

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 **SECOND EXTRA ORDINARY GENERAL MEETING FOR FY 2022-23** of the members of **BOOKER INDIA LIMITED** will be held on Monday, 29th August 2022 at 11.00 a.m. IST at Trent House, G Block, Plot No. C-60, Bandra Kurla Complex, Bandra East, Mumbai 400 051 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 ₹ 506,50,00,000/- divided into 44,20,00,000 Equity Shares of ₹ 10/- each and 12,90,00,000 Compulsorily Convertible Preference Shares of ₹ 5/- each to ₹ 520,50,00,000/- divided into 44,20,00,000 Equity Shares of ₹ 10/- each and 15,70,00,000 Compulsorily Convertible Preference Shares of ₹ 5/- each, by creation of additional 2,80,00,000 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 ₹ 520,50,00,000/- divided into 44,20,00,000 Equity Shares of ₹ 10/- each and 15,70,00,000 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 2,75,07,634 Series B Compulsorily Convertible Preference Shares (Series B CCPS) of ₹ 5/- each of the Company at par, aggregating to ₹ 13,75,38,170 (Rupees Thirteen Crores Seventy Five Lakhs Thirty Eight Thousand and One Hundred and Seventy only) to the existing equity shareholders on a right basis in ratio of 1 CCPS for every 16 equity shares held.

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

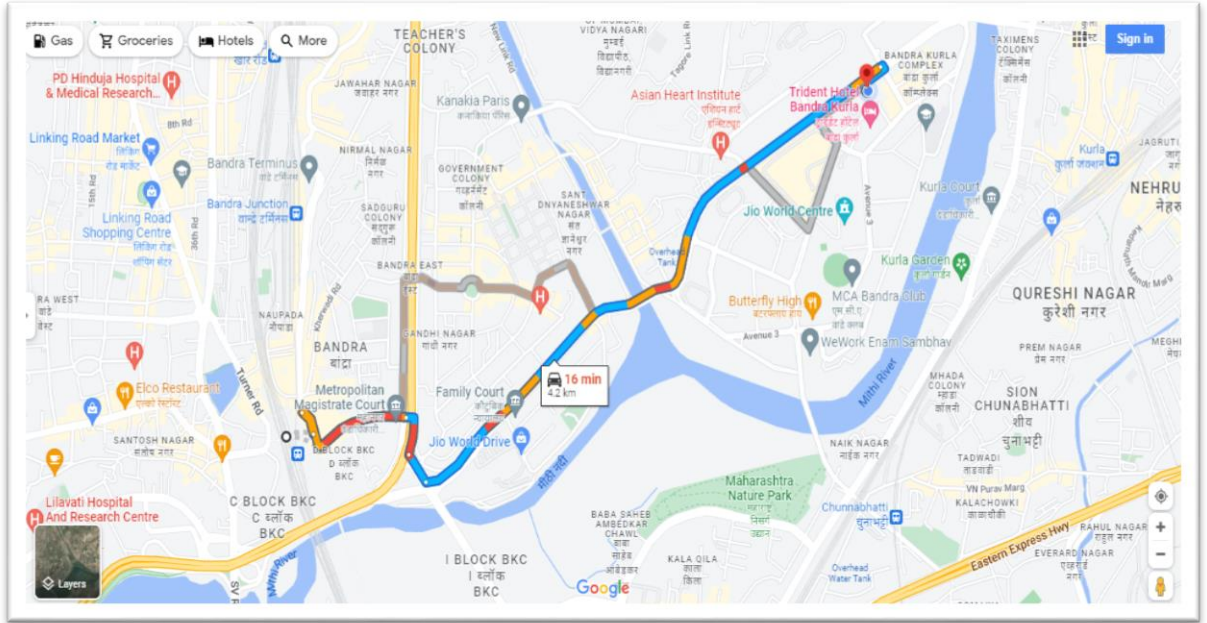
- a. The Series B CCPS shall have a face value of ₹ 5/- each.
- b. The Series B CCPS shall carry a preferential right of dividend at 0.001 % p.a.
- c. The Series B CCPS shall be entitled to dividend or repayment of capital in priority to the equity shares of the Company and shall rank pari pasu with the other preference shares of the Company.
- d. The holders of Series B CCPS shall be entitled to the surplus funds in priority to the equity shares of the Company and shall rank pari pasu with the other preference shares of the Company.
- e. The holders of Series B 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 Series B CCPS on a non-cumulative basis.
- g. Each Series B 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 Series B 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 Series B CCPS shall have voting rights as per the provisions of the Companies Act, 2013.
- j. The Series B 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 in Item No. 1 and 2 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: 8th August 2022

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 ₹ 506,50,00,000/- divided into 44,20,00,000 Equity Shares of ₹ 10/- each and 12,90,00,000 Compulsorily Convertible Preference Shares of ₹ 5/- 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 ₹ 520,50,00,000/- divided into 44,20,00,000 Equity Shares of ₹ 10/- each and 15,70,00,000 Compulsorily Convertible Preference Shares of ₹ 5/- each, by creation of additional 2,80,00,000 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 during working hours up to the date of the Extra Ordinary General Meeting and will also be available for inspection during 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 Series B Compulsorily Convertible Preference Shares (Series B CCPS) to the existing shareholders.

The Board of Directors at its meeting held on 8th August 2022 approved offering Series B CCPS of ₹ 5/- each of the Company at par to the existing equity shareholders on right basis in ratio of 1 Series B CCPS for every 16 equity shares held. The consent of shareholders for the said issue of Series B 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 2,75,07,634 Series B Compulsorily Convertible Preference Shares (Series B CCPS) of ₹ 5/- each of the Company at par, aggregating to ₹ 13,75,38,170 (Rupees Thirteen Crores Seventy Five Lakhs Thirty Eight Thousand and One Hundred and Seventy only) to the existing equity shareholders on a right basis in ratio of 1 CCPS for every 16 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 Series B CCPS on a rights basis to the existing equity shareholders in ratio of 1 CCPS for every 16 equity shares held.

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

Series B 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 Series B 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 Series B 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 Series B CCPS.

9. the manner and modes of redemption:

The Series B 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

Name of the Shareholder	No. of CCPS of ₹ 5/- each	Percentage (%)
Trent Limited	2,44,46,388	51
Tesco Overseas Investments Limited	2,34,87,707	49
Total	4,79,34,095	100

Name of the Shareholder	No. of Series A CCPS of ₹ 5/- each	Percentage (%)
Trent Limited	4,08,11,325	51
Tesco Overseas Investments Limited	3,92,10,883	49
Total	8,00,22,208	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, Series A CCPS and Series B CCPS:

Name of the shareholder	Pre Conversion		Post Conversion	
	No. of Shares	Percentage to Capital (%)	No. of Shares	Percentage to Capital (%)
Trent Limited along with nominees	22,44,62,291	51	30,37,48,897	51
Tesco Overseas Investments Limited	21,56,59,854	49	29,18,37,185	49
Total	44,01,22,145	100	59,55,86,082	100.00

A copy of the Memorandum of Association of the Company is open for inspection by the Members.

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: 8th August 2022

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 2022-23 ON MONDAY, 29th AUGUST 2022 AT 11.00 A.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 : -----

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: -----

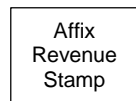
----- Signature -----

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, 29th August 2022 at 11.00 a.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 increase in Authorized Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company
2. Approval for rights issue of Preference shares

Signed this ----- day of ----- 2022



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.