

BAGRRYS INDIA LIMITED

CIN: U15497HP1986PLC006447

Regd. Office: Plot No. 28 and 41, HIMUDA Industrial Area,
Bhatoli Kalan-Baddi, Baddi-Solan, Himachal Pradesh-173205

Telephone: 9999100309 | Email: sushilchetani@bagrrys.com, cs@bagrrys.com | Website: www.bagrrys.com

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Bagrrys India Limited will be held on Monday, 9th October, 2017 at 10:00 a.m. at the Registered Office of the Company situated at Plot No. 28 and 41, HIMUDA Industrial Area, Bhatoli Kalan-Baddi, Baddi-Solan, Himachal Pradesh-173205

Special Business:

1. To approve Modification / Reclassification of the Authorized Share Capital of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions Section 13, 61 and 64 of the Companies Act, 2013 and rules made thereunder, read with Articles of Association of the Company and other applicable provisions, if any, the existing Authorized Share Capital of the Company Rs. 4,00,00,000 (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs.10 each be and is hereby modified / reclassified by cancelling 50,000 (Fifty Thousand) Equity Shares of Rs. 10 each aggregating to Rs. 5,00,000 (Rupees Five Lakh) which, at the date of passing of this resolution, remain un-issued and have not been taken or agreed to be taken by any person.

RESOLVED FURTHER THAT 50,000 (Fifty Thousand) Preference Shares of Rs. 10 each, aggregating to Rs. 5,00,000 (Rupees Five Thousand) be and are hereby created in place of Equity Shares so cancelled.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be altered by substituting with the following new clause in place of the existing one:

- V. The Authorised Share Capital of the Company is Rs. 4,00,00,000 (Rupees Four Crore) divided into 39,50,000 (Thirty Nine Lakh Fifty Thousand) Equity Shares of Rs. 10 each aggregating Rs. 3,95,00,000 (Rupees Three Crore Ninety Five Lakh) and 50,000 (Fifty Thousand) Preference Shares of Rs. 10 each aggregating Rs. 5,00,000 (Five Lakh).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary to give effect to the aforesaid resolution.”

By order of the Board
For Bagrrys India Limited

Sd/-
Sushil Kumar Chetani
Whole Time Director
DIN: 00217235

Address: RZ-B-96B, Raj Nagar-I,
Palam Colony, New Delhi-110045

Date: 09.09.2017
Place: New Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF GENERAL MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
4. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Sundays and holidays between 11.00 am to 2.00 pm up to the date of General Meeting. The Register of Directors' and Key Managerial Personnel and their Shareholding and the Register of Contracts and Arrangements in which directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.

5. Queries proposed to be raised at the General Meeting may be sent to the Company at its registered office at least seven days prior to the date of the General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. Members are requested to intimate to the Company immediately change of address or other details, if any, at the registered office of the company.
7. Members are requested to intimate their email-id to the Company/ Registrars and Transfer Agents, Skyline Financial Services Private Limited so as to enable the company to communicate.
8. Explanatory Statement as required under section 102(1) of the Companies Act, 2013, in respect of Special Business under item no. 1 is enclosed herewith.
9. Members are hereby requested to take note that the notice with reference to the Record Date for the entitlement / eligibility of the Shareholders of the Company for (a) Allotment of 8% non-cumulative Compulsorily Redeemable Preference Shares in Oasis Securities Pvt Ltd; (b) Reduction of Share Capital of the Company; and (c) Re-organisation of Share Capital of the Company, pursuant to the Scheme of Arrangement of Bagrrys Finance Pvt Ltd, Kanak Global Securities Pvt Ltd, Oasis Securities Pvt Ltd and Bagrrys India Ltd ("the Scheme") as approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh ("the Tribunal") vide its order dated 3rd August, 2017 is being published in the News Papers (both English and Hindi) edition and uploaded on the website of the Company i.e. www.bagrrys.com.
10. Notice of Extra Ordinary General Meeting has also been uploaded on the website of the Company.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

Item No.1

Presently, the Authorized Share Capital of the Company is Rs. 4,00,00,000 (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs.10 each.

In terms of the Scheme of Arrangement as approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench, Chandigarh ("the Tribunal") vide its order dated 3rd August, 2017, the Company may have to issue Preference Shares.

To accommodate and to facilitate the issue of Preference Shares, in terms of the Scheme of Arrangement, the Authorized Share Capital of the Company requires modification / reclassification by division of existing Authorized Share Capital of into Rs. 4,00,00,000 (Rupees Four Crore) divided into 39,50,000 (Thirty Nine Lakh Fifty Thousand) Equity Shares of Rs. 10 each aggregating Rs. 3,95,00,000 (Rupees Three Crore Ninety Five Lakh) and 50,000 (Fifty Thousand) Preference Shares of Rs. 10 each aggregating Rs. 5,00,000 (Five Lakh).

Approval of the members of the Company is sought for the proposed modification in the Authorised Capital. Your directors recommend the resolutions for adoption by members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial personnel or their relatives are concerned or interested in the proposed resolutions.

**By order of the Board
For Bagrrys India Limited**

**Sd/-
Sushil Kumar Chetani
Whole Time Director
DIN: 00217235**

**Date: 09.09.2017
Place: New Delhi**

**Address: RZ-B-96B, Raj Nagar-I,
Palam Colony, New Delhi-110045**

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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]

Extra Ordinary General Meeting – 9th October, 2017

Name of the Member(s)

Registered address

Email ID

Folio No. / Client ID

DP ID

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

Name: Email:

Address:.....

.....Signature: or failing him / her

Name: Email:

Address:.....

.....Signature: or failing him / her

Name: Email:

Address:.....

.....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, the 9th day of October, 2017 at 10:00 a.m. at Registered office of the Company situated at Plot No. 28 and 41, HIMUDA Industrial Area, Bhatoli Kalan-Baddi, Baddi-Solan, Himachal Pradesh-173205 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | Vote (Please mention no. of shares held) | | |
|-------------------------|--|---|---------|---------|
| | | For | Against | Abstain |
| <i>Special Business</i> | | | | |
| 1 | Modification / Reclassification of Authorized Share Capital of the Company by bifurcating it into Equity and Preference Share Capital. | | | |

Signed this day of 2017.

.....
Signature of the member

.....
Signature of the proxy holder(s)

Affix
revenue
stamp of not
less than
Rs. 1

Notes:

- This form, in order to be effective, should be duly stamped, signed, completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of Extra Ordinary General Meeting.
- The Proxy holder shall prove his identity at the time of attending the meeting.

