel Road Karaya P.S Kolkata,West Bengal,India 700019 | 8,334 | 25,00,200 |
| 18 | AOA Consultants Pvt. Ltd. | Kankaria House, 2nd Floor 87, Lenin Sarani Kolkata West Bengal 700013 | 33,334 | 1,00,00,200 |
| | Total | | 13,91,677 | 41,75,03,100 |

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Approval of the members by way of Special Resolution is required, *inter-alia* in terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share Capital and Debenture) Rules 2014 and any other relevant Rules made there under, including any statutory modification, amendment or re-enactment thereof (“Companies Act”). Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

In terms of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share Capital and Debenture) Rules 2014, the relevant disclosures / details are given below:

| | | |
|---|--|---|
| 1 | Object of the offer | The objective of the offer is to meet general business requirements addressing Working Capital, Capex for expanding the new stores and warehouse. |
| 2 | Particulars of the offer including the date of passing of the Board Resolution | Offer is for 13,91,677 (Thirteen Lakhs Ninety-One Thousand Six Hundred and Seventy Seven) Equity Shares of Rs. 10 (Rupees Ten Only) each at an issue price of Rs. 300 (Rupees Three Hundred Only) per Equity Share for cash aggregating to Rs. 41,75,03,100 (Rupees Forty-One Crores Seventy-Five Lakhs Three Thousand and One Hundred Only) as approved by the Board of Directors in their meeting held on Saturday, 11 th day of March 2023. |
| 3 | Total number of Equity shares to be issued | 13,91,677 (Thirteen Lakhs Ninety-One Thousand Six Hundred and Seventy Seven) Equity Shares. |
| 4 | Term of issue: | The Equity Shares allotted in terms of this resolution shall rank <i>pari-passu</i> with existing equity shares of the Company in all respects. |
| 5 | Kind of securities offered and the price or the price band at which security is being offered | Equity Shares ranking <i>pari passu</i> with the existing Equity Shares are offered at price of Rs. 300 (Rupees Three Hundred Only) including a premium of Rs. 290/- (Rupees Two Hundred and Ninety Only) per Equity Share. |
| 6 | The basis on which the price has been arrived at along with report of the registered valuer | The price of equity shares to be issued and fixed in accordance with the price determined as per the Valuation Report issued by Ms. Ansu Elsa Varghese, an IBBI Registered Valuer having Registration No.: IBBI/RV/06/2021/13916 dated 27.02.2023. Valuation Report annexed herewith. The valuer has calculated the valuation in accordance with Future Discounted cash flow method as it captures the growth potential of the business going forward. Valuation report shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M. |
| 7 | Name and address of the Valuer | Ms. Ansu Elsa Varghese, IBBI Registered Valuer, Registration No.: IBBI/RV/06/2021/13916 dated 27.02.2023 Address: 7B/8, Arvind Nagar, Kalina, Mumbai – 400029. |

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|----|---|--|
| | | Valuation on the basis of Future Discounted Cash Flow of the Company. |
| 8 | Relevant Date: | “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company. The 31 st January, 2023 will be reckoned to be the Relevant Date. |
| 9 | Amount which the company intends to raise by way of such securities | Rs. 41,75,03,100 (Rupees Forty-One Crores Seventy-Five Lakhs Three Thousand and One Hundred Only) |
| 10 | Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer: | None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue. |
| 11 | Proposed time limit within which the allotment shall be completed: | The Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 30 (Thirty) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 30 (Thirty) days from the date of such approval(s), as the case may be. |
| 12 | Change in control, if any, in the Company that would occur consequent to the preferential offer: | There shall be no change in management or control of the Company pursuant to the issue of the equity shares. |
| 13 | Material terms of raising such securities, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities. | This private placement is pursuant to the provisions of the Companies Act, 2013, Article of Association (AoA) and transaction documents. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: NIL Principal terms of assets charges on securities: NIL |
| 14 | No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: | No. of Securities – 4,59,698 nos. of equity were allotted to four Individual persons on private placement basis at Face Value of Rs. 10/- and at a premium of Rs.219.50/- each. |
| 15 | The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: | Not Applicable. |
| 16 | The class or classes of persons to whom the allotment is proposed to be made: | Non Promoters |

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The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

| Identity of proposed allottee Non Promoters Category | Number of Equity Shares proposed to be allotted | Post Issue % holding |
|---|---|-------------------------|
| Pankaj Chimanlal Doshi | 83,334 | 0.24 |
| Bindiya Kirit Doshi | 83,334 | 0.24 |
| Binita Hitesh Doshi | 83,334 | 0.24 |
| Nipa Viren Doshi | 83,334 | 0.24 |
| Jitendra K. Shah | 1,66,667 | 0.47 |
| Nareshkumar Ramjibhai Patel | 83,334 | 0.24 |
| Chetankumar Chhaganlal Vaghasia | 83,334 | 0.24 |
| Chandurkar Investments Pvt. Ltd. | 2,50,000 | 2.57 |
| Hemalatha Chandan | 1,66,667 | 0.47 |
| Hitesh Pranjivan Mehta | 8,334 | 0.02 |
| Deepak Agarwal | 1,66,667 | 0.47 |
| Exmark Distributors Pvt. Ltd. | 33,334 | 0.47 |
| Gourav Kedia | 8,334 | 0.07 |
| Rajiv Goenka | 33,334 | 0.09 |
| Ravindra Sanghai | 8,334 | 0.02 |
| Ojaswee Agrawal | 8,334 | 0.05 |
| Abhishek Gupta | 8,334 | 0.02 |
| AOA Consultants Pvt. Ltd. | 33,334 | 0.09 |

Pre issue and post issue shareholding pattern of the equity shares:

| | Category | Pre Issue | | Post Issue | |
|-----------|-------------------------------|--------------------|-----------------------|--------------------|-----------------------|
| | | No. of shares held | %age of share holding | No. of shares held | %age of share holding |
| A. | Promoters' holding: | | | | |
| 1 | Indian: | | | | |
| | Individual | 9013172 | 26.70 | 9013172 | 25.65 |
| | Body Corporate | 2078930 | 6.16 | 2078930 | 5.92 |
| 2 | Foreign Promoters | - | - | - | - |
| | Sub Total (A) | 11092102 | 32.86 | 11092102 | 31.56 |
| B. | Non-Promoters' holding | | | | |
| 1 | Institutional Investors | - | - | - | - |
| 2 | Non-Institution: | | | | |
| | Private Corporate Bodies | 5915196 | 17.53 | 6231864 | 17.73 |
| | Directors and relatives | 7244266 | 21.46 | 7244266 | 20.61 |
| | Indian public | - | - | - | - |
| | Others (including NRI) | 9500876 | 28.15 | 10575885 | 30.09 |
| | Sub Total (B) | 22660338 | 67.14 | 24052015 | 68.44 |
| | TOTAL | 33752440 | 100.00 | 35144117 | 100.00 |

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The Board of Directors of the Company believes that the proposed preferential issue on private placement basis is in the best interest of the Company and its members.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 2 of the Shorter Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company or their relative's participation in the offer.

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

Place: Howrah
Date: 11.03.2023

Abinash Singh
Company Secretary and
Head – Legal & Compliance

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