

BOOKER INDIA LIMITED

**Registered office: C-60/G Block, Trent House, BKC, Near Citi Bank,
Bandra (East), Mumbai 400051**

**CIN: U74999MH2008PLC178657; Telephone: +91 22 6700 9000; Website:
www.bookerindia.net**

NOTICE is hereby given that the **FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2025-26** of the members of **BOOKER INDIA LIMITED** will be held on Monday, 18th August 2025 at 3:00 p.m. (IST) at Trent House, G Block, Plot No. C-60, Bandra Kurla Complex, Bandra East, Mumbai 400 051 to transact the following special business:

Item No. 1

Approval for alteration of the main objects clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules made thereunder and the provisions of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded for adding the following clause after the existing clause 1 in the main objects clause III(A) of the Memorandum of Association of the Company:

“1A. To provide warehouse/ office/ shops/ commercial units management services and to provide comprehensive technical consultancy and management services to manage and operate retail operations, outlet and also provide assistance and consultancy to administrations, organizations, undertakings, institutions, industry and business and to conduct research on ideal locations and cities for opening of new retail outlets or commercial establishments and prepare strategy reports, execute agreements with Developers or Builders, to undertake property and site identification, site development studies and feasibility reports, negotiation with property owners, provide legal assistance for execution of agreements, provide site preliminary planning, designing and drawings and identifying the amenities to be provided by the developers for the site, assisting in preparation of budgets for the site and arranging for the project finance, construction management, assist for statutory registrations, procurement of security personnel and making arrangements for lodging and boarding of personnel recruited on the site, provide end to end project management services including fit out of stores, fit out of retail stores and other commercial establishments including fit out for energy and power supply and procurement of electrical equipments and carpentry equipments as also interior designing and decorations, conduct measurement survey of the site and post site development activities including appointment of cleaning agencies, testing of all equipments, preparation of asset catalogues, submission of defect lists based on the survey and finalising the drawings, providing energy and power management and providing maintenance facilities, surveying all the contractors measurements and verifying assets put in the store, accounting facilities for settling of vendors and contractors bills, establishment of betterment services for such business and to carry on in India or abroad either alone or jointly in Partnership, Collaboration, or any other method of business arrangements with any other Firms, Persons or Companies in India and abroad the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and shades, roads, bridges, channels, culverts and to act as architect, designers, contractors, subcontractors, for all types of constructions and developments work for private sector, government departments, semi-government departments and to construct or take on lease warehouses/ offices/ shops/

commercial units and to develop the sites, plots and commercial establishments and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, building, multistories, or work for every descriptions on any land of the company or upon other land or property and to pull down rebuild, enlarge, alter, improve, renovate or refurbish existing houses, buildings, or work thereon and to engage in purchase and sale of houses and plots free hold or other house property, building, or lands or interests therein, household articles and other products of other companies in installments, network scheme or otherwise and to act as commission agent or otherwise and to offer various types of incentives, schemes from time to time either directly or in collaboration with any other individuals, firms, bodies corporate in India or else where or the business of land agent and work of all other related varieties and description including project management consultancy or to carry on business as advisors and consultants relating to administration, organization, finance, personnel, preparation and maintenance of accounting and also sourcing of retail and commercial operations and real estate for retailers and other commercial establishments including but not limited to public and private parks, gardens and zoos, amusement and water parks, recreation clubs, resorts, hotels, motels, pubs, lounges, coffee shops/bars, restaurants, commercial complexes, shopping arcades, shopping malls, multiplexes, theatres, warehouses.”

