

Notice of 11th Annual General Meeting

NOTICE is hereby given that 11th Annual General Meeting of Bazaar Style Retail Limited (Formerly known as Bazaar Style Retail Private Limited) ("**Company**") will be held on Friday, July 19, 2024 at 11:30 A.M. at the registered office of the Company at PS Srijan Tech Park, DN-52, 12th Floor, Sector-V, North 24 Parganas, West Bengal - 700091 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of the Audited Financial Statements and Director's Report for the Financial Year ended on March 31, 2024

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2: Re-appointment of Mr. Bhagwan Prasad (DIN: 01228213), who retires by rotation and being eligible, offers himself for re-appointment as a Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Bhagwan Prasad (DIN: 01228213), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Mr. Shreyans Surana (DIN: 02559280) as Managing Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**SEBI Listing Regulations**") and in accordance with the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Shreyans Surana (DIN: 02559280), as a Managing Director for a further period of three years with effect

from March 30, 2025, liable to retire by rotation, on such terms and conditions contained in the agreement executed by and between Mr. Shreyans Surana and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this notice, with liberty to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) to vary the terms including modification in remuneration from time to time within the maximum limit approved as mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s), during the currency of tenure of Mr. Shreyans Surana as Managing Director of the Company, the mentioned remuneration as specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this notice, or any amount decided and approved by the Board from time to time, be paid to Mr. Shreyans Surana, as minimum remuneration.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the ROC in this regard, or to give full effect to the abovementioned resolutions."

Item No. 4: Adoption of new Articles of Association ("AoA") of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in relation to further amendment to the articles adopted on February 26, 2024 and pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the existing articles of association with the requirements of the observations issued by Securities and Exchange Board of India ("**SEBI**") on the draft red herring prospectus dated March 15, 2024 filed by Company with SEBI, subject to the necessary approvals required, of the Registrar of Companies, West Bengal at Kolkata ("**RoC**"), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, SEBI and/or stock exchanges in connection with listing of equity shares, the consent and approval of the shareholders of the

Company be and is hereby accorded for amendment of the existing set of Articles of Association of the Company and substitution with the amended and restated Articles of Association of the Company

RESOLVED FURTHER THAT Part II of the amended Articles of Association of the Company shall automatically stand terminated and cease to have any force and effect from the date of filing of the updated draft red herring prospectus of the Company with SEBI, without any further action by the Company or by the shareholders of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the ROC in this regard, or to give full effect to the abovementioned resolutions."

Item No. 5: Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of the borrowings

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the earlier resolution passed, if any, and pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the consent and approval of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) of the Company to create charge/mortgage/encumbrance and or hypothecate, in addition to the mortgages/charges created/ to be created by the Company in such form and in such manner and with such ranking and at such time as the Board may deem fit or to transfer, sell, lease, assign, deliver or otherwise dispose off, all or any of the present and future movable and/or immovable properties belonging to/or belong to the Company, including the whole or substantially the whole of the undertaking of the Company or of any one or more of its undertakings, if there be more than one, in favour of any Bank, NBFCs, Financial

Institution, Bodies Corporate, Mutual Funds, or any other entity or person whatsoever as prescribed under Companies Act, 2013 or as the case may be, Trustees for holders of any Debentures for securing any loan or financial accommodation granted or to be granted or Debentures issued or to be issued by or any obligation incurred or to be incurred towards such Bank, NBFCs, Financial Institution Bodies Corporate, Mutual Funds, or any other entity or person whatsoever as prescribed under Companies Act, 2013 or Trustees, as the case may be, for securing the borrowings availed/ to be availed by the Company within the borrowing limit upto an amount not exceeding the sum Rs. 175 Crores at any point of time subject to the limit as per the Section of 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution, the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute) be and is hereby authorised to finalise and execute the documents, instruments and writings for creating the mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary, desirable or expedient and to settle any question, difficulty or doubt which may arise in this regard.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the ROC in this regard, or to give full effect to the abovementioned resolutions."

By Order of the Board of Directors

For **Bazaar Style Retail Limited**
(Formerly Bazaar Style Retail Private Limited)

Abinash Singh

Chief Compliance Officer,

Company Secretary and

Head - Legal & Compliance

Place: Kolkata

Date: July 08, 2024

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) WHO ARE HOLDING, IN THE AGGREGATE, NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY AS ATTACHED WITH THE NOTICE, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**

PROXY HOLDER SHALL CARRY HIS/HER VALID IDENTITY PROOF (DRIVING LICENSE, VOTER ID CARD, PASSPORT, PAN CARD) IN ORDER TO PROVE HIS/HER IDENTITY.

