

# Mayasheel Retail India Limited

(Formerly Known as Mayasheel Retail LLP)

Corp. Off.: Plot No. 88, Sector-35, Begampur Khatola, Gurugram, Haryan-122001

CIN: U52599DL2018PLC33450

## **M/s. Mayasheel Retail India Limited**

*(Formerly Known as M/s. Mayasheel Retail LLP)*

CIN : U52599DL2018PLC333450

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

Website: [www.bazarindia.co.in](http://www.bazarindia.co.in); E-mail: admin@bazarindia.co.in

## **NOTICE OF THE 02<sup>ND</sup> ANNUAL GENERAL MEETING**

To,

The Member(s),

**M/s. Mayasheel Retail India Limited**

(Formerly Known as M/s. Mayasheel Retail LLP)

NOTICE is hereby given that 02<sup>nd</sup> Annual General Meeting of the Members of **M/s. Mayasheel Retail India Limited** (*Formerly Known as M/s. Mayasheel Retail LLP*) will be held on Wednesday, the 30<sup>th</sup> day of December, 2020 at 11.00 A.M. at Delhi Management Association, India Habitat Centre, Core-6A, 01<sup>st</sup> Floor, Lodi Road, New Delhi-110003 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. **To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditor thereon.**

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended on March 31, 2020 and the report of the Board of Directors and Auditor thereon laid before this meeting, be and are hereby considered and adopted.”

Regd. Off.: 5709, Gali No. 6, Subhash Mohalla, Gandhi Nagar,  
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**2. To Appoint a Director in place of Mr. Puneet Kalani, Director retire by rotation and being eligible, offers himself for re-appointment.**

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

“**RESOLVED THAT** Mr. Puneet Kalani holding DIN: 07166259, who retires by rotation in terms of Section 156(6) of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby appointed as a Director of the Company, duly recommended by Nomination and Remuneration Committee and Board, liable to retire by rotation.”

**SPECIAL BUSINESS:**

**3. To Appoint Mrs. Neha Garg (DIN: 08266778) as Director (Non-Executive and Non-Independent).**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 read with the Companies (Appointment and Qualification of Directors) 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, Mrs. Neha Garg (DIN: 08266778), who was appointed as an Additional Director of the Company with effect from 05<sup>th</sup> November, 2020 by the Board of Directors and who hold office until the date of ensuing Annual General Meeting, who is eligible to be appointed as Non-Executive and Non-Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing her candidature for the office of Non-Executive Director, be and is hereby appointed as an Non-Executive Director of the Company, duly recommended by Nomination and Remuneration Committee and Board, liable to retire by rotation.”

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorised to undertake all the necessary steps for the purpose of giving effect to the above resolution and to file the necessary e-forms with the Registrar of Companies.”

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CIN: U52599DL2018PLC33450

**Date: 04<sup>th</sup> December, 2020**

**Place: Gurugram**

**By order of the Board of Directors**

**For M/s. Mayasheel Retail India Limited**

**(Formerly Known as M/s. 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)**  
**(Managing 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 ANNUAL 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 10.00 a.m. and 5.00 p.m. upto the date of the annual General Meeting.
10. In furtherance of the Go Green Initiative of the Government, electronic copy of Notice of AGM is being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the notice cannot be sent due to COVID.

## Explanatory Statements

As required by Section 102(1) of the Companies Act 2013, the following statement sets out all material facts relating to the special business mentioned under Items No. 3 to 7 of the accompanying notice:-

### Item No.3

The Board of Directors appointed Mrs. Neha Garg (DIN: 08266778) as an Additional Director (Non-Executive and Non-Independent) of the Company pursuant to Section 161 of the Companies Act, 2013, read with Article of Association of the Company with effect from 05th November, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Garg will hold office up to the date of the ensuing Annual General Meeting. Mrs. Garg is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given her consent to continue to act as a Director.

The Board of Directors of the Company ('the Board') at its meeting held on 04<sup>th</sup> December, 2020 unanimously approved the resolution for appointment of Mr. Neha Garg from as an Additional Director (Non-Executive and Non- Independent) to Director of the Company with effect from the said date, on the recommendation made by Nomination & Remuneration Committee ('the Committee') for the same and recommended the same for approval of the Members of the Company, as set out in the Resolution relating to her appointment. Mrs. Garg does not hold any share in the Company in her individual capacity.

The resolutions seek the approval of members for appointment of Mrs. Neha Garg as a Director of the Company. No director, key managerial personnel or their relatives, except Mr. Atul Garg (Managing Director) to whom the resolution relates, are interested or concerned in the resolution. The Board recommends the resolutions set forth in item No. 3 for the approval of the members.

**Date: 04<sup>th</sup> December, 2020**

**Place: Gurugram**

**By order of the Board of Directors**

**For M/s. Mayasheel Retail India Limited**

**(Formerly Known as M/s. Mayasheel Retail LLP)**

**SD/-**

**Registered office:** 5709, Gali No 6,  
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Delhi-110031

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

**Atul Garg**  
**(DIN: 07024683)**  
**(Managing 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 02<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> day of December, 2020 at 11.00 A.M. at Delhi Management Association, India Habitat Centre, Core-6A, 01<sup>st</sup> Floor, Lodi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Number of Shares held	Vote	
			For	Against
<b>Special Business</b>				
1.	To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditor thereon.			
2.	To appoint a Director in place of Mr. Puneet Kalani, Director retire by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint Mrs. Neha Garg (DIN: 08266778) as Director (Non-Executive and Non-Independent).			