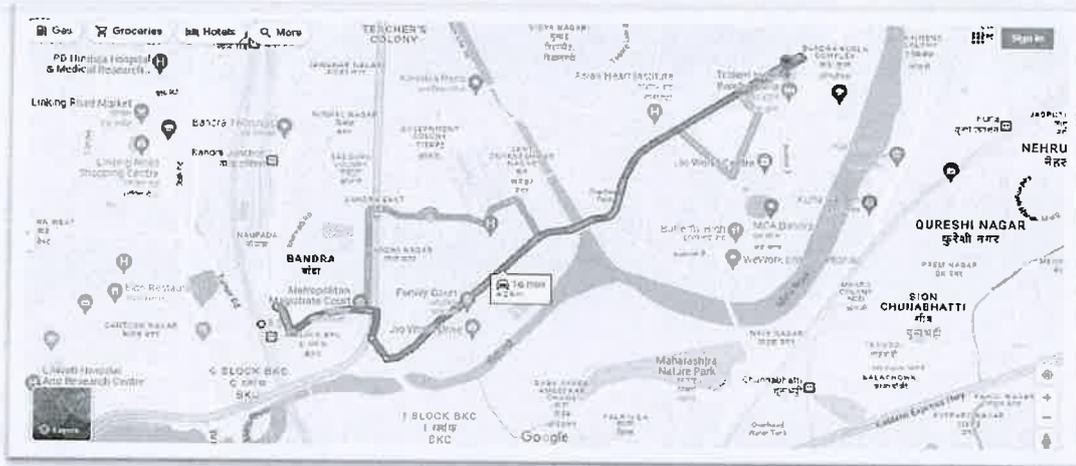
RESOLVED FURTHER THAT any Director of the Company or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to execute all such deeds, documents and writings as may be deemed necessary, seek requisite approvals, file necessary documents with the Registrar of Companies / Ministry of Corporate Affairs and other concerned authority(ies), modify the objects clause as may be directed by any authority and do all such acts, deeds and things as may be necessary, without being required to seek any further consent or approval of the members, to give effect to this Resolution.”

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business set out in Item No. 1 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies must be supported by appropriate resolutions. In case a proxy is proposed to be appointed by a Member 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. A proxy form for the meeting is enclosed.
3. Members, Proxies and Authorized Representative are requested to bring to the meeting – the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their Folio No./ DP ID Client ID.
4. Corporate Members of the Company are entitled to appoint their authorized representatives to attend and vote at the meetings pursuant to Section 113 of the Companies Act, 2013

5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services.

6. Route Map of the venue:



By Order of the Board of Directors,


Noyonika Fernandes
Company Secretary
Membership No. A66861

Place: Mumbai
Date: 25th July 2025

Registered office Address:
C/60 G-Block, Trent House, BKC, Near Citi Bank
Bandra (East), Mumbai – 400 051

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

Item no. 1

Approval for alteration of the main objects clause of the Memorandum of Association of the Company

The Company proposes to enter into a new line of business of providing warehousing and logistics services. Any change in the objects clause of the Company as specified in the Memorandum of Association of the Company requires approval of the Shareholders vide a Special Resolution and approval of the Registrar of Companies.

In order to facilitate the new business, it is proposed to alter the main objects clause III(A) of the Memorandum of Association of the Company as mentioned in the resolution.

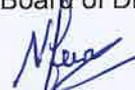
The proposed alteration of the main objects clause of the Memorandum of Association of the Company requires approval of the shareholders by way of a Special Resolution.

Copy of the amended Memorandum of Association of the Company as proposed under the Item No. 1 shall be available for inspection at the Registered Office of the Company during the business hours and at the Extra Ordinary General Meeting.

The Special Resolution at Item 1 is recommended by the Board of Directors for approval by the Members.

None of the Directors, key managerial personnel or their respective relatives are concerned or interested in the above resolution.

By Order of the Board of Directors,



Noyonika Fernandes
Company Secretary
Membership No. A66861

Place: Mumbai

Date: 25th July 2025

Registered office Address:

C/60 G-Block, Trent House, BKC, Near Citi Bank
Bandra (East), Mumbai – 400 051

BOOKER INDIA LIMITED

Corporate Identification No. (CIN) – **U74999MH2008PLC178657**,

Registered Office: C/60 G-Block, Trent House, BKC, Near Citi Bank Bandra (East), Mumbai 400051

ATTENDANCE SLIP

FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2025-26 ON MONDAY, 18TH

AUGUST 2025 AT 3.00 P.M. IST at

Trent House, G Block, Plot No. C-60, Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Folio No. _____ DP ID No. _____ Client ID No. _____
Name of the Member _____
Signature _____
Name of the Proxyholder _____
Signature _____

1. Only Member/Proxyholder can attend the meeting
2. Member/Proxyholder should bring his/her copy of the Notice for reference at the Meeting.

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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client Id No. : _____ DP ID No. _____

I / We, being the member(s) of _____ Shares of Booker India Limited, hereby appoint

1. Name: _____ E-mail Id: _____
Address: _____
_____ Signature _____ or failing him

2. Name: _____ E-mail Id: _____
Address: _____
_____ Signature _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____

_____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on **Monday, 18th August 2025 at 3.00 p.m. IST at** Trent House, G Block, Plot No. C-60, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and at any adjournment thereof in respect of such resolution as indicated below:

Special Business:

1. Approval for alteration of the main objects clause of the Memorandum of Association of the Company

Signed this _____ day of _____ 2025



Signature of shareholder _____ Signature of
Proxyholder(s) _____

- Notes:
1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.