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at this Annual General Meeting, is annexed herewith.
3. Corporate Members are required to send to the Chief Compliance Officer, Company Secretary and Head – Legal & Compliance a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. Route-map of the Annual General Meeting's venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
5. Information relating to the Director seeking re-appointment at the Annual General Meeting forms an integral part of the Notice. The Director have furnished the requisite declaration for his appointment.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
8. All documents referred to in the Notice along with Register of Directors & Key Managerial Personnel and their Shareholding and Register of Contracts and Arrangements in which directors

are interested are open for inspection at the registered office of the Company between 9:00A.M. to 5:00 P.M on any working day prior to the date of the meeting and will also be available at the Annual General Meeting's venue on the date of the meeting.

9. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
10. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the meeting. Members intending to require information about accounts to be explained at the meeting are requested to write to the Chief Compliance Officer, Company Secretary and Head – Legal & Compliance at abinash.singh@stylebazaar.com at least ten days in advance of the Annual General Meeting.
11. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
12. In compliance with the Companies (Prospectus and Allotment of Securities) Third Amendment Rules 2018, the Company has established dematerialization connectivity with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) and the International Securities Identification Number (ISIN) allocated to equity shares of the Company is INE01FR01028.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Shreyans Surana (DIN: 02559280), was appointed as Managing Director of the Company in the Board Meeting held on March 30, 2022 based on recommendation of the Nomination and Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 which was approved by the members in the Extraordinary General Meeting held on May 31, 2022. The tenure of Mr. Shreyans Surana as the Managing Director of the Company is to expire on March 29, 2025.

Further, on the recommendation Nomination and Remuneration committee, the Board re-appointed Mr. Shreyans Surana as Managing Director of the Company, for a further period of three years effective from March 30, 2025 and ending on March 29, 2028 subject to approval from members in the ensuing Annual General Meeting of the Company.

Pursuant to the provisions contained in Articles of Association of the Company, the tenure of office of Mr. Shreyans Surana as Managing Director of the Company shall be liable to determination by retirement of directors by rotation at the Annual General Meetings.

The Company has obtained from Shreyans Surana his consent to act as a Managing Director and also received intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

Pursuant to Para 1.2.5 of Secretarial Standard-2 on General Meetings, requisite particulars for Mr. Shreyans Surana, is given under the head Disclosures forming part of this Notice

Further pursuant to the Section 197, 198 read with Schedule V of the Companies Act, 2013, as amended, ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, as amended, ("**SEBI Listing Regulations**") and on the recommendation of Nomination and Remuneration Committee, approval of Board of Directors was given in their meeting held on June 24, 2024 that the maximum ceiling on managerial remuneration of the Managing Director should not exceed ₹3 (Three) crores annually during the currency of his above mentioned tenure as Managing Director subject to approval of the members at the ensuing Annual General Meeting of the Company.

The Company has entered into an Agreement dated June 24, 2024 with Mr. Shreyans Surana containing therein, inter alia, the remuneration and authority, power, rights and obligations of Mr. Surana during his tenure as a Managing Director of the Company. Moreover, on the recommendation of Nomination and Remuneration Committee, the Board of Directors, may approve from time to time, revision/increment in the remuneration of Mr. Shreyans Surana which may go upto the ceiling limits as approved by the members of the Company.

The details of the remuneration and perquisites as per the said Agreement payable to Mr. Shreyans Surana are as follows: -

Remuneration:

The monthly remuneration shall be ₹15 (Fifteen) lacs per month payable subject to deduction under the Income Tax Act, 1961 and rules made thereunder.

In addition to the aforesaid, the Mr. Shreyans Surana shall be entitled to the following benefits:

- i. Other Perquisite: Subject to overall ceiling on remuneration prescribed in the Companies Act, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

- ii. The Company shall reimburse conveyance expenses and such other expense incurred by the Managing Director for business purpose.

The remuneration as mentioned hereinabove may be revised by the Nomination and Remuneration Committee /Board of Directors from time to time and such revised remuneration shall not exceed ₹3 (Three) crores annually for Managing Director of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding or in the ordinary course of business.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 3 of this Notice for approval of the members of the Company.

