



NOTICE OF  
10TH AGM  
2023

# NOTICE OF 10TH ANNUAL GENERAL MEETING

**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: legal.compliance@stylebazaar.com

**NOTICE** is hereby given that 10th Annual General Meeting of Bazaar Style Retail Limited (Formerly Bazaar Style Retail Private Limited) ("Company") will be held on Friday, 25th day, August 2023 at 11:30 A.M. at the registered office of the Company at 97, Andul Road, GKW Compound, Shed No.8, Howrah - 711103 to transact the following businesses:

## ORDINARY BUSINESS:

### Item No. 1: To consider and adopt Audited Financial Statements and Director's Report for the Financial Year ended March 31, 2023

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, 2023, 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 re-appoint Mr. Shreyans Surana (DIN: 02559280), 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. Shreyans Surana (DIN: 02559280), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### Item No. 3: To consider re-appointment of Statutory Auditors of the Company for a term of five consecutive years

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including and statutory modification or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded for re-appointment of **M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E)**, as the Statutory Auditors of the Company from the conclusion of 10th Annual General Meeting to hold such office for a term of 5 consecutive years till the conclusion of the 15th Annual General Meeting, at a remuneration to be decided by the Audit Committee/Board in consultation with the Statutory Auditors payable in one or more instalments plus applicable goods & service tax and reimbursement of out-of-pocket expenses incurred."

## SPECIAL BUSINESS:

### Item No. 4: To increase and approval of overall limit of managerial remuneration to all the Executive Directors of the Company

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 197, 198 read with Schedule V and other applicable provisions of Companies Act 2013 ('the Act'), if any, including any statutory modifications or re-enactments thereof for the time being in force, in accordance with the Articles of Association of the Company, upon recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to approve /increase the managerial remuneration, in excess of limit prescribed under provision of Section 197 of the Companies Act, 2013 and/or in case of inadequate profit or no profit, in excess of maximum permissible limit as per Schedule V, not exceeding maximum ceiling as set out in Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this notice, payable to all Executive Directors of the Company for a period of three years commencing from 1st July, 2023, with an authority to the Board of Directors/ Nomination and Remuneration Committee to increase/revise their remuneration from time to time.

**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 in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

### Item No. 5: To increase and approval of limit of managerial remuneration of Mr. Shreyans Surana (DIN: 02559280), Managing Director of the Company

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 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for remuneration to be paid to Mr. Shreyans Surana (DIN 02559280), appointed as a Managing Director for a period of three years with effect from 30th March, 2022, on the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this notice with the effect from 1st July, 2023, with liberty to the Board of Directors/ Nomination and Remuneration Committee to vary the terms and conditions of the said appointment including modification in remuneration within the maximum ceiling limit as mentioned in the Explanatory Statement from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s), during the currency of tenure of Mr. Shreyans Surana as Managing Director of the Company, the mentioned remuneration as specified in the Explanatory Statement

# NOTICE OF 10TH ANNUAL GENERAL MEETING

under Section 102 of the Companies Act, 2013 annexed to this notice, or any amount decided and approved by the Board from time to time, be paid to Mr. Shreyans Surana, as minimum remuneration.

**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 in its absolute discretion, it may consider necessary, expedient, or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

## Item No. 6: To consider sub-division of equity shares and consequent alteration in Memorandum of Association

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 Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, each as amended (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and rules notified thereunder ("Companies Act"), any other applicable laws and the applicable provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, if any, required from any competent authority, consent and approval of the shareholders of the Company be and is hereby accorded to sub-divide each fully paid up equity shares of the Company having a face value of ₹10 each in the share capital of the Company, into 6,98,54,894 equity shares of ₹5 each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, the authorised share capital of the Company, be sub-divided from ₹50,00,00,000/- consisting of 5,00,00,000 equity shares of face value of ₹10 each to ₹50,00,00,000/- consisting of 10,00,00,000 equity shares of face value of ₹5 each and accordingly, the existing issued, the subscribed and paid-up share capital of the Company as on the record date shall automatically, and without further corporate action required on the part of the Company, its shareholders, or any other party, be sub-divided from ₹34,92,74,470 consisting of 3,49,27,447 equity shares of face value of ₹10 each to ₹34,92,74,470 consisting of 6,98,54,894 equity shares of face value of ₹5 each.

