

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74999MH2008PLC178657

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADC3571B

(ii) (a) Name of the company

BOOKER INDIA LIMITED

(b) Registered office address

2nd Floor, Taj Building,
210 Dr. D.N. Road, Fort
Mumbai
Mumbai City
Maharashtra
400001

(c) *e-mail ID of the company

Krutika.Thakker@trent-tata.cor

(d) *Telephone number with STD code

02268830900

(e) Website

www.bookerindia.net

(iii) Date of Incorporation

08/02/2008

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TRENT LIMITED	L24240MH1952PLC008951	Holding	51
2	BOOKER SATNAM WHOLESAL	U51109MH2011PLC213847	Subsidiary	100
3	FIORA HYPERMARKET LIMITED	U74120MH2014PLC254507	Subsidiary	100
4	FIORA ONLINE LIMITED	U74999MH2017PLC303402	Subsidiary	75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	390,000,000	352,097,717	352,097,717	352,097,717
Total amount of equity shares (in Rupees)	3,900,000,000	3,520,977,170	3,520,977,170	3,520,977,170

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	390,000,000	352,097,717	352,097,717	352,097,717
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,900,000,000	3,520,977,170	3,520,977,170	3,520,977,170

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	352,097,717	352097717	3,520,977,1	3,520,977,	

Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	0	352,097,717	352097717	3,520,977,1	3,520,977,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *



Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,175,922,228

(ii) Net worth of the Company

1,718,425,462

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	179,569,834	51	0	
10.	Others Foreign Body Corporate	172,527,883	49	0	
	Total	352,097,717	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	7	0	7	0	0
(i) Non-Independent	0	5	0	5	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	0	7	0	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ABHIJIT SEN	00002593	Director	0	
KRISHNAMURTHY KUI	00012579	Director	0	
KALPANA VITHALDAS	00827907	Nominee director	0	
VENKATESALU PALAN	02190892	Nominee director	0	
SUMIT MITRA	06997009	Nominee director	0	
ANTONY JOHN HOGG	07845366	Nominee director	0	
SANJAY MAHESH PRA	08376572	Nominee director	0	
ZUNAID HASHIM BANC	AQAPB2559F	CEO	0	
SOUMEN BOSE	AEBPB8904R	CFO	0	
SWAPNIL KAMLAKAR	ADCPH4759E	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ABHIJIT SEN	00002593	Additional director	11/07/2020	Change in designation
KRISHNAMURTHY KUI	00012579	Additional director	11/07/2020	Change in designation
KALPANA VITHALDAS	00827907	Additional director	11/07/2020	Change in designation
VENKATESALU PALAN	02190892	Additional director	11/07/2020	Change in designation
SUMIT MITRA	06997009	Additional director	11/07/2020	Change in designation
ANTONY JOHN HOGG	07845366	Additional director	11/07/2020	Change in designation
SANJAY MAHESH PRA	08376572	Additional director	11/07/2020	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	11/07/2020	7	7	100
Extra Ordinary General Meeting	21/08/2020	7	5	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2020	7	7	100
2	30/07/2020	7	7	100
3	20/10/2020	7	6	85.71
4	19/01/2021	7	7	100
5	09/03/2021	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/04/2020	3	3	100
2	Audit Committee	30/07/2020	3	3	100
3	Audit Committee	20/10/2020	3	3	100
4	Audit Committee	19/01/2021	3	3	100
5	Nomination and Remuneration Committee	30/04/2020	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination an	20/10/2020	3	3	100
7	Nomination an	19/01/2021	3	3	100
8	Independent D	19/01/2021	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/06/2021
								(Y/N/NA)
1	ABHIJIT SEN	5	5	100	8	8	100	Yes
2	KRISHNAMURTHY	5	5	100	8	8	100	No
3	KALPANA VITTHAL	5	5	100	0	0	0	No
4	VENKATESAIAH	5	5	100	0	0	0	Yes
5	SUMIT MITRA	5	5	100	4	4	100	No
6	ANTONY JOHN	5	4	80	0	0	0	No
7	SANJAY MAHAJAN	5	4	80	3	3	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	ZUNAID HASHIM B	CEO	43,196,070	0	0	0	43,196,070

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SOUMEN BOSE	CFO	5,649,054	0	0	0	5,649,054
3	SWAPNIL KAMLAK	Company Secre	324,000	0	0	0	324,000
	Total		49,169,124	0	0	0	49,169,124

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHIJIT SEN	Independent Dir	0	0	0	650,000	650,000
2	KRISHNAMURTHY	Independent Dir	0	0	0	650,000	650,000
	Total		0	0	0	1,300,000	1,300,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mr. Mitesh Shah

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

12891

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

09

dated

19/11/2019

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sanjay Rastogi

Digitally signed by
Sanjay Rastogi
Date: 2021.08.02
09:25:26 +05'30'