Item No. 4

In order to undertake the proposed Offer, the articles of association of the Company (the "**Articles of Association**") will be required to conform to the requirements and directions of Securities and Exchange Board of India ("**SEBI**") and/or the relevant stock exchanges ("**Stock Exchanges**") pursuant to their respective observations issued on the draft red herring prospectus dated March 15, 2024, filed by the Company with SEBI and Stock Exchanges. The Articles of Association of the Company include two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. However, pursuant to the observations issued by SEBI, the Part II of the Articles of Association containing the special rights in accordance with the terms of the fifth shareholder's agreement dated June 7, 2022, as amended, shall automatically stand terminated and cease to have any force and effect from the date of filing of the Updated Draft Red Herring Prospectus of the Company with SEBI, without any further action by the Company or by the shareholders.

Accordingly, the Board proposes to adopt a new set of Articles of Association be placed before the shareholders that conform to the requirements and directions provided by SEBI and/or the Stock Exchanges be approved and adopted. Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the annual general meeting.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding or in the ordinary course of business.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 4 of this Notice for approval of the members of the Company.

Item No. 5

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the company and the Committee of Board shall exercise the powers with respect to creation of security through mortgage/charge or pledge or hypothecation or otherwise or through combination of all or any of the movable and immovable properties of the Company present and future and/or the whole or substantially the whole of the undertaking of the Company in any other form whatsoever for securing loans or financial accommodations only with the consent of the members of the Company by way of Special Resolutions.

The Board at its meeting held on November 21, 2022, had accorded its consent pursuant to section 179(3)(d) of the Companies Act, 2013, for borrowing money upto an amount not exceeding the sum up to Rs. 175 crores subject to the limit as per the Section 180(1)(c) of the Companies Act, 2013.

The Board, therefore, for creation of security through mortgage/ charge or pledge or hypothecation or otherwise or through combination of all or any of the movable and immovable properties of the Company present and future and/or the whole or substantially the whole of the undertaking of the Company for securing the borrowings availed/ to be availed by the Company

within the aforesaid borrowing limit recommended resolutions by way of Special Resolutions as set out in Item No . 5 of this Notice for the approval of members with respect to creation of charge/ mortgage on the assets of the company pursuant to the section 180(1)(a) of the Companies Act, 2013

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding or in the ordinary course of business.

The Board recommends the above resolutions by way of Special Resolutions as set out in Item No. 5 of this Notice for approval of the members of the Company.

By Order of the Board of Directors

For **Bazaar Style Retail Limited**
(Formerly Baazar Style Retail Private Limited)

Abinash Singh

Chief Compliance Officer,
Company Secretary and
Head - Legal & Compliance

Place: Kolkata

Date: July 08, 2024

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT IN THE ELEVENTH ANNUAL GENERAL MEETING*(Pursuant to Secretarial Standard 2 issued by Institute of Company Secretaries of India)*

Name of the Director	Mr. Bhagwan Prasad	Mr. Shreyans Surana
Date of Birth	February 16, 1970	December 19, 1988
Qualification and Experience	Bhagwan Prasad is one of the Promoters of our Company and is currently the Whole-time Director of our Company. He has completed his matriculation conducted by the Bihar School Examination Board, Patna and has been associated with our Company since April 8, 2017. He has experience in the field of operations, finance, sales and purchase activities. He is currently on the board of Skylark Retails Private Limited and Medmax Multispeciality Hospital Private Limited.	Shreyans Surana is one of the Promoters of our Company and is currently the Managing Director of our Company. He is an associate member of ICAI. He has been associated with our Company since September 1, 2013. He has experience in the field of financing strategies, capital structure and administrative factions. Prior to joining our Company, he was associated with Zedd Retails Private Limited and Shreyans Creation Global Limited and is currently on their board.
Date of first appointment on the Board	April 8, 2017	September 1, 2013
Shareholding in the Company as on 31.03.2024 (number)	44,05,142	38,88,248
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	None	None
Terms and Conditions of appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn	Rs. 10 (Ten) lacs per month	Rs. 10 (Ten) lacs per month
Number of Board Meetings attended during F.Y. 2023-24 [out of 6 (Six) held]	6 (Six)	5 (five)
Other Directorships of other Boards	1. Skylark Retails Private Limited 2. Medmax Multispeciality Hospital Private Limited	1. Konnect Style Retail Private Limited
Chairman/Member of the Committees of the Boards across other companies in which he is a director	None	None