**RESOLVED FURTHER THAT**, consequently, pursuant to Section 13 of the Companies Act and other applicable provisions of the Companies Act, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

*"The authorized share capital of the Company is ₹50,00,00,000/- (INR Fifty Crore) divided into 10,00,00,000/- (Ten Crore) equity shares of ₹5 each with such rights, privileges & condition as provided under the Articles of Association of the Company and provisions of the Companies Act, 2013.*

**RESOLVED FURTHER THAT** on sub-division, subject to the applicable provisions of Companies Act, 2013 and the Articles of Association of the Company, such sub-divided equity shares shall rank pari passu in all respects with the existing fully paid-up equity shares of face value ₹10 each of the Company.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of ₹10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect and the Company may

without requiring the surrender of the existing share certificate(s) directly issue and despatch the new share certificate(s) of the Company under the signatures of Mr. Shreyans Surana, Managing Director and Mr. Rohit Kedia, Executive Director and Mr. Abinash Singh, Company Secretary as authorized signatory and the common seal of the Company be affixed thereto in terms of provisions of existing Article of the Articles of Association of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board and Mr. Abinash Singh, Company Secretary be and are hereby severally authorised authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, West Bengal at Kolkata or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

## Item No. 7: To consider alteration in 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** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder, each as amended (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and rules notified thereunder ("**Companies Act**"), any other applicable laws and the applicable provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, if any, required from any competent authority, consent and approval of the shareholders of the Company be and is hereby accorded to substitute with the following new Definition of Equity Shares under the Clause 2 – DEFINITIONS AND INTERPRETATION:

*"Equity Shares" means the equity shares of the Company having a par value of ₹5/- (Rupees Five only) each.*

**RESOLVED FURTHER THAT** the Board and Mr. Abinash Singh, Company Secretary be and are hereby severally authorised authorized to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, West Bengal at Kolkata or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

# NOTICE OF 10TH ANNUAL GENERAL MEETING

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

Date: 14/07/2023  
Place: Kolkata

Abinash Singh  
Company Secretary and  
Head – Legal & Compliance

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) WHO ARE HOLDING, IN THE AGGREGATE, NOT MORE THAN 10(TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY AS ATTACHED WITH THE NOTICE, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS

**THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**

**PROXY HOLDER SHALL CARRY HIS/HER VALID IDENTITY PROOF (DRIVING LICENSE, VOTER ID CARD, PASSPORT, PAN CARD) IN ORDER TO PROVE HIS/HER IDENTITY.**

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at this AGM, is annexed herewith.
3. Corporate Members are required to send to the Company Secretary and Head – Legal & Compliance a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the AGM.
4. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
5. Information relating to the Director 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.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. All documents referred to in the notice along with Register of Directors and Key Managerial Personnel & shareholding and Register of Contracts and Arrangements in which directors are interested are open for inspection at the registered office of the Company between 9:00A.M. to 5:00 P.M on any working day prior to the date of the meeting and will also be available at the AGM venue on the date of the meeting.
8. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
9. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company Secretary and Head – Legal & Compliance at abinash.singh@stylebazaar.com at least ten days in advance of the Annual General Meeting.
10. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
11. 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. 4

Further, pursuant to the Section 197, 198 read with Schedule V of the Companies Act, 2013 and based on recommendation of Nomination and Remuneration Committee in the meeting held on 14th July 2023 and approval by the Board of Directors in the meeting held on 14th July 2023, it has been discussed/recommended and approved to increase/revise the remuneration payable to Executive Directors for a period of three years which shall be subject to revision within the maximum ceiling of managerial remuneration not exceeding ₹2 crores annually for each Executive Directors of the Company notwithstanding the loss or inadequate profit made by the company in any financial year and/or the ceiling as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The Company believes in the philosophy to remunerate adequately to the Executive Directors for giving their inputs and effort in the strategic decisions and functioning of the Company. Considering the probability of uncertainty in the market, the Company may or may not have adequate profits or may incur loss. As an enabling action, it is proposed to take approval of shareholders by way of Special resolution in terms of section 197 and Schedule V of the Act read with Rules made thereunder, for payment of remuneration to the Executive Directors, with effect from 1st July 2023 exceeding limit prescribed under Schedule V of

# NOTICE OF 10TH ANNUAL GENERAL MEETING

the Act but within the limit as mentioned above. The Board of Directors may determine as and when required the specific amount to be paid as remuneration to each Executive Director within the limit of ₹2 crores annually.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 4 of this Notice for approval of the members of the Company.

Except all Managerial Persons / Executive Directors of the Company, and their relative deemed to be concerned or interested to the extent of their shareholding, in the proposed Resolution, none of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

## Item No. 5

Mr. Shreyans Surana (DIN:02559280), was appointed as Managing Director of the Company for a period of three years with effect from 30th March 2022 and ending on 29th March 2025 in the Board Meeting held on 30th March 2022 based on recommendation of the Nomination and Remuneration Committee and subsequently it has been approved by the members in the Extra ordinary General meeting held on 31st May 2022.

