

BOOKER INDIA LIMITED

(formerly Booker India Private 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 **SECOND EXTRA ORDINARY GENERAL MEETING FOR FY 2021-22** of the members of **BOOKER INDIA LIMITED** (formerly Booker India Private Limited) will be held on Friday, 29th October 2021 at 1 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 ₹ 442,00,00,000/- (Rupees Four Hundred and Forty Two Crores only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh only) equity shares of ₹ 10/- each to ₹ 466,00,00,000/- (Rupees Four Hundred and Sixty Six Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) Equity Shares of ₹ 10/- each and 4,80,00,000 (Four Crores Eighty Lakhs) Compulsorily Convertible Preference Shares of ₹ 5/- each, by creation of additional 4,80,00,000 (Four Crores Eighty Lakhs) Compulsorily Convertible Preference Shares of ₹ 5/- 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 ₹ 466,00,00,000/- (Rupees Four Hundred and Sixty Six Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) Equity Shares of ₹ 10/- each and 4,80,00,000 (Four Crores Eighty Lakhs) Compulsorily Convertible Preference Shares of ₹ 5/- 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 Preference 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 55, 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 4,79,34,095 Compulsorily Convertible Preference Shares (CCPS) of ₹ 5/- each of the Company at par, aggregating to ₹ 23,96,70,475 /- to the existing equity shareholders on right basis in ratio of 11 CCPS for every 101 equity shares held.

RESOLVED FURTHER THAT the CCPS be issued on the following terms:

- a. The CCPS shall have a face value of ₹ 5/- each.
- b. The CCPS shall carry a preferential right of dividend at 0.001 % p.a.
- c. The CCPS shall be entitled to dividend or repayment of capital in priority to the equity shares of the Company.
- d. The holders of CCPS shall be entitled to the surplus funds in priority to the equity shares of the Company.
- e. The holders of CCPS shall be entitled to surplus assets and profits, on winding-up which may remain after the entire capital has been repaid to the extent of its shareholding in the issued and paid-up share capital of the Company calculated on a fully diluted basis
- f. Dividends shall be payable on the CCPS on a non-cumulative basis.
- g. Each CCPS shall be compulsorily convertible into one equity share at the price of ₹ 5/- per share on the expiry of 3 (three) years from the date of allotment of CCPS.
- h. Upon conversion the equity shares issued to such holders shall rank pari passu in all respect with other equity shares of the Company
- i. The CCPS shall have voting rights as per the provisions of the Companies Act, 2013.
- j. The CCPS shall not be redeemed in any event.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the terms of the issue, 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 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 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020 and 23rd June 2021 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.
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 12.45 p.m. IST on 29th October 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 or call on 022-67008090. The designated e-mail address of the Company for the EGM is 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 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: 22nd October 2021

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

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 ₹ 442,00,00,000/- (Rupees Four Hundred and Forty Two Crores only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh 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, meet working capital requirement, for general corporate purposes etc. 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 ₹ 466,00,00,000/- (Rupees Four Hundred and Sixty Six Crores Only) divided into 44,20,00,000 (Forty Four Crores Twenty Lakh) Equity Shares of ₹ 10/- each and 4,80,00,000 (Four Crores Eighty Lakhs) Compulsorily Convertible Preference Shares of ₹ 5/- each, by creation of additional 4,80,00,000 (Four Crores Eighty Lakhs) Compulsorily Convertible Preference Shares of ₹ 5/- 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 Preference shares

In order to meet business expansion plan, working capital requirements, general corporate purposes etc. it is proposed to offer, issue and allot Compulsorily Convertible Preference Shares (CCPS) to the existing shareholders.

The Board of Directors at its meeting held on 22nd October 2021 approved offering CCPS of ₹ 5/- each of the Company at par to the existing equity shareholders on right basis in ratio of 11 CCPS for every 101 equity shares held. The consent of shareholders for the said issue of CCPS is required pursuant to the Articles of Association of the Company and in accordance with the provisions of Section 55 of the Companies Act, 2013 read with the rules framed thereunder.

Statement of Disclosures pursuant to Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014:

1. The size of the issue and number of preference shares to be issued and nominal value of each share:

It is proposed to issue upto 4,79,34,095 Compulsorily Convertible Preference Shares (CCPS) of ₹ 5/- each of the Company at par, aggregating to ₹ 23,96,70,475 /- to the existing equity shareholders on a right basis in ratio of 11 CCPS for every 101 equity shares held.

2. The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible:

The Preference Shares shall be non – cumulative, participating and compulsorily convertible.

3. The objectives of the issue:

To meet business expansion plan, working capital requirements, general corporate purposes etc.

4. The manner of issue of shares:

Issue of CCPS on a rights basis to the existing equity shareholders in ratio of 11 CCPS for every 101 equity shares held.

5. The price at which such shares are proposed to be issued:

CCPS of ₹ 5/- each are proposed to be issued at par.

6. The basis on which the price has been arrived at:

The shares are proposed to be issued at par.

7. The terms of issue, including terms and rate of dividend on each share, etc.

The CCPS are proposed to be issued on the terms as mentioned in the resolution at item no. 2.

8. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

Each CCPS shall be compulsorily convertible into one equity share at the price of Rs. 5/- per share on the expiry of 3 (three) years from the date of allotment of the CCPS.

9. the manner and modes of redemption:

The CCPS shall not be redeemed in any event.

10. the current shareholding pattern of the company:

Name of the Shareholder	No. of Equity Shares of ₹ 10/- each	Percentage (%)
Trent Limited along with nominees	22,44,62,291	51
Tesco Overseas Investments Limited	21,56,59,854	49
Total	44,01,22,145	100

11. the expected dilution in equity share capital upon conversion of preference shares
Shareholding pattern of the Company pre and post conversion of CCPS:

Name of the shareholder	Pre Conversion		Post Conversion	
	No. of Shares of	Percentage to Capital (%)	No. of Shares of	Percentage to Capital (%)
Trent Limited along with nominees	22,44,62,291	51	23,91,47,561	51
Tesco Overseas Investments Limited	21,56,59,854	49	24,89,08,679	49
Total	44,01,22,145	100	48,80,56,240	100.00

A copy of the Memorandum 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: 22nd October 2021

Registered office Address:

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