By Order of the Board of Directors

For **Bazaar Style Retail Limited***(Formerly Bazaar Style Retail Private Limited)***Abinash Singh**

Chief Compliance Officer,

Company Secretary and

Head - Legal & Compliance

Place: Kolkata

Date: July 08, 2024

Annexure I

Statement as required under Section II(A) of Part II of the Schedule V of the Companies Act, 2013 is furnished below:

1. Nature of Industry:	Retail										
1. Date or Expected Date of Commencement of Commercial Production:	Existing Company in Retail since 2013.										
2. In case of New Companies, Expected Date of Commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus:	Not Applicable										
3. Financial Performance based on given indicators:	Financial Performance as per the audited financial statements for the year ended March 31, 2024 <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Turnover</td> <td style="text-align: right;">97,265.34 Lakhs</td> </tr> <tr> <td>Profit/Loss Before Tax</td> <td style="text-align: right;">2,927.73 Lakhs</td> </tr> <tr> <td>Profit/Loss After Tax</td> <td style="text-align: right;">2,198.71 Lakhs</td> </tr> <tr> <td>Paid-up Share Capital</td> <td style="text-align: right;">3,492.74 Lakhs</td> </tr> <tr> <td>Reserves & Surplus</td> <td style="text-align: right;">18,024.34 Lakhs</td> </tr> </table>	Turnover	97,265.34 Lakhs	Profit/Loss Before Tax	2,927.73 Lakhs	Profit/Loss After Tax	2,198.71 Lakhs	Paid-up Share Capital	3,492.74 Lakhs	Reserves & Surplus	18,024.34 Lakhs
Turnover	97,265.34 Lakhs										
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Profit/Loss After Tax	2,198.71 Lakhs										
Paid-up Share Capital	3,492.74 Lakhs										
Reserves & Surplus	18,024.34 Lakhs										
4. Foreign Investments or collaborations, if any:	NIL										

II. Information about the appointee:

1. Background Details, Recognition or Awards, Job Profile and his suitability:	Shreyans Surana is one of the Promoters of our Company and is currently the Managing Director of our Company. He is an associate member of ICAI. He has been associated with our Company since September 1, 2013. He has experience in the field of financing strategies, capital structure and administrative factions. Prior to joining our Company, he was previously associated with Zedd Retails Private Limited and Shreyans Creation Global Private Limited.
2. Past Remuneration:	The gross remuneration paid to Mr. Shreyans Surana in the capacity of Executive Director during the past one year i.e. 2023-24 was Rupees 1,11,00,000/- (Rupees One Crore Eleven Lakhs Only) as salary.
3. Remuneration Proposed:	As stated above.
4. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):	Remuneration as proposed to Mr. Surana is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.
5. Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:	NIL

III. Other Information:

1. Reasons of inadequate profits:	The Company has a history of profitability in most financial years, with the exception of a few. Notably, the Company achieved profitability during the financial year 2023-24.
2. Steps taken or proposed to be taken for improvement:	The Company is on a growth path and is expected to make profit in future.
3. Expected increase in productivity and profits in measurable terms:	Management expects to have higher turnover and profit in line with the estimated budget.
4. Disclosures:	The remuneration packages along with the corresponding details payable to Mr. Surana has been mentioned earlier in Item no. 3 in explanatory statement which sufficiently indicates the remuneration to be paid to the Managing Director.

Form No. MGT-11 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 company	Baazar Style Retail Limited (Formerly Baazar Style Retail Private Limited)
Registered Office	PS Srijan Tech Park, DN-52, 12th Floor, Street No. 11, DN Block, Sector V, Salt Lake -700091, West Bengal

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID*	

I/We, being the holder(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature, or failing him	
Name :	
Address:	
E-mail Id:	
Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the company to be held on Friday, July 19, 2024 at 11:30 a.m. at the Registered Office of the Company at PS Srijan Tech Park, DN-52, 12th Floor, Street No. 11, DN Block, Sector V, Salt Lake -700091, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	FOR	AGAINST
Ordinary Business:			
1.	Adoption of the Audited Financial Statements and Director's Report for the Financial Year ended on March 31, 2024		
2.	Re-appointment of Mr. Bhagwan Prasad (DIN: 01228213), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
Special Business:			
3.	Re-appointment of Mr. Shreyans Surana (DIN: 02559280) as Managing Director of the Company		
4.	Adoption of new Articles of Association ("AOA") of the Company		
5.	Creation of charges on the movable and immovable properties of the Company, both present and future, in respect of the borrowings		

Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy holder



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered & Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. A Proxy need not be a member of the Company.
5. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
7. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
10. Undated proxy form will not be considered valid.
11. Please complete all details including details of member(s) in above box before submission.