Pursuant to the Section 197, 198 read with Schedule V of the Companies Act, 2013 and on the recommendation Nomination and Remuneration Committee and approval of Board of Directors was given in the meeting held on even date i.e. on 14th July 2023 that the maximum ceiling of his managerial remuneration should not exceed ₹2 crores annually during the currency of his tenure of appointment.

Further, based on recommendation of Nomination and Remuneration Committee in the meeting held on 14th July 2023 and approval by the Board of Directors in the meeting held on 14th July 2023, it has been discussed/ recommended and approved to increase/revise the remuneration payable to Mr.

Shreyans Surana, Managing Director of the Company with the effect from 1st July 2023, as given below:

## Remuneration:

The monthly remuneration shall be ₹10,00,000/- and payable subject to deduction under the Income Tax Act 1961.

In addition to the aforesaid, the Managing Director shall be entitled to the following benefits:

- i. Other Perquisite: The Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisite shall be evaluated at actual cost.

The Company shall reimburse conveyance expense and such other expense incurred by the Managing Director for business purpose.

The remuneration as mentioned hereinabove may be revised by the Nomination and Remuneration Committee /Board of Directors from time to time and such revised remuneration shall not exceed ₹2 crores annually.

Para 1.2.5 of Secretarial Standard-2 on General Meetings, requisite particulars for Mr. Shreyans Surana, is given under the head Disclosures forming part of this Notice.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 5 of this Notice for approval of the members of the Company.

Other than Mr. Shreyans Surana and his relative deemed to be concerned or interested to the extent of their shareholding, in the proposed Resolution, none of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or

through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Additional information as required under Schedule V to the Act has been provided as Annexure I.

## Item No. 6

The current authorized capital of the Company is ₹50,00,00,000 divided into 5,00,00,000 equity shares of ₹10 each and the paid-up share capital of the Company is ₹34,92,74,470. In order to improve liquidity of the Company's equity shares, the board of directors of the Company (the "Board") at their meeting held on 14th July, 2023 considered it desirable to sub-divide its equity shares of ₹10 each into 6,98,54,894 equity shares of ₹5 each, subject to approval of the shareholders and such other authorities as may be necessary. The provisions of the Companies Act, 2013, and the rules made thereunder, as amended (the "Companies Act") require the Company to seek the approval of the shareholders for sub-division of shares. The Record Date for the aforesaid sub-division of the equity shares has been fixed on 8th September 2023 in the Board Meeting held on 14th July 2023 subject to approval of the Members.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding or in the ordinary course of business.

The Board recommends the above resolutions by way of Ordinary Resolutions as set out in Item No. 6 of this Notice for approval of the members of the Company.

## Item No. 7

Presently, Clause 2: Definitions and Interpretations in the Articles of Association defines "Equity Shares" to mean the equity shares of the Company having a par value of ₹10/- (Rupees Ten only) each.

Therefore, by virtue of sub-division of equity shares and consequent alteration in Memorandum of Association the Board of Directors recommend alteration in the Clause 2: Definitions and Interpretations of the Articles of Association with the substitution as proposed in the above resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding or in the ordinary course of business.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 7 of this Notice for 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)

**Date:** 14/07/2023  
**Place:** Kolkata

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

# NOTICE OF 10TH ANNUAL GENERAL MEETING

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE TENTH ANNUAL GENERAL MEETING

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

<b>Name of the Director</b>	<b>Mr. Shreyans Surana</b>
Date of Birth	19-12-1988
Qualification and Experience	Mr. Surana a commerce graduate from the St. Xavier's College, Kolkata and a qualified Chartered Accountant as well as the Company Secretary. He has been associated with our Company since September 1, 2013. He has more than 10 years of experience including in the field of financing strategies, capital structure and administrative factions etc. Prior to joining our Company, he was associated with V. Singhi & Co. and Price Waterhouse Coopers.
Date of first appointment on the Board	01.09.2013
Shareholding in the Company as on 31.03.2023 (number)	19,44,124
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None
Terms and Conditions of appointment	Liabie to retire by rotation
Remuneration last drawn	Rs. 7,00,000 (Per Month)
Number of Board Meetings attended during F.Y. 2022-23 [out of 9(Nine) held]	9 (Nine)
Other Directorships of other Boards	1. Shreyans Creation Global Limited 2. Zedd Retails Private Limited 3. Konnect Style Retail Private Limited
Chairman/Member of the Committees of the Boards across other companies in which he is a director	None

