



**XPRESS
BAAZAR**

Date: June 19, 2026

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C-1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Scrip Code: **544243**

Trading Symbol: **STYLEBAAZA**

Dear Sir/Madam,

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and in continuation of our earlier intimation dated June 16, 2026, we are enclosing herewith the Notice of Postal Ballot together with Explanatory Statement, seeking approval of the Members by means of postal ballot through remote e-voting for the special business(es) as mentioned in the Notice of Postal Ballot dated May 18, 2026.

The Notice of Postal Ballot along with the Explanatory Statement, is being sent to the Members whose names have appeared in the Register of Members as received from MUFG Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company and the Depositories as on Friday, June 12, 2026 (cut-off date).

The remote e-voting period will commence on Saturday, June 20, 2026 at 9:00 A.M.(IST) and will end on Sunday, July 19, 2026 at 5.00 P.M. (IST) and the result thereof will be declared on or before Tuesday, July 21,2026.

The Notice of Postal Ballot will also be made available on the Company's website at <https://www.stylebaazar.in/>

You are requested to kindly take the above information on record.

Yours Faithfully,
For Bazaar Style Retail Limited

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

Encl.: As above

Bazaar Style Retail Limited

(Formerly known as Bazaar Style Retail Pvt. Ltd.)

PS Srijan Tech Park, DN-52, 12th Floor, Sector-V, Salt Lake, North 24 Parganas, West Bengal 700091
t: (033) 61256125 e: info@stylebaazar.com www.stylebaazar.in

CIN No: L18109WB2013PLC194160

**STYLE
BAAZAR**

NOTICE OF POSTAL BALLOT



**STRONG
GOVERNANCE**



**SUSTAINABLE
GROWTH**



**TRANSPARENCY
& TRUST**



**LONG TERM
VALUE**



Bazaar Style Retail Limited

CIN: L18109WB2013PLC194160

Regd. off.: DN-52, P S Srijan Tech Park, 12th Floor, Street Number 11, DN Block, Sector V, Salt Lake, North 24 Parganas, Kolkata 700091, West Bengal, India

Email: secretarial@stylebazaar.com

Website: www.stylebazaar.in **Tel.:** 033-6125 6125

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactments thereof for the time being in force and as amended from time to time), read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025, along with other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “**MCA Circulars**”), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), relevant circulars issued by the Securities and Exchange Board of India (“**SEBI**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), read with all other applicable provisions under the said Regulations and the circulars, notifications, and rules issued thereunder by SEBI (including any statutory modifications or re-enactments thereof for the time being in force and as amended from time to time), to transact the businesses as set out hereunder by way of Postal Ballot only, through voting by electronic means (remote e-voting).

In compliance with the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice (“**Notice**”) is being sent only in electronic form to those Members whose e-mail addresses are registered with Bazaar Style Retail Limited (“**Company**”), the Depositories, or the Registrar and Transfer Agent (“**RTA**”), to enable them to cast their votes electronically. Accordingly, the physical copy of the Notice, along with the Postal Ballot Form and pre-paid business reply envelope, is not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

The Company has engaged the services of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (“**MUFG**”) for the purpose of providing e-voting facility to its Members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable Members to register their e-mail addresses. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in Note 6 of this Postal Ballot Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the resolution, setting out the material facts and the reasons thereof, is annexed to this Postal Ballot Notice.

The Notice will also be placed on the website of the Company at www.stylebaazar.in and on the website of MUFG at <https://instavote.linkintime.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), at www.bseindia.com and www.nseindia.com, respectively.

The Board of Directors has appointed Mr. Sanjay Kumar Joshi (FCS: 6745, COP: 7342), Partner of M/s. S.K. Joshi & Associates (Firm Registration Number: P2008RJ064900), Practicing Company Secretaries, as the Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot through the remote e-voting process and for scrutinizing the votes cast therein in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide the remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes forming part of this Notice to cast their votes electronically through the remote e-voting process, which commences on **Saturday, June 20, 2026 at 9:00 A.M. (IST)** and concludes on **Sunday, July 19, 2026 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by MUFG thereafter.

Remote E-voting Period

Commencement of remote e-voting	Conclusion of remote e-voting
Saturday, June 20, 2026 at 09:00 A.M. (IST)	Sunday, July 19, 2026 at 05:00 P.M. (IST)

The Scrutinizer will submit the report to the Chairman of the Company, or in his absence, to any person authorized by him, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced by the Chairman of the Company, or by the Company Secretary authorized by the Chairman in writing, on or before **Tuesday, July 21, 2026**.

