

# **BOOKER INDIA LIMITED**

*(formerly Booker India Private Limited)*

*Registered office: 2<sup>nd</sup> Floor, Taj Building, 210 Dr. D.N. Road, Fort, Mumbai – 400001*

*CIN: U74999MH2008PLC178657; Telephone: +91 22 6883 0900; Website:*

*www.bookerindia.net*

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**NOTICE** is hereby given that the **FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2021-22** of the members of **BOOKER INDIA LIMITED** (formerly Booker India Private Limited) will be held on Wednesday, 28<sup>th</sup> April 2021 at 5.45 p.m. IST through Video Conferencing via Microsoft Teams to transact the following special businesses:

## **Item No. 1**

### **Approval for increase in Authorized Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, the Authorized Share Capital of the Company be and is hereby increased from ₹ 390,00,00,000/- (Rupees Three Hundred and Ninety Crores only) divided into 39,00,00,000 (Thirty Nine Crores only) equity shares of ₹ 10/- each to ₹ 442,00,00,000/- (Rupees Four Hundred and Forty Two Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) equity shares of ₹ 10/- each, by creation of additional 5,20,00,000 (Five Crores Twenty Lakh) equity shares of ₹ 10/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be substituted by the following:

V. The Authorized Share Capital of the Company is ₹ 442,00,00,000/- (Rupees Four Hundred and Forty Two Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) equity shares of ₹ 10/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.”

## **Item No. 2**

### **Approval for rights issue of 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 Companies (Share Capital and Debentures) Rules, 2014 and all other relevant Rules, 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 upto 8,80,24,428 equity shares of ₹ 10/- each at par aggregating to ₹ 88,02,44,280/- to the existing equity shareholders on right basis.

RESOLVED FURTHER THAT the said equity shares to be issued and/ or allotted, shall be subject to the terms of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to determine 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 businesses set out above is annexed hereto.
2. Due to Covid-19 related circumstances and unavoidable reasons, the Extra Ordinary General Meeting (EGM) is scheduled to be held through Video Conferencing via Microsoft Teams (electronic means). The framework provided by the Ministry of Corporate Affairs vide its circulars dated 8<sup>th</sup> April 2020,

13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020 and 31<sup>st</sup> December 2020 for conducting general meetings due to Covid-19 related circumstances, read with relevant guidelines / clarifications issued on Secretarial Standards on General Meetings, are followed for the EGM.

3. Members are requested to participate in the EGM through electronic means. Since the email addresses of all the shareholders are registered with the Company / Depository Participants, the Notice of the EGM and the link to attend the EGM is being sent by e-mail to all the shareholders. A copy of the notice is also displayed on the website of the Company at [www.bookerindia.net](http://www.bookerindia.net).
4. For participating in the EGM, the shareholders are requested to click on the link being sent on the e-mail address. The link will then automatically open in the web browser or on Microsoft Teams app and you can join the EGM.
5. The facility to join the EGM through electronic means shall open from 5.30 p.m. IST on 28<sup>th</sup> April 2021.
6. In case of any clarification or assistance or query related to the EGM including participation, before or during the Meeting, the Members may contact Mr. Swapnil Hasabnis, Company Secretary at [swapnil.hasabnis@booker.asia](mailto:swapnil.hasabnis@booker.asia) or call on 022-67008090. The designated e-mail address of the Company for the EGM is [swapnil.hasabnis@booker.asia](mailto:swapnil.hasabnis@booker.asia)
7. All the Members participating in the EGM will be allowed to pose questions concurrently at the Meeting or alternatively they can submit their questions in advance on the designated e-mail address of the Company, as mentioned aforesaid.
8. Attendance of members through electronic means shall be counted for the purpose of reckoning the quorum for the EGM.
9. Since the EGM is conducted through electronic means, the facility of appointment of proxies by members is not available. However, Corporate Members of the Company are entitled to appoint their authorized representative to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013. Corporate members are requested to send a certified copy of board resolution through e-mail at [swapnil.hasabnis@booker.asia](mailto:swapnil.hasabnis@booker.asia) authorizing their representative to attend and vote on their behalf at the EGM.
10. At the EGM, in case poll on any item is required, the members shall cast their votes only by sending e-mails through their e-mail addresses which are registered with the Depository Participants. The said emails should be sent only to the aforementioned designated e-mail address of the Company.

11. In case of joint holders participating at the EGM, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
12. 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.

By Order of the Board of Directors,



Swapnil Hasabnis  
Company Secretary  
Membership No. A48976

Place: Mumbai

Date: 22<sup>nd</sup> April 2021

Registered office Address:

2<sup>nd</sup> 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**

#### **Increase in Authorized Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company**

The existing Authorized Share Capital of the Company is ₹ 390,00,00,000/- (Rupees Three Hundred and Ninety Crores only) divided into 39,00,00,000 (Thirty Nine Crores only) equity shares of ₹ 10/- each.

In order to facilitate the Company to issue shares as and when felt necessary for expansion of the business, it is proposed to increase the Authorized Share Capital of the Company and consequently make appropriate alterations to the Capital Clause of the Memorandum of Association of the Company to reflect the changes in the Authorized Share Capital of the Company, subject to approval of the Shareholders of the Company.

In order to facilitate the aforesaid it is proposed to increase the Authorized Share Capital of the Company to ₹ 442,00,00,000/- (Rupees Four Hundred and Forty Two Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) equity shares of ₹ 10/- each, by creation of additional 5,20,00,000 (Five Crores Twenty Lakh) equity shares of ₹ 10/- each, as indicated in the Resolution at Item no. 1 set forth in the Notice.

Consequently, it is also proposed to make appropriate alterations to the Capital Clause of the Memorandum of Association of the Company to reflect the changes in the Authorized Share Capital of the Company.

The proposed increase in authorized share capital and consequent alteration to Clause V (Capital Clause) of the Memorandum of Association of the Company requires approval of the members pursuant to Section 13 and 61 of the Companies Act, 2013 and the Articles of Association of the Company.

The existing and the proposed Memorandum of Association of the Company authenticated by the Company Secretary, are available for inspection to the members through electronic mode during working hours up to the date of the Extra Ordinary General Meeting and will also be available for inspection through electronic mode during the meeting. The members can request for the same at the designated email address mentioned in the Notes to the Notice of the Meeting.

None of the directors, key managerial personnel or their relatives are concerned or interested in the Resolution set forth at Item no. 1 in the Notice. The Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members.

## **Item no. 2**

### **Approval for rights issue of shares**

In order to meet business expansion plan, working capital requirements and general corporate purposes etc. it is proposed to offer, issue and allot further equity shares to the existing shareholders.

The Board of Directors at its meeting held on 22<sup>nd</sup> April 2021 approved offering additional equity shares of ₹ 10/- each at par to the existing equity shareholders on right basis as set out in the resolution mentioned at Item 2 of the Notice. The consent of shareholders for the said issue of equity shares is required pursuant to the Articles of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company is open for inspection by the Members through electronic mode. The members can request for the same at the designated e-mail address mentioned in the Notes to the Notice.

The Board commends the Special Resolution at Item No. 2 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. 2 of the accompanying Notice.

By Order of the Board of Directors,



Swapnil Hasabnis  
Company Secretary  
Membership No. A48976

Place: Mumbai

Date: 22<sup>nd</sup> April 2021

Registered office Address:

2<sup>nd</sup> Floor, Taj Building, 210 Dr. D.N. Road,  
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