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

Date: 14/07/2023  
 Place: Kolkata

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

### Annexure I

Statement as required under Section II(A) of Part II of the Schedule V of the Companies Act, 2013 is furnished below:

#### I. General Information:

1.	Nature of Industry:	Retail										
1.	Date or Expected Date of Commencement of Commercial Production:	Existing Company in Retail since 2013										
2.	In case of New Companies, Expected Date of Commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus	Not Applicable										
3.	Financial Performance based on given indicators:	Financial Performance as per the audited financial statements for the year ended March 31, 2023										
		<table border="1"> <tr> <td>Turnover</td> <td>₹78,790.27 Lakhs</td> </tr> <tr> <td>Profit/Loss Before Tax</td> <td>₹540.62 Lakhs</td> </tr> <tr> <td>Profit/Loss After Tax</td> <td>₹510.17 Lakhs</td> </tr> <tr> <td>Paid-up Share Capital</td> <td>₹3,492.74 Lakhs</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>₹15,865.75 Lakhs</td> </tr> </table>	Turnover	₹78,790.27 Lakhs	Profit/Loss Before Tax	₹540.62 Lakhs	Profit/Loss After Tax	₹510.17 Lakhs	Paid-up Share Capital	₹3,492.74 Lakhs	Reserves & Surplus	₹15,865.75 Lakhs
Turnover	₹78,790.27 Lakhs											
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Profit/Loss After Tax	₹510.17 Lakhs											
Paid-up Share Capital	₹3,492.74 Lakhs											
Reserves & Surplus	₹15,865.75 Lakhs											
4.	Foreign Investments or collaborations, if any:	NIL										

#### II. Information about the appointee:

- |    |   |   |
|----|---|---|
| 1. | Background Details, Recognition or Awards, Job Profile and his suitability: | Mr. Surana a commerce graduate from the St. Xavier's College, Kolkata and a qualified Chartered Accountant as well as the Company Secretary. He has been associated with our Company since September 1, 2013. He has more than 10 years of experience including in the field of financing strategies, capital structure and administrative factions etc. Prior to joining our Company, he was associated with V. Singhi & Co. and Price Waterhouse Coopers. |
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# NOTICE OF 10TH ANNUAL GENERAL MEETING

2.	Past Remuneration:	The gross remuneration paid to Mr. Shreyans Surana in the capacity of Managing Director during the past one year i.e. 2022-23 was ₹84,00,000/- (Rupees Eighty Four Lakhs Only) as salary.
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3.	Remuneration Proposed:	As stated above.
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4.	Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):	Remuneration as proposed to Mr. Surana is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.
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5.	Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:	NIL
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## II. Other Information:

1.	Reasons of inadequate profits:	The Company has a history of operating profit making in all the financial years, but company has witnessed decrease in net profit because of adoption of accounting policies in line with Indian Accounting Standards ("Ind AS").
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2.	Steps taken or proposed to be taken for improvement:	The Company is on a growth path and is expected to make more profit in future.
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3.	Expected increase in productivity and profits in measurable terms:	Management expects to have higher turnover and profit in line with the estimated budget.
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4.	Disclosures:	The remuneration packages along with the corresponding details payable to Mr. Surana has been mentioned earlier in Item no. 5 in explanatory statement which sufficiently indicates the remuneration to be paid to the Managing Director.
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# Form MGT-11

**Form No. MGT-11  
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the company</b>	Bazaar Style Retail Limited <i>(Formerly Bazaar Style Retail Private Limited)</i>
<b>Registered Office</b>	97, Andul Road, GKW Compound, Shed No.8, Howrah - 711103

<b>Name of the Member(s)</b>	
<b>Registered Office</b>	
<b>E-mail Id</b>	
<b>Folio No /Client ID</b>	
<b>DP ID*</b>	

I/We , being the holder(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

<b>Name :</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature , or failing him</b>	

<b>Name :</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature , or failing him</b>	
<b>Name :</b>	
<b>Address:</b>	
<b>E-mail Id:</b>	
<b>Signature , or failing him</b>	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company to be held on Friday, 25th day of August, 2023 at 11:30 a.m. at the Registered Office of the Company at 97, Andul Road, GKW Compound, Shed No.8, Howrah - 711103 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description	FOR	AGAINST
<b>Ordinary Business:</b>			
1.	To consider and adopt Audited Financial Statements and Director's Report for the Financial Year ended March 31, 2023		