The said results, along with the Scrutinizer’s Report, will be intimated to BSE and NSE, where the equity shares of the Company are listed. The results will also be uploaded on the Company’s website at www.stylebaazar.in and on the website of MUFG at <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:**Item No. 1: To consider and approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013**

To consider and, if thought fit, to give assent/ dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company, 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 include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow, from time to time, from any one or more banks, Non-Banking Financial Companies (NBFCs), financial institutions, bodies corporate, or any other entity or person whatsoever, as permitted under the Companies Act, 2013 and the rules made thereunder, such sum or sums of money by way of loans, debentures/bonds, or any other mode of borrowing as may be deemed fit by the Board, for the purpose of the business of the Company, in any manner, either in Indian Rupees and/or in foreign currency, with or without security, and upon such terms and conditions as the Board may deem fit and expedient, 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), may exceed the aggregate of the paid-up share capital, securities premium, and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however that the total amount borrowed and/or to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed ₹500 Crore (Rupees Five Hundred Crore Only) or the aggregate of the paid-up share capital, securities premium, and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, whichever is higher.

RESOLVED FURTHER THAT the Board be and are hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

Item No. 2: To consider and approve enhancement of limits for creation of charges, mortgages and/or security on the assets of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on July 19, 2024, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Company, the consent of the Members 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 thereof for the time being exercising the powers conferred on the Board by this Resolution), to create charges, mortgages, security, encumbrances, interests and/or hypothecation, in such form, manner, ranking, and at such time as the Board may deem fit, on all or any of the present and future movable and/or immovable properties of the Company, including the whole or substantially the whole of the undertaking of the Company or any one or more of its undertakings, in favour of security trustee(s), financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, or any other entity or person whatsoever (hereinafter referred to as the **“Lender(s)”**), and/or trustees for the holders of debentures, bonds, and/or other instruments, to secure borrowings by way of rupee term loans, foreign currency loans, debentures, bonds, and other instruments, together with interest thereon at agreed rates, further interest, liquidated damages, premium on prepayment or redemption, costs, charges, expenses, and all other monies payable by the Company to the trustees under the trust deed and to the Lender(s) under their respective agreements, loan agreements, and/or debenture trust deeds entered into or to be entered into by the Company, provided that the aggregate outstanding amount of such borrowings, availed and to be availed at any point of time, shall

not exceed ₹500 Crore (Rupees Five Hundred Crore Only) or the aggregate of the paid-up share capital, securities premium, and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle and authorize execution of such documents / deeds / agreements / papers etc. in this respect as and when necessary, and to do, in its absolute discretion as it may think fit, all such acts, deeds and things which are necessary or incidental for implementation of the said resolution.”

Item No. 3: To consider and approve limits for giving loans, providing guarantees or securities and making investments under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 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 and other applicable rules, if any (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent of the Members 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 thereof or any Director(s)/Officer(s) authorised by the Board to exercise the powers conferred on the Board by this resolution), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, whether in India or overseas, from time to time, in one or more tranches, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate amount of such loans, guarantees, securities and investments made or to be made by the Company, together with the existing loans, guarantees, securities and investments, shall not at any time exceed ₹500 Crore (Rupees Five Hundred Crore Only) or the limits prescribed under Section 186(2) of the Act, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine the terms and conditions of the aforesaid transactions, including the timing, amount and manner of such loans, guarantees, securities and investments, and to vary, modify or alter the same from time to time, as it may deem fit in the interest of the Company, and to execute all such deeds, documents, agreements and writings and to do all such acts, deeds, matters and things as may be necessary, proper or expedient, including settling any question, difficulty or doubt that may arise in this regard, and to delegate all or any of its powers herein conferred to any Committee or any Director(s) or Officer(s) of the Company, in order to give effect to this resolution.”

Item No. 4: To consider and approve the remuneration of Mr. Avishek Prasad, holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory amendment(s) thereto or modification(s) or re-enactment(s) thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors at its meeting held on May 18, 2026, the approval of the Members of the Company be and is hereby accorded for Mr. Avishek Prasad, Head – General Merchandise, to hold and continue to hold an office or place of profit in the Company, at such remuneration as may be determined by the Board on the recommendation of the Nomination and Remuneration Committee and in accordance with the Nomination and Remuneration and Human Resource (HR) policies of the Company, subject to a maximum remuneration not exceeding ₹10,00,000/- (Rupees Ten Lakh Only) per month.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine, alter and vary the terms and conditions of remuneration, including any revision thereof, and to effect changes in the designation and responsibilities of Mr. Avishek Prasad, within the overall limit approved by the Members and in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