DIN of the director

08376572

To be digitally signed by

SWAPNIL KAMLAHAR HASABNIS

Digitally signed by
SWAPNIL KAMLAHAR
HASABNIS
Date: 2021.07.30
13:55:10 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

48976

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach**Attach****Attach****Attach****List of attachments**

SHP - BIL - 31st March 2021.pdf
Form MGT-8_Booker India Limited_Final_S
Optional attachment - Clarification letter M0

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

BOOKER INDIA LIMITED

(formerly Booker India Private Limited)

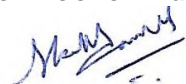
Registered office: 2nd Floor, Taj Building, 210 Dr. D.N. Road, Fort, Mumbai – 400001

CIN: U74999MH2008PLC178657; Telephone: +91 22 6883 0900; Website: www.bookerindia.net

List of Equity Shareholders of Booker India Limited as on 31st March 2021

DP ID Client ID	Name of the Shareholder	Address	No. of Shares of ₹ 10/- each	Total Amount (IN ₹)
IN300142 10734841	Tesco Overseas Investments Limited	Tesco House Shire Park Kestrel Way Welwyn Garden City UK AL7 1GA United Kingdom 111111	17,25,27,883	172,52,78,830
IN300476 41457920	Trent Limited	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	17,95,69,829	179,56,98,290
IN301549 58049083	Trent Limited jointly with Ms. Rekha Pai	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	1	10
IN301549 58049091	Trent Limited jointly with Ms. Asmita Devavrat Khanolkar	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	1	10
IN301549 58049106	Trent Limited jointly with Ms. Varsha Agarwal	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	1	10
IN301549 58051378	Trent Limited jointly with Mr. Tushar Dinesh Vora	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	1	10
IN301549 58051386	Trent Limited jointly with Mr. Ashish Kumar Sawana	Trent House, G - Block Plot No C - 60, Besides Citi Bank Bandra Kurla Complex, Bandra (E) Mumbai, Maharashtra 400051	1	10
TOTAL			35,20,97,717	352,09,77,170

For Booker India Limited



Swapnil Hasabnis
Company Secretary

Office Address: Lodha Excelus, Commercial Building, 26th Floor, Sewri-Chembur Road,
off Eastern Freeway, Wadala, Mumbai, 400037.



Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

To

The Members,

Booker India Limited

2nd Floor, Taj Building,
210 Dr. D.N. Road, Fort,
Mumbai – 400001.

I have examined the registers, records, books and papers of **Booker India Limited** (hereinafter referred as “the Company”) CIN: U74999MH2008PLC178657, having its registered office at 2nd Floor, Taj Building, 210 Dr. D.N. Road, Fort Mumbai-400001, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year under review, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. its status under the Act i.e. Public Limited Company
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and Regional Director.

however, there were no instances of filing any form with Central Government, the Tribunal or Court or other authorities;

4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the Company due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;

However, there were no resolutions passed through postal ballot during the year;

5. there were no instances of closure of Register of Members / Security holders;



6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act, wherever applicable;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. there were no instances of issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. there were no instance of keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. there was no declaration / payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act is not applicable.
11. audited financial statement are signed as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, wherever applicable;

However, there were no instances of retirement/ filling up casual vacancies of Directors or Key Managerial Personnel.

13. appointment of auditor as per the provision of section 139 of the Act;
14. the Company had to take approval from Regional Director for the conversion of a private limited company to a public limited company.

However, there were no instances where the Company had to take approvals from the Central Government, Tribunal, Court or such other authorities under the various provisions of the Act;

15. there were no instances of acceptance/ renewal/ repayment of deposits;
16. there were no instances of borrowings form its directors, members, public financial institutions, bank and others and creation/modification/satisfaction of charges in that respect.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, wherever applicable;



18. alteration of the provisions of the Memorandum of Association and Article of Association of the Company;

**For Mitesh J. Shah & Associates
Company Secretaries**


Mitesh Shah
Proprietor



**FCS No. 10070
C. P. No. 12891
UDIN: F010070C000659037**

**Date: 20 July, 2021
Place: Mumbai**

This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.



Annexure to Form MGT - 8

To
The Members,
Booker India Limited
2nd Floor, Taj Building,
210 Dr. D.N. Road, Fort,
Mumbai – 400001.

Our Certificate on the Annual Return (Form MGT - 8) of even date is to be read along with this letter.

Management's Responsibility Statement

- i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility Statement

- ii. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.


Disclaimer

- v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
- vi. The report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.



- vii. As per the **guidance provided by ICSI to members to carry out professional assignments during Covid 19 pandemic dated 04.05.2020 and 20.04.2021**, PCS may carry audit by using appropriate information technology tools like virtual data room, cloud-based servers or remote desktop access tools, also PCS can obtain electronically signed extracts of minutes or any other relevant records, wherever required after disclosing the same in his report. The Auditor places reliance on the said guidance note while giving his report. All the judgments are based on the said circular. It is to be noted that necessary disclosures will be taken from the company after the end of this lockdown.

