

Mayasheel Retail India Limited

(Formerly Known as Mayasheel Retail LLP)

CIN : U52599DL2018PLC333450

Registered office: 5709, Gali No 6, Subhash Mohalla, Gandhi Nagar New Delhi-110031

Website: www.bazarindia.co.in

E-mail: admin@bazarindia.co.in

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

To,
The Member(s),
Mayasheel Retail India Limited
(Formerly Known as Mayasheel Retail LLP)

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Member M/s. **Mayasheel Retail India Limited** (Formerly Known as Mayasheel Retail LLP) (“the Company”) will be held on Monday, 11th day of June, 2018 at 01:00 p.m. at Corporate Office of the Company situated at **Plot No. 88, Sector-35, Beganpur Khatola, Gurugram-122001 (Haryana)** to transact the following business:

SPECIAL BUSINESS:

1. To approve of Borrowing limit for the business of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association (“AOA”) of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to borrow all such sums of money for and on behalf of the company, from time to time, at its discretion, with or without security, and upon such terms and conditions such as interest, repayment or otherwise as the Board may think fit, for the purpose of business of the Company, as and when required, from, including without limitation, any bank and/or Indian and foreign financial institution and/or non-banking financial companies and/or foreign lender and/or any other persons, body corporate, firms, entities and/or authorities etc. (hereinafter referred together as “LENDER”) notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital, free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed a sum of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

2. To approve creation of charge/mortgage/security on the assets of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association (“AOA”) of the Company and subject to such approvals, consents, sanctions and permissions, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board) for creation of charge, mortgage, pledge, hypothecation, lien, securities in addition or supplemental to existing charges, mortgages, pledges, hypothecations, lien, securities created by the Company, in such form and manner and with such ranking, as on priority whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may think fit in its absolute discretion, on all or any Company’s receivable, assets and properties including the movable and /or immovable properties/assets, both tangible or intangible, wherever situated, present and future, whether presently belonging to the Company or not (hereinafter referred together as “Property”), and/ or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever and/or creating a floating charge in all, as the case may be in favour of banks, non-banking financial companies, financial/Investment institutions, Insurance Companies and any lending agencies or bodies, corporates, persons, trustees, agents (hereinafter referred together as “Lender”) for the purpose of securing of any borrowings, loans and/or advances, credit facilities and financial assistance already availed or to be availed by the Company, from time to time, provided that the aggregate indebtedness secured on the assets of the Company does not exceed Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, settle, and execute such documents, deeds, writings, papers, agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, appropriate or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

Date: 02nd June, 2018

Place: Gurugram

Registered office: 5709, Gali No 6,
Subhash Mohalla, Gandhi Nagar New
Delhi-110031

Corporate office: Plot No. 88, Sector-
35, Beganpur Khatola, Gurugram-
122001 (Haryana)

By order of the Board of Directors

Mayasheel Retail India Limited

(Formerly known as Mayasheel Retail LLP)

Sd/-

(Atul Garg)
DIN: 07024683
Director

Notes:

1. The Explanatory Statement for the proposed special business pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”) setting out material facts is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THERE IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PERSON PROPOSED TO BE APPOINTED AS A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
4. All Proxy-holder should carry their Identity Card at the time of attending the Meeting.
5. Attendance slip, proxy form and route map of the venue of the Meeting are annexed hereto.
6. Proxy’s registers shall open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting. Inspection shall be allowed between 9 a.m. and 6 p.m.
7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. The Members/Proxies should fill the Attendance Slip for attending the meeting.
9. All documents referred to in the notice are open for inspection at the registered office of the Company on all the working days, except Sunday and public holidays between 11.00 a.m. and 5.00 p.m. upto the date of the Extra-ordinary General Meeting.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

In terms of the provisions of Section 180 (1)(c) of the Companies Act, 2013, the borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital, free reserves and securities premium) shall require the approval of the Members by way of a Special Resolution.