**By Order of the Board
For Bazaar Style Retail Limited**

**Date: May 18, 2026
Place: Kolkata**

**Abinash Singh
Chief Compliance Officer, Company Secretary &
Head – Legal & Compliance
M. No.: A35070**

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, setting out all the material facts relating to and the recommendation of the Board of Directors pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of the resolutions comprising Special Business for all Item Nos. 1 to 4 contained in this Postal Ballot Notice dated May 18, 2026, is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appeared in the Register of Members/List of Beneficial Owners as on **Friday, June 12 2026**, received from the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) and whose e-mail address is registered with the Company/Depositories/Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Company www.stylebaazar.in, the relevant section of the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and the website of MUFG, <https://instavote.linkintime.co.in>, the remote e-voting service providing agency to the Company.
3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-voting (“e-voting”), i.e., by casting votes electronically instead of submitting postal ballot forms.
4. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
5. The Cut-off date for the purpose of reckoning voting rights shall be **Friday June 12, 2026** (“Cut-off Date”). Members holding equity shares of the Company as on the Cut-off Date (“Eligible Members”) only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a member after the Cut-off Date is not eligible to vote.

Members are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-voting facility. After successful submission of the e-mail ID, the Company or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID. It may be noted that the Company/ MUFG Intime India Private Limited Link Intime India Private Limited (Intime)”/“RTA”) may use the e-mail address of such member (in case of physical shareholding) for sending all future correspondence (including Annual Reports, Notices, intimations, etc.) electronically and that the member would be deemed to have consented to the same.

6. INSTRUCTIONS FOR E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. , registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- b) Select ‘View’ icon. E-voting page will appear.

- c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorizing its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu section.
- c) Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT OF MATERIAL FACTS UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, TOGETHER WITH THE BOARD’S RATIONALE FOR RECOMMENDING THE ITEMS OF BUSINESS UNDER REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Section 102(1) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following Explanatory Statement sets out all material facts and the recommendation of the Board of Directors under Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Special Business items set out in this Postal Ballot Notice dated May 18, 2026:

Item No 1 & 2

The Members are aware that the Company is engaged in the retail business, primarily dealing in apparel and General Merchandise products through its network of stores spread across ten states in India, namely West Bengal, Odisha, Assam, Bihar, Tripura, Jharkhand, Andhra Pradesh, Uttar Pradesh, Arunachal Pradesh and Madhya Pradesh.

Over the past few years, the Company has demonstrated consistent and steady growth in its operations, driven by the expansion of its retail footprint, improved store productivity, and strengthening of its brand presence.

The details of store count and revenue from operations for the last three financial years are as under:

Particulars	FY24	FY25	FY26
Total Operational Stores Count	162	214	263
Revenue from Operations (in ₹ Crores)	972.65	1,342.98	1,840.87

The Company continues to invest in opening new stores, renovating existing outlets, and enhancing customer experience. This requires significant capital expenditure towards, store fit-outs, and related infrastructure.

Further, given the nature of the retail business, the Company is required to maintain adequate inventory levels across its stores and warehouses to support sales growth and ensure product availability, resulting in increased working capital requirements.

In line with its strategic growth plans, the Company proposes to further expand its store network across key markets over the coming years. Such expansion will involve taking retail spaces on lease/rent, incurring capital expenditure on store development, investing in inventory, strengthening supply chain and IT infrastructure, funding growth opportunities, and meeting expenditure towards advertising and marketing, as well as other business requirements and purpose as may be determined by the Board from time to time.

Accordingly, to support its growth plans and operational requirements, the Company may need to avail additional borrowings from time to time, including working capital facilities, term loans and other borrowing facilities from banks, financial institutions, and other lenders.

Pursuant to the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, read with the applicable rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members is required by way of Special Resolution to:

(i) borrow monies, from time to time, not exceeding ₹500 Crore (Rupees Five Hundred Crore Only) or the aggregate of the paid-up share capital, securities premium, and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, whichever is higher; and

(ii) create charge, mortgage and/or security on the assets of the Company, both present and future, in favour of lenders to secure such borrowings.

The proposed enhancement in borrowing limits and the powers to create security are considered necessary to enable the Company to efficiently meet its funding requirements for store expansion, capital expenditure, and working capital, in line with its business growth strategy.

The Members of the Company had, at the Annual General Meeting held on July 19, 2024, accorded their approval pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of charges on the assets of the Company, within the overall borrowing limits not exceeding ₹175 Crore (Rupees One Hundred Seventy-Five Crore Only) at any point of time, subject to the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

Subsequently, the Board of Directors, at its meeting held on May 18, 2026, approved, subject to the approval of the Members, the borrowing limits and enhancement of the powers to create charges on the assets of the Company up to an aggregate amount not exceeding ₹500 Crore (Rupees Five Hundred Crore Only) or the aggregate of the paid-up share capital, securities premium, and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, whichever is higher.

The Board of Directors recommends the Special Resolutions set out at Item No. 1 & 2 of this Postal Ballot Notice, for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

Item No 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (“**the Act**”) read with the applicable rules made thereunder, the Company is required to obtain prior approval of the Members by way of a Special Resolution in order to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits specified under Section 186(2) of the Act.