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.....2020

Affix Revenue Stamp
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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 Annual 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.

<b>For Office Use</b> 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 **02<sup>nd</sup> Annual General Meeting** of the Company held on on Wednesday, the 30<sup>th</sup> day of December, 2020 at 11.00 A.M. at Delhi Management Association, India Habitat Centre, Core-6A, 01<sup>st</sup> Floor, Lodi Road, New Delhi-110003.

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 Annual General Meeting to the meeting for reference.

Resolution No.	Resolution(s)	Vote	
		For	Against
<b>Special Business</b>			
1.	To consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditor thereon.		
2.	To appoint a Director in place of Mr. Puneet Kalani, Director retire by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Mrs. Neha Garg (DIN: 08266778) as Director (Non-Executive and Non-Independent).		



Signed on this day of.....2020

Signature of shareholder:.....

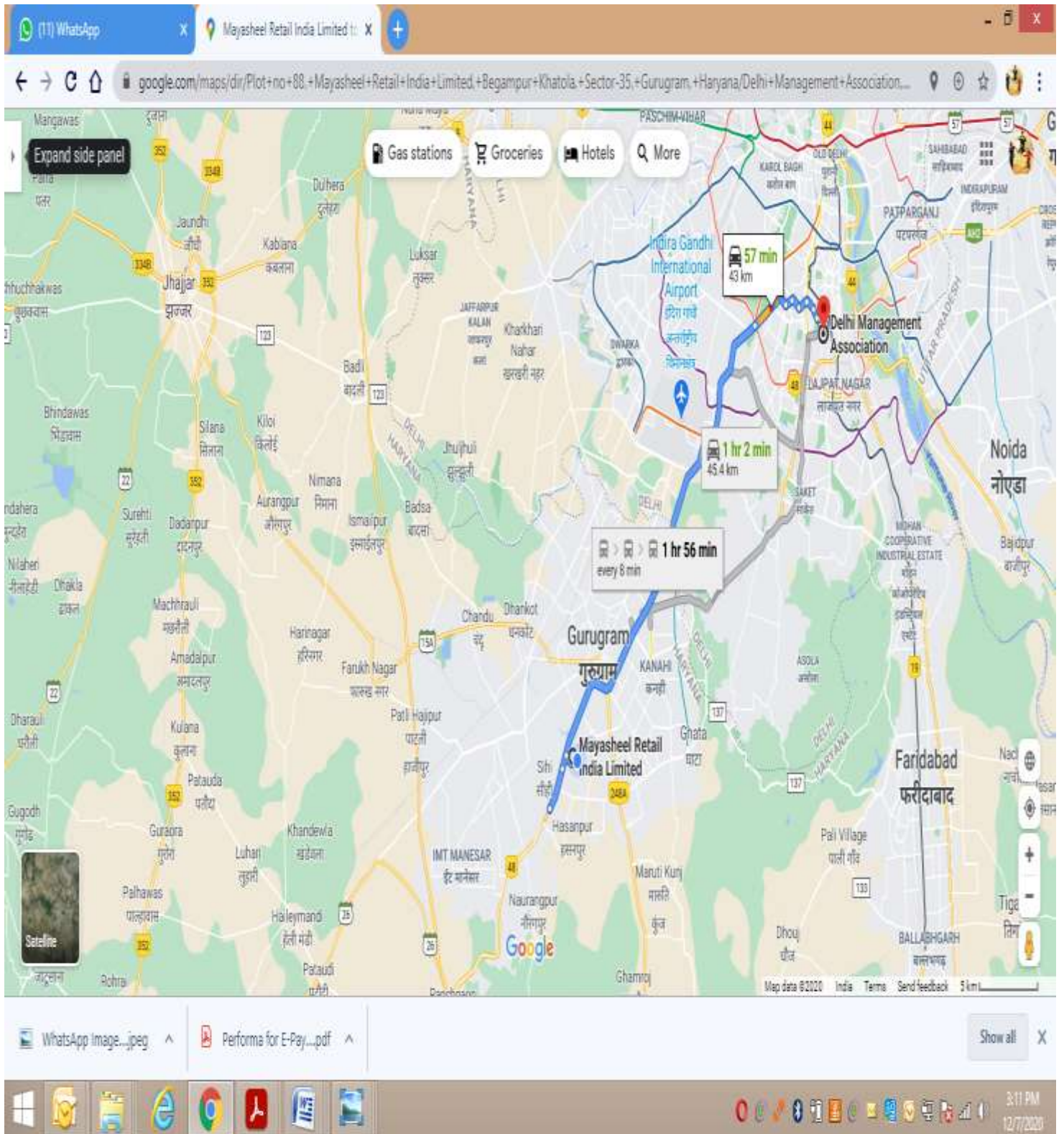
Signature of Proxy holder(s):.....

Signature across

Revenue Stamp

Affix One Rupee Revenue Stamp
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# ROUTE MAP OF AGM VENUE



## Venue:

Mayasheel Retail India Limited

Venue of meeting: Delhi Management Association, India Habitat Centre, Core-6A, 01<sup>st</sup> Floor, Lodi Road, New Delhi-110003