The Company is expediting its plan to scale up its capacity and coverage, hence it is considered necessary to fulfill the Company's existing and future financial requirements for expansion of its business operations and to open new business stores in India. For this purpose, the Company is desirous of raising finance from various banks and/or Indian or foreign financial institutions and/or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, the consent of the members is being sought as Special Resolution under the provisions of Section 180(1)(c) of the Companies Act, 2013, to authorize the Board to borrow funds over and above paid up share capital, Free Reserves and Securities premium of the Company but not to exceed the aggregate amount of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only).

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the resolution set out in this Notice except to the extent of their holding in Securities of the Company.

Item No. 2

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of the Company shall not, except with the consent of the members sell, lease, mortgage and/or charge the immovable and movable properties of the Company wheresoever's situated, present and future to or in favor of lenders/ financial institutions/ banks etc. to secure the borrowings made by the Company.

Now, in view of increased business activities and future growth plans of the Company, the Company is expediting its plan to scale up its capacity and coverage, hence it is considered necessary to fulfill the Company's existing and future financial requirements for expansion of business operation of the Company and to open new business stores in India. For this purpose, the Company is desirous of raising finance/fund from various banks and/or financial institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

To enable the Board/Committee of Directors of the Company to sell, lease, or otherwise pledge, hypothecate, mortgage and/or charge the immovable and movable properties of the Company wheresoever's situated, present and future for obtaining loans or other financial assistance for an aggregate sum not exceeding Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only) the consent of the members is being sought as Special Resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the resolution set out in this Notice except to the extent of their holding in Securities of the Company

Date: 02nd June, 2018

Place: Gurugram

By order of the Board of Directors

Mayasheel Retail India Limited

(Formerly known as Mayasheel Retail LLP)

Sd/-

Registered office: 5709, Gali No 6,
Subhash Mohalla, Gandhi Nagar New
Delhi-110031

Corporate office: Plot No. 88, Sector-
35, Beganpur Khatola, Gurugram-
122001 (Haryana)

(Atul Garg)
DIN: 07024683
Director

“PROXY FORM”

Form No. MGT-11

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U52599DL2018PLC333450

Name: Mayasheel Retail India Limited

(Formerly Known as Mayasheel Retail LLP)

Registered office: 5709, Gali No 6, Subhash Mohalla,
Gandhi Nagar New Delhi-110031

Name of the Member(s)	
Address of the Members	
Email ID	
Folio No./ Client ID	
DP ID	

I/We,being the member(s) of Shares of the above named company, hereby appoint:

1.	Name:	
	Address:	
	E-mail ID:	Signature:

or failing him/her

2.	Name:	
	Address:	
	E-mail ID:	Signature:

or failing him/her

3.	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 Extra - Ordinary General Meeting of the Company, to be held on Monday, 11th day of June, 2018 at 01:00 P.M. at Corporate office Plot No. 88, Sector-35, Beganpur Khatola, Gurugram-122001 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Number of Shares held	Vote	
			For	Against
Special Business				
1.	To approve of Borrowing limit for the business of the Company.			
2.	To approve creation of charge/mortgage/security on the assets of the Company upto Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores) in respect of borrowing.			

This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signed on this day of.....2018

Affix Revenue Stamp

Signature of shareholder:.....

Signature of Proxy holder(s):.....

Note :

1. The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Extra-ordinary General Meeting.
2. The Proxy need not be a Member of the Company.
3. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

For Office Use Proxy No.: Date of Receipt:
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ATTENDANCE SLIP

Name of Member		
Address of Member		
Number of Equity Shares held		
Folio Number		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on **Monday, 11th day of June, 2018 at 01:00 p.m.** at Corporate office Plot No. 88, Sector-35, Beganpur Khatola, Gurugram-122001 (Haryana).

Signature of the attending Member/Proxy	
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Note:1. A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

2. He/She is advised to bring along a notice of Extra Ordinary General Meeting to the meeting for reference.

Resolution No.	Resolution(s)	Vote	
		For	Against
Special Business			
1.	To approve of Borrowing limit for the business of the Company.		
2.	To approve creation of charge/mortgage/security on the assets of the Company upto Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores) in respect of borrowing.		

Signed on this day of.....2018

Signature of shareholder:.....