As per the said provisions, the aforesaid limits are prescribed at 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher.

Members may note that, considering the long-term business plans of the Company, there is a requirement for the Company to make sizeable investments and to extend loans, guarantees and securities to various persons and bodies corporate, including its subsidiaries and associates, if any, from time to time, to support business growth, expansion, and strategic initiatives.

In line with the Company’s growth strategy and to ensure effective and optimum utilization of funds, the Board of Directors considers it desirable to have enhanced financial flexibility to support such requirements. The Company may, from time to time, explore strategic opportunities including investments in subsidiaries, joint ventures, associates or other bodies corporate, as well as extend loans, inter-corporate deposits, guarantees or securities for operational support, business expansion, or other strategic purposes.

Further, given the dynamic nature of the Company's business and the need for timely decision-making, it may not be practical to seek prior approval of the Members for each such transaction. Accordingly, an enabling approval from the Members is considered appropriate.

The Board of Directors, at its meeting held on May 18, 2026, subject to the approval of the Members, approved a proposal authorising the Company to make loans, provide guarantees or securities, and make investments from time to time, up to an aggregate amount that shall not at any time exceed ₹500 Crore (Rupees Five Hundred Crore Only) or the limits prescribed under Section 186(2) of the Act, whichever is higher.

The proposed limit is considered necessary and appropriate to meet the Company's current and future business requirements and to ensure prudent, flexible and efficient deployment of funds in line with its strategic objectives. Accordingly, approval of the Members is sought by way of the Special Resolution set out in Item No. 3 of this Postal Ballot Notice.

The Board of Directors recommends the Special Resolutions set out at Item No. 3 of this Postal Ballot Notice, for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

Item No: 4

“The Company has appointed Mr. Avishek Prasad as Head – General Merchandise, who is classified as a Senior Management Personnel (“SMP”) of the Company and holds an office or place of profit within the meaning of Section 188(1)(f) of the Companies Act, 2013 (“the Act”). He is currently drawing a remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) per month.”

Mr. Avishek Prasad joined the Company on April 1, 2017, and has been associated with the Company for over nine years. He holds a bachelor's degree in commerce from Janardan Rai Nagar Rajasthan Vidyapeeth University. He possesses significant experience in merchandising, procurement and operational management relating to general merchandise and plays a critical role in overseeing purchase management, vendor relationships and operational activities of the General Merchandise business vertical.

The Members may note that Mr. Avishek Prasad is a related party within the meaning of the Act, being the son of Mr. Bhagwan Prasad, Whole-time Director of the Company. Accordingly, his holding of an office or place of profit and payment of remuneration requires approval of Members pursuant to Section 188(1)(f) of the Act read with the applicable rules and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Considering the long-term business plans of the Company and the increasing scale of its retail operations, the role of Mr. Avishek Prasad has become significantly critical in driving revenue, managing product mix, strengthening vendor partnerships, and improving operational efficiencies across the Company's expanding store network.

In this regard, the Nomination and Remuneration Committee, after due evaluation and in accordance with the Nomination and Remuneration Policy of the Company, recommended the limits of remuneration of ₹10,00,000 (Rupees Ten Lakhs only) per month to Mr. Avishek Prasad. The Audit Committee, in terms of the applicable provisions relating to related party transactions, thereafter, approved the said proposal.

Subsequently, the Board of Directors, at its meeting held on May 18, 2026, considering the recommendations of the NRC and the approval of the Audit Committee, approved, subject to the approval of the Members of the Company, the payment of remuneration to Mr. Avishek Prasad up to a maximum limit of ₹10,00,000 (Rupees Ten Lakhs only) per month.

The proposed remuneration is justified, inter alia, on account of:

- (i) his leadership role in a key revenue-generating business vertical of the Company;
- (ii) his consistent performance in merchandising, procurement and operational management;
- (iii) the expanded scope of his responsibilities in line with the Company's growth and expansion;
- (iv) his industry experience and long-standing association with the Company; and
- (v) alignment of proposed remuneration with prevailing market standards and the need to retain key talent.

The Board of Directors shall have the liberty to alter or vary the remuneration, including revision in designation and responsibilities, within the overall limit approved by the Members and in accordance with the provisions of the Act and the Nomination and Remuneration and Human Resources Policies of the Company.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution as set out in the Notice, in compliance with Section 188(1)(f) of the Act and applicable provisions of the SEBI (LODR) Regulations, 2015.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of this Postal Ballot Notice, for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Bhagwan Prasad and Mr. Avishek Prasad and their respective relatives, are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any.

**By Order of the Board
For Baazar Style Retail Limited**

**Date: May 18, 2026
Place: Kolkata**

**Abinash Singh
Chief Compliance Officer, Company Secretary &
Head – Legal & Compliance
M. No.: A35070**