

# **BOOKER INDIA LIMITED**

**Registered office: C-60/G Block, Trent House, BKC, Near Citi Bank,  
Bandra (East), Mumbai 400051**

**CIN: U74999MH2008PLC178657; Telephone: +91 22 6700 9000; Website:  
[www.bookerindia.net](http://www.bookerindia.net)**

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**NOTICE** is hereby given that the **SECOND EXTRA ORDINARY GENERAL MEETING FOR FY 2024-25** of the members of **BOOKER INDIA LIMITED** will be held on Tuesday, 18<sup>th</sup> February 2025 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 reclassification of Authorised Share Capital of the Company and consequential alteration of the Capital Clause of the Memorandum of Association of the Company**

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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (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 provisions of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from ₹ 612,50,00,000/- (Rupees Six Hundred and Twelve Crore Fifty Lakhs only) divided into 98,40,00,000 (Ninety Eight Crores Forty Lakhs) Equity Shares of ₹ 5/- each (Rupees Five only) and 24,10,00,000 (Twenty Four Crore Ten Lakhs) Preference Shares of ₹ 5/- (Rupees Five only) to ₹ 612,50,00,000 /- (Rupees Six Hundred and Twelve Crores Fifty Lakhs only) divided into 122,50,00,000 (One Hundred and Twenty Two Crores Fifty Lakhs) Equity shares of ₹ 5/- (Rupees Five only) each.

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

V. The Authorized Share Capital of the Company is ₹ 612,50,00,000 /- (Rupees Six Hundred and Twelve Crores Fifty Lakhs only) divided into 122,50,00,000 (One Hundred and Twenty Two Crores Fifty Lakhs) Equity shares of ₹ 5/- (Rupees Five only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be considered necessary to give effect to this Resolution or any matters incidental thereto, and delegate all or any of the powers herein contained to any Director, Chief Financial Officer, Company Secretary or any other authorized representative of the Company, 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.”

## **Item No. 2**

### **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**:

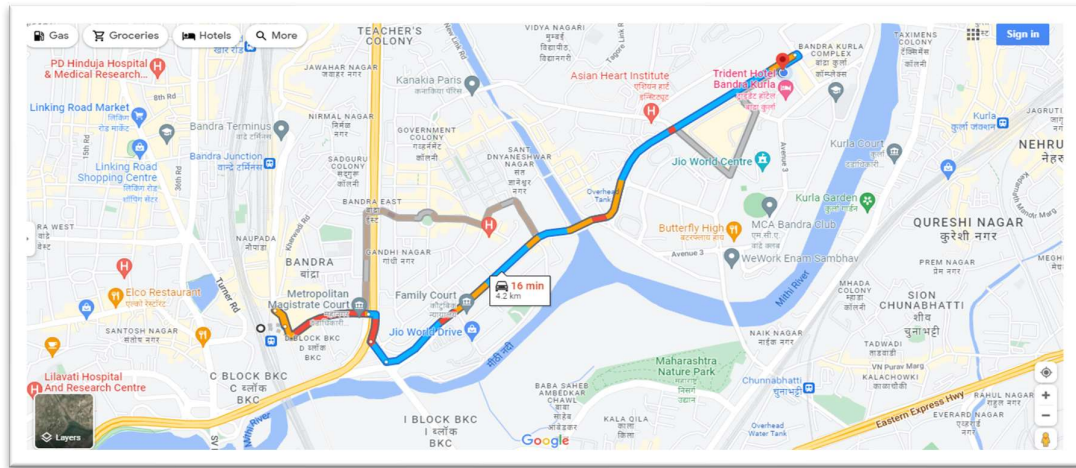
"RESOLVED THAT pursuant to the provisions of Section 62(1)(a) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) read with the rules made thereunder, as may be amended from time to time, and the enabling 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 35,58,83,811 equity shares of ₹ 5/- each of the Company at par, aggregating to ₹ 177,94,19,055/- (Rupees One Seventy-Seven crores and Ninety Four Lakhs Nineteen Thousand and Fifty Five only) to the existing equity shareholders on a right basis in ratio of 13 equity shares for every 31 equity shares held, in one or more tranches.