**For Mitesh J. Shah & Associates
Company Secretaries**


Mitesh Shah
Proprietor
FCS No. 10070
C. P. No. 12891



Date: 20 July, 2021
Place: Mumbai

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

To

Registrar of Companies,
Government of India,
Ministry of Corporate Affairs,
100, Everest, Marine Drive
Mumbai- 400002

Subject: Clarification with respect to filling certain field XII (B) in E Form MGT-7 of Booker India Limited (the Company) for FY 2020-21

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(B) DETAILS OF COMPOUNDING OF OFFENCES

1. Delay in issue of share certificates

The Company had allotted 76,15,750 Equity Shares in aggregate of Rs. 10/- each to Giant Midco Limited as under

Date of allotment	No. of shares allotted	Date of issue of share Certificate	Due Date for issue of share certificate (within 2 months from allotment)
30 th October 2014	24,43,750	3 rd January 2015	31 st December 2014
4 th December 2017	51,72,000	5 th February 2018	4 th February 2018

The Company had suo-moto filed a compounding application for the aforesaid with the ROC vide SRN H90047853 of eform GNL-1 dated 16th September 2019 for the inadvertent delay in issue of share certificates as mentioned aforesaid.

In accordance with the order of the Regional Director, the Company has paid the compounding penal and filed the order of the RD with the ROC. The Compounding application is thus closed.

In order to provide complete details, the Company has selected “NIL” in the field XII(B) and attached this clarification. Details in the prescribed format are as follows:

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of Offence	_Amount of compounding (in Rupees)
Please refer note below*	Regional Director	23 rd December 2020	Section 56 read with Section 441 of the Companies Act 2013	Delay in issue of share certificates	Please refer note below*

*Note:

Sr. no.	Date of allotment of Shares	Compounding Penalty paid
1.	30 th October 2014	i. ₹ 25,000 by the Company ii. ₹ 10,000 by Mr. Zunaid Bangee (Petitioner #2) and iii. ₹ 10,000 by Mr. Soumen Bose (Petitioner #3)
2.	4 th December 2017	i. ₹ 50,000 by the Company ii. ₹ 20,000 by Mr. Zunaid Bangee (Petitioner #2) and iii. ₹ 20,000 by Mr. Soumen Bose (Petitioner #3)

2. Non-appointment of Company Secretary

Based on the paid-up share capital, the Company was required to appoint a whole time company secretary (CS) from 14th June 2011. As the Company was a Private Limited Company having limited company law compliances, limited candidates were interested in taking up the role of a whole time CS and the Company did not receive satisfactory applications for the position. Therefore, the Company took assistance of an external practicing company secretary for company law compliances.

The Company appointed a whole time CS with effect from 11th June 2019.

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off Eastern Freeway, Wadala, Mumbai, 400037.

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In the aforesaid context, the Company has suo-moto filed a compounding application with the ROC vide SRN H89989479 of eform GNL-1 dated 16th September 2019 for not appointing a CS.

The Company awaits an order on the same.

As the Company awaits the order from the respective authority, the Company is unable to fill the correct date of order and the Amount of compounding (in Rupees) in the respective table. In order to evade filling any incorrect data, the Company has selected “NIL” in the said filed. However, the complete details of the application made by the Company is provided in this clarification letter for your perusal.

3. Compounding application filed with RBI for delay in reporting

The Company had suo-moto filed an application with the RBI on 17th September 2020 for delay in issue of share certificate for 2 instances, delay in filing of advance reporting form for 10 instances and delayed submission of form FC-GPR for 13 instances.

Further to the RBI order dated 29th January 2021, the Company had paid the compounding amount of ₹ 5,26,601/- to RBI towards all the aforesaid contraventions.

The compounding application filed with RBI is thus closed.

In order to provide complete details, the Company has selected “NIL” in the field XII(B) and attached this clarification. Details in the prescribed format are as follows:

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of Offence	Amount of compounding (in Rupees)
Booker India Limited	Reserve Bank of India	29 th January 2021	Please refer note below*	Please refer note below*	₹ 5,26,601/-

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***Note:**

Contravention under Foreign Exchange Management (Transfer or Issue of Security by a Person resident outside India) Regulations 2000 for:

- Para 9(1)(A) of FEMA 20R: Delay in reporting receipt of foreign inward remittance towards subscription of equity
- Para 9(1)(B) of FEMA 20R: Delay in filing Form FC GPR to Reserve Bank after issue of shares to person resident outside India
- Para 8 of FEMA 20: Neither the equity instruments were issued, nor the money refunded to the foreign investor within 180 days from the receipt of inward remittance

For Booker India Limited



Swapnil Hasabnis
Company Secretary

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off Eastern Freeway, Wadala, Mumbai, 400037.