

BOOKER INDIA LIMITED

*Registered office: 2nd Floor, Taj Building, 210 Dr. D.N. Road, Fort, Mumbai – 400001
CIN: U74999MH2008PLC178657; Telephone: +91 22 6883 0900; Website: www.bookerindia.net*

NOTICE is hereby given that the **FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2023-24** of the members of **BOOKER INDIA LIMITED** will be held on Friday, 19th May 2023 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 rights issue of Equity shares

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

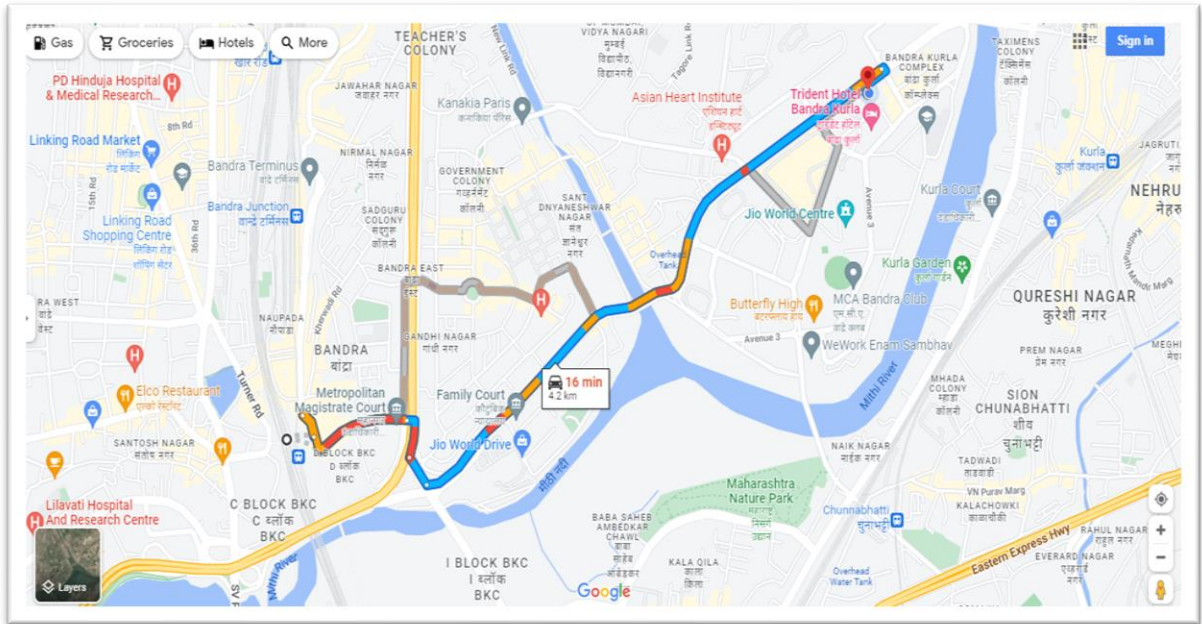
"RESOLVED THAT pursuant to the provisions of Section 62(1)(a) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) read with the rules made thereunder, as may be amended from time to time, and the enabling provisions in the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 (including any amendment thereto or re-enactment thereof), the notification and circulars as issued by Reserve Bank of India and subject to all such approvals, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot up to 6,77,11,098 equity shares of ₹ 5/- each of the Company at par, aggregating to ₹ 33,85,55,490/- (Rupees Thirty Three Crores Eight Five Lakhs Fifty Five Thousand Four Hundred Ninety only) to the existing equity shareholders on a right basis in ratio of 2 equity shares for every 13 equity shares held, in one or more tranches, ranking pari pau with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the rights ratio and rights entitlements (including rounding off of fraction or ignoring the same), timing of the offer and various other matters in respect thereof and to settle any question, difficulty or doubt that may arise in regards to issue, offer and allotment and to do all acts, deeds and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of 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,

Swapnil Hasabnis
Company Secretary
Membership No. A48976

Place: Mumbai

Date: 24th April 2023

Registered office Address:

2nd Floor, Taj Building, 210 Dr. D.N. Road,

Fort, Mumbai – 400001

CIN: U74999MH2008PLC178657

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

Item no. 1

Approval for rights issue of Equity shares

In order to meet the working capital requirements, general corporate purposes etc. it is proposed to raise funds through issuance of equity shares up to an amount not exceeding ₹ 33,85,55,490/- in aggregate.

The Board of Directors at its meeting held on 24th April 2023 approved offering equity shares of ₹ 5/- each of the Company at par to the existing equity shareholders on right basis in ratio of 2 equity shares for every 13 equity shares held. The consent of shareholders for the said issue of equity shares is required pursuant to the Articles of Association of the Company

The Board commends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 1 of the accompanying Notice.

By Order of the Board of Directors,



Swapnil Hasabnis
Company Secretary
Membership No. A48976

Place: Mumbai

Date: 24th April 2023

Registered office Address:

2nd Floor, Taj Building, 210 Dr. D.N. Road,
Fort, Mumbai – 400001

CIN: U74999MH2008PLC178657

ATTENDANCE SLIP

FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2023-24 ON FRIDAY, 19th MAY 2023 AT 3.00 P.M.
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 _____
Signature _____	Member _____	_____
Name _____	of _____	the _____
Signature _____	Proxyholder _____	_____

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

PROXY FORM



(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : -----

Registered address : -----

E-mail Id : -----

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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 -----

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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 **Friday, 19th May 2023 at 3.00 p.m.** 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 resolutions as are indicated below:

Special Business:

1. Approval for rights issue of equity shares

Signed this ----- day of ----- 2023

Affix Revenue Stamp

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.