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, and delegate all or any of the powers herein contained to any Director, Chief Financial Officer, Company Secretary or any other authorized representative of the Company, 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 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,

*Krutika Mehta*

Krutika Mehta  
Company Secretary  
Membership No. A30513

Place: Mumbai

Date: 30<sup>th</sup> January 2025

Registered office Address:

C/60 G-Block, Trent House, BKC, Near Citi Bank  
Bandra (East), Mumbai – 400 051

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

### **Item no. 1**

#### **Reclassification of the Authorized share capital of the Company and consequential alteration of the Capital Clause of the Memorandum of Association of the Company**

In order to facilitate issue of Equity Shares of the Company, as and when required, the Board of Directors at its meeting held on 30<sup>th</sup> January 2025, has proposed reclassification of the Authorized Share Capital of the Company from ₹ 612,50,00,000/- (Rupees Six Hundred and Twelve Crore Fifty Lakhs only) divided into 98,40,00,000 (Ninety Eight Crores Forty Lakhs) Equity Shares of ₹ 5/- each (Rupees Five only) and 24,10,00,000 (Twenty Four Crore Ten Lakhs) Preference Shares of ₹ 5/- (Rupees Five only) to ₹ 612,50,00,000/- (Rupees Six Hundred and Twelve Crores Fifty Lakhs only) divided into 122,50,00,000 (One Hundred and Twenty Two Crores Fifty Lakhs) Equity shares of ₹ 5/- (Rupees Five only) each.

Consequently, the Capital Clause i.e. Clause V of the Memorandum of Association of the Company is also required to be altered suitably, as proposed under Item No. 1 of the Notice.

The proposed reclassification of the Authorized Share Capital / alteration of Capital Clause of the Memorandum of Association of the Company requires approval of the shareholders by way of a Special Resolution.

Copy of the amended Memorandum of Association of the Company as proposed under the Item No. 1 shall be available for inspection at the Registered Office of the Company during the business hours and at the Extra Ordinary General Meeting.

The Special Resolution at Item 1 is recommended by the Board of Directors for approval by the Members.

None of the Directors, key managerial personnel or their respective relatives are concerned or interested in the above resolution.

### **Item no. 2**

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

In order to meet working capital requirements and for general corporate purposes etc. it is proposed to raise funds through issuance of equity shares aggregating to ₹ 177,94,19,055/-.

The Board of Directors at its meeting held on 30<sup>th</sup> January 2025 approved offering equity shares of ₹ 5/- each of the Company at par to the existing equity shareholders on right basis in ratio of 13 equity share for every 31 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. 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,



Krutika Mehta  
Company Secretary  
Membership No. A30513

Place: Mumbai

Date: 30<sup>th</sup> January 2025

Registered office Address:

C/60 G-Block, Trent House, BKC, Near Citi Bank  
Bandra (East), Mumbai – 400 051

**BOOKER INDIA LIMITED**

Corporate Identification No. (CIN) – **U74999MH2008PLC178657**,

Registered Office: C/60 G-Block, Trent House, BKC, Near Citi Bank Bandra (East), Mumbai 400051

**ATTENDANCE SLIP**

**SECOND EXTRA ORDINARY GENERAL MEETING FOR FY 2024-25 ON TUESDAY,  
18<sup>th</sup> FEBRUARY 2025 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 Member _____
Signature _____
Name of the Proxyholder _____
Signature _____

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 Rule19 (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

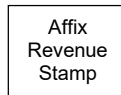
3. Name: ----- E-mail Id: -----  
Address: -----  
----- Signature -----

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 **Tuesday, 18<sup>th</sup> February 2025 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 reclassification of Authorised Share Capital of the Company and consequential alteration of the Capital Clause of the Memorandum of Association of the Company
2. Approval for rights issue of equity shares

Signed this ----- day of ----- 2025



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.