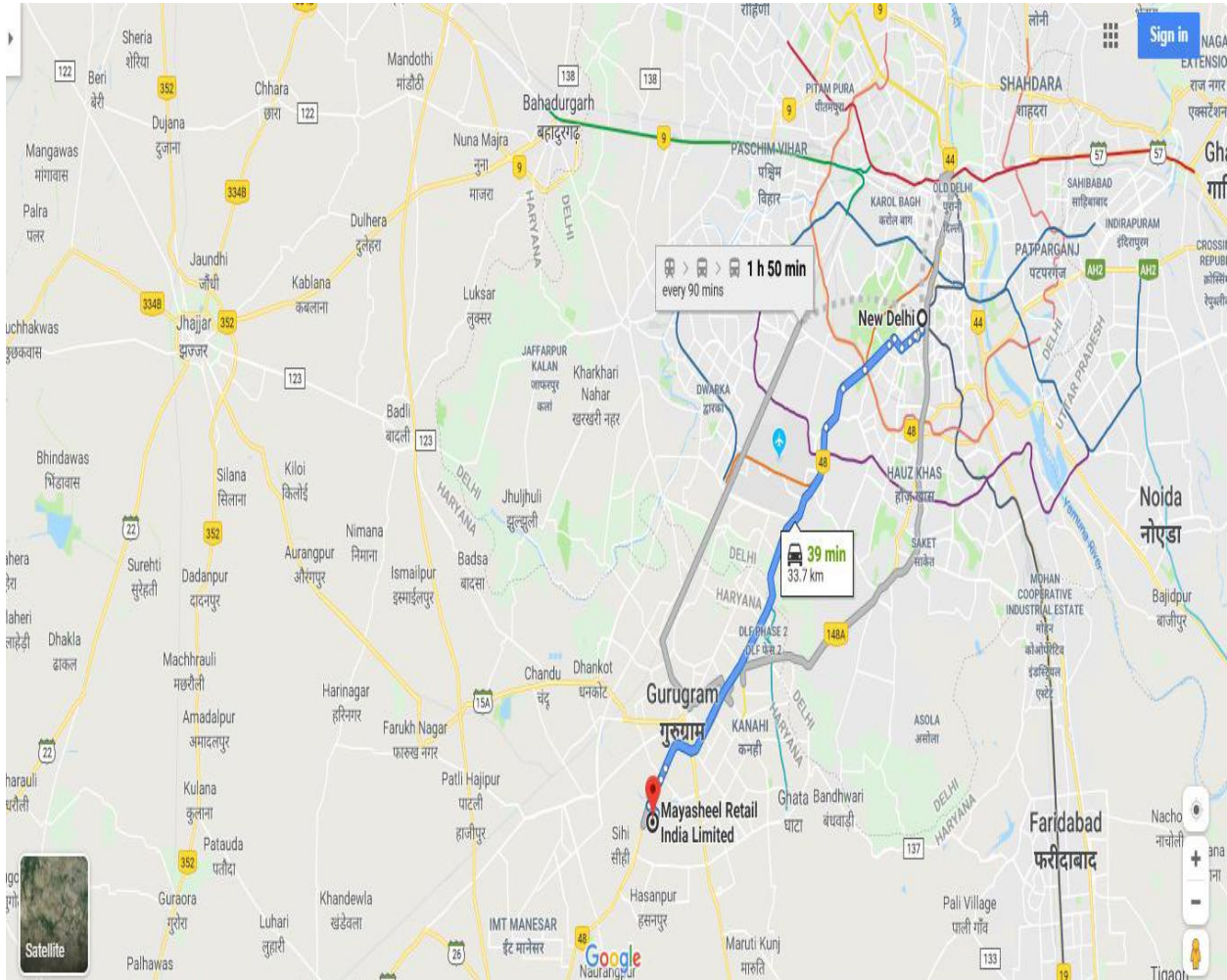
Signature of Proxy holder(s):.....

Signature across

Revenue Stamp

Affix One
Rupee
Revenue
Stamp

ROUTE MAP OF EGM VENUE



Venue:

**Mayasheel Retail India Limited
(Formerly Known as Mayasheel Retail LLP)**

**Corporate office: Plot No. 88, Sector-35, Beganpur Khatola,
Gurugram-122001 (Haryana)**