# Form MGT-11

2.	To re-appoint Mr. Shreyans Surana (DIN: 02559280), who retires by rotation and being eligible, offers himself for re-appointment as a director		
3.	To consider re-appointment of Statutory Auditors of the Company for consecutive term of five financial years		
<b>Special Business:</b>			
4.	To increase and approval of overall limit of managerial remuneration to all the Executive Directors of the Company		
5.	To increase and approval of limit of managerial remuneration of Mr. Shreyans Surana (DIN: 02559280), Managing Director of the Company		
6.	To consider sub-division of equity shares and consequent alteration in Memorandum of Association		
7.	To consider alteration in Articles of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamps

## Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered & Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. A Proxy need not be a member of the Company.
5. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
7. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
10. Undated proxy form will not be considered valid.
11. Please complete all details including details of member(s) in above box before submission.

*\*Applicable for Investors holding shares in demat form.*

# ATTENDANCE SLIP

## ATTENDANCE SLIP

10th Annual General Meeting for the Financial Year 2022-23

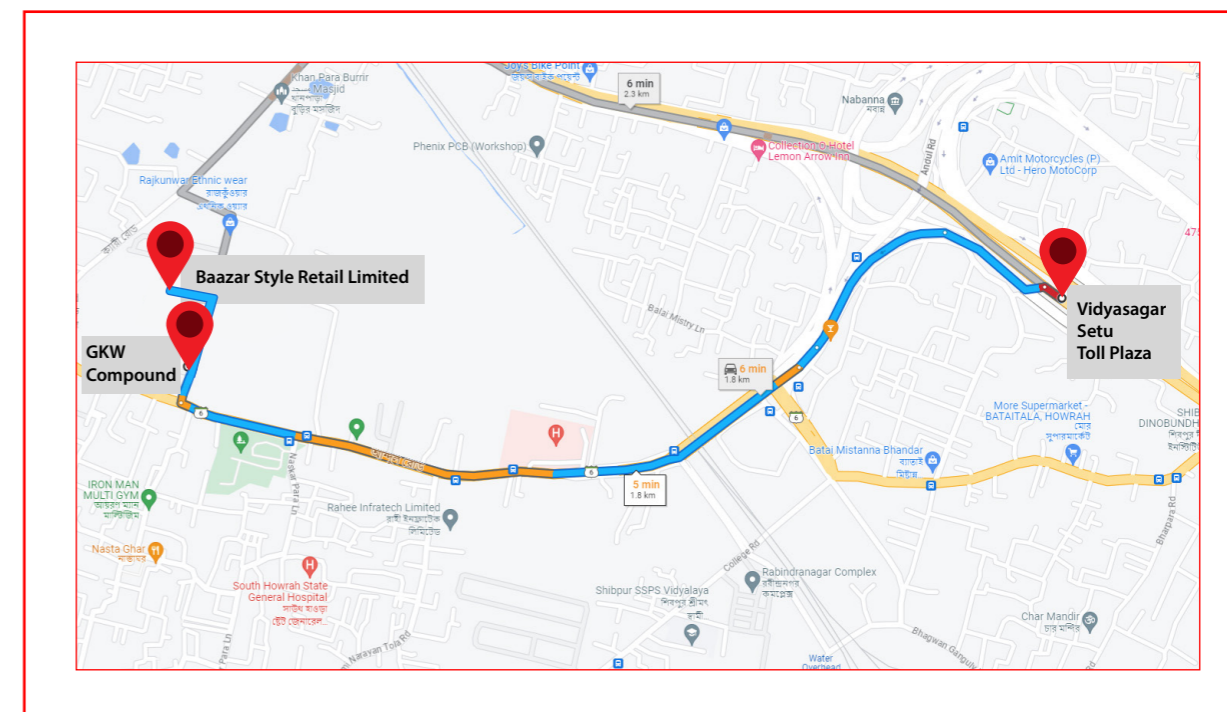
NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NUMBER/ DP ID & CLIENT ID	
SHAREHOLDER/PROXY/AUTHORISED REPRESENTATIVE	

I hereby record my presence at the 10th Annual General Meeting of the Company for the Financial Year 2022-23 being held on Friday, 25th August 2023 at 11:30 A.M. at 97, Andul Road, GKW Compound, Shed No. 8, Howrah, West Bengal - 711103.

Signature of Holder/Proxy/Authorised Signatory

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

## ROUTE MAP OF 10TH ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2022-23



### Venue of the 10th Annual General Meeting for the Financial Year 2022-23

Registered Office of Bazaar Style Retail Limited:  
97, Andul Road, GKW Compound,  
Shed No. 8, Howrah, West Bengal – 711103



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