

# **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](http://www.bookerindia.net)*

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**NOTICE** is hereby given that the **FIRST EXTRA ORDINARY GENERAL MEETING FOR FY 2020-21** of the members of **BOOKER INDIA LIMITED** will be held on Friday, 21<sup>st</sup> August 2020 at 5.45 p.m. through Video Conferencing via Microsoft Teams to transact the following special business:

**Approval for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate**

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modifications thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 170 Crores (Rupees One Hundred and Seventy Crores only) notwithstanding that the same may exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

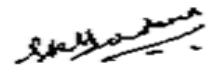
## **Notes:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business set out 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 and 15<sup>th</sup> June 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 Depository Participants, the Notice of the EGM and the link to attend the EGM is being sent by e-mail to all the shareholders.
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. on Friday, 21<sup>st</sup> August 2020.
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: 17<sup>th</sup> August 2020  
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**

**Approval for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate**

In order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make investment in other bodies corporates or grant loans, give guarantee or provide security to other persons or body corporate, as and when required.

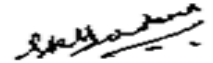
Pursuant to the provisions of section 186(3) of the Companies Act, 2013 (Act) and rules made there under, the Company needs to obtain approval of shareholders by way of a Special Resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security made or provided along with the amount of investment, loan, guarantee or security proposed to be made or provided is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of Special Resolution as contained in the notice of the Extra-Ordinary General Meeting for enhancing the said limit to an amount not exceeding ₹ 170 Crores (Rupees One Hundred and Seventy Crores only) outstanding at any time notwithstanding that the same may exceed the limits prescribed under Section 186 of the Act.

The Board recommends the Special Resolution as set out in the accompanying Notice for the approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned in the Notice.

By Order of the Board of Directors,



Swapnil Hasabnis  
Company Secretary  
Membership No. A48976

Place: Mumbai

Date: 17<sup>th</sup> August 2020

Registered office Address:

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

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