**Applicable for Investors holding shares in demat form.*

ATTENDANCE SLIP

11th Annual General Meeting for the Financial Year 2023-24

NAME (IN BLOCK LETTERS)

ADDRESS

REGISTERED FOLIO NUMBER/ DP ID & CLIENT ID

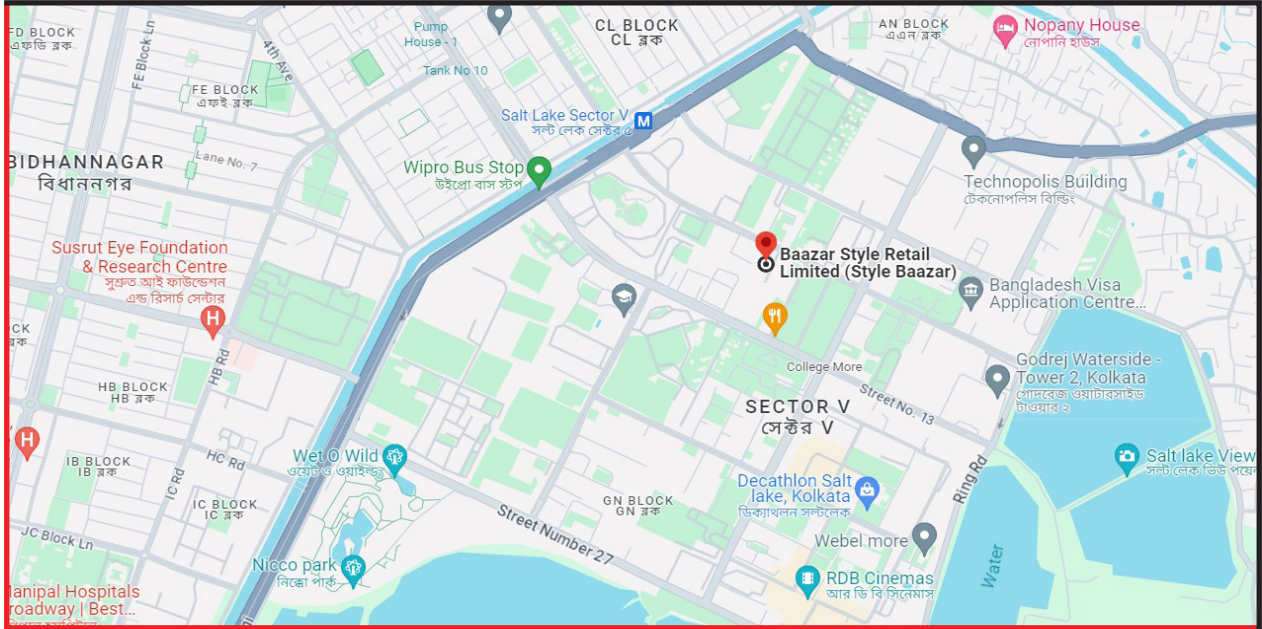
SHAREHOLDER/PROXY/AUTHORISED REPRESENTATIVE

I hereby record my presence at the 11th Annual General Meeting of the Company for the Financial Year 2023 24 being held on Friday, July 19, 2024 at 11:30 A.M. at the registered office of the Company at PS Srijan Tech Park, DN-52, 12th Floor, Street No. 11, DN Block, Sector V, Salt Lake -700091, West Bengal.

Signature of Holder/Proxy/Authorised Signatory

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map of 11th Annual General Meeting for the Financial Year 2023-24



Venue of the 11th Annual General Meeting for the Financial Year 2023-24

Registered Office of Baazar Style Retail Limited:

PS Srijan Tech Park, DN-52, 12th Floor, Street No. 11,

DN Block, Sector V, Salt Lake -700091, West Bengal