

Trent Hypermarket Limited

A **TATA** and **TESCO** Enterprise

CORPORATE OFFICE
COMMERCIAL TOWER-2, KOHINOOR CITY, KIROOL ROAD,
KURLA (WEST), MUMBAI 400 070 TEL.:(91 22) 6719 4500 / 6719 4600

NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of **Trent Hypermarket Limited** will be held on Tuesday, August 4, 2015 at 12.30 pm at Trent House, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2015, together with the Report of the Auditors thereon.

2. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr.Noel N. Tata (DIN 00024713), a Director liable to retire by rotation,who offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

3. To consider and, if thought fit, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr.P. Venkatesalu (DIN 02190892), a Director liable to retire by rotation, who offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

4. To re-appoint M/s. N.M. Raiji & Co., Chartered Accountants (Firm Registration Number : 108296W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.



SPECIAL BUSINESS

5. To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Damodarannair Sundaram(DIN 00016304), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 27, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of Act and the rules framed there under read with Schedule IV of the Act, as amended from time to time, Mr. Damodarannair Sundaram who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation for a term commencing from March 27, 2015 to March 26, 2017.”

6. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Reshmi Khurana Laroia (DIN 06449310), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 27, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and 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 a Director of the Company, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of Act and the rules framed there under read with Schedule IV of the Act, as amended from time to time, Mrs. Reshmi KhuranaLaroiawho has submitted a declaration that she meets the criteria for independence as provided in section 149(6) be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation for a term commencing from March 27, 2015 to March 26, 2017.”

7. To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Hugh Garavelli (DIN 07190970), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 22, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company whose office shall be subject to retirement by rotation.”

8. To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Michael Snape (DIN 07243510), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 24, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company whose office shall be subject to retirement by rotation.”

By order of the Board of Directors



Sanjay Gupta
Company Secretary &
Chief Financial Officer

Registered Office:

Taj Building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001
Tel.:91 22 67194500; Fax No.: 91 22 22070216
Corporate Identification Number: U51900MH2008PLC184184
Date: July 27, 2015

NOTES:

1. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**

3. Proxies, in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered office of the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, TSR Darashaw Private Limited ("TSRD"). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
5. A route map including landmark for the venue of the Meeting is enclosed.

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STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to the business mentioned under Item Nos.2, 3, 5 to 8 in the accompanying Notice dated July 17, 2015

Item No. 2

Mr. Noel N. Tata (DIN 00024713), Director of the Company retires by rotation in terms of Section 152(3) of the Act at the ensuing Annual General Meeting and is eligible for reappointment

Mr. Noel N. Tata (DIN 00024713), aged 59 years is the Chairman of the Company and a Nominee Director of Trent Limited on the Board of the Company. Mr. Noel N. Tata has done B. A. (Eco) Sussex, IEP, INSEAD, France and has rich and varied experience in retail business, marketing, administration and investments.

He was appointed on the Board of the Company with effect from August 12, 2008.

During the year, Mr. N.N. Tata attended nine meetings out of ten meetings of the Board of Directors held during the year.

Details of other directorships and Membership / chairmanship of committees of other companies held by Mr. N. N. Tata are as under:

Directorships held in other companies	<ul style="list-style-type: none">• Voltas Limited• Titan Company Limited• Retailers Association Of India• Kansai Nerolac Paints Limited• Inditex Trent Retail India Private Limited• Massimo Dutti India Private Limited• Tata Africa Holdings(SA) (Proprietary) Limited• Foundation for Innovative New Diagnostics (FIND), Geneva• Tata International Singapore Pte. Ltd• The Cricket Club of India Limited• Tata International Limited• Tata South-East Asia Ltd, Hong kong• Tata Investment Corporation Limited• Trent Limited• Bachi Shoes Limited
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<p>Membership/ Chairmanships of committees of other companies</p>	<p>Trent Limited – Audit committee(Member), Investment Committee (Chairman), Property Committee (Chairman), Borrowings Committee (Chairman), Nomination and Remuneration Committee (Member), Corporate Social Responsibility Committee (Chairman), Executive Committee (Chairman). Voltas Limited- Shareholders Relationship Committee(Chairman), Nomination and Remuneration Committee(Member), Committee of Board(Member), Corporate Social Responsibility Committee(Chairman) Titan Company Limited – Board Strategy Committee (Member), Board Nomination and Remuneration Committee (Member) Tata Investment Corporation Limited – Investment Committee (Chairman), Nomination and Remuneration Committee (Member) Kansai Nerolac Paints Limited – Audit committee(Member), Nomination and Remuneration Committee (Member), Corporate Social Responsibility Committee (Member) Tata International Limited – Executive cum Investment Committee (Member), Corporate Social Responsibility Committee (Member) Bachi Shoes Limited – Nomination and Remuneration Committee(Member)</p>
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He neither holds any shares in the Company nor is related to any director or key managerial personnel of the Company.

Mr. Noel N. Tata is interested in the said resolution as it relates to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 2 of the Notice.

Item No. 3

Mr. Venkatesalu Palaniswamy (DIN 02190892), Nominee director of the Company retires by rotation in terms of Section 152(3) of the Act at the ensuing Annual General Meeting and is eligible for reappointment.

Mr. Venkatesalu Palaniswamy (DIN 02190892), aged 38 years is the Executive Director of Trent Limited. Mr. Venkatesalu who is a Commerce graduate with Masters in Management from Symbiosis, Pune and CFA from Institute of Chartered Financial Analysts of India has been heading the Financial & Accounting and Legal & Secretarial

functions of Trent Limited for last seven years. He joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team.

He was appointed on the Board of the Company with effect from July 1, 2008.

During the year Mr. Venkatesalu attended all ten meetings of the Board of Directors of the Company held during the year.

Details of other directorships and Membership / chairmanship of committees of other companies held by Mr. Venkatesalu are as under:

Directorships held in other companies	<ul style="list-style-type: none">• Fiora Services Limited• Trent Brands Limited• Nahar Retail Trading Services Limited• Inditex Trent Retail India Private Limited• Westland Limited• Simto Investment Co Ltd• Massimo Dutti India Private Limited• Fiora Hypermarket Limited• Trent Global Holdings Limited• Trent Limited
Membership/ Chairmanships of committees of other companies	Fiora Hypermarket Limited Audit Committee(Chairman)

He neither holds any share in the Company nor is he related to any director or key managerial personnel of the Company.

Mr. Venkatesalu is interested in the said resolution as it relates to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No.5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Damodarannair Sundaram (DIN 00016304) as an Additional Director and also as an Independent Director, not liable to retire by rotation for a term of 2 years, i.e. from March 27, 2015 to March 26, 2017, subject to the approval of the Members.

As per Section 161 (1) of the Act, Mr. Sundaram being an Additional Director holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company along with the deposit of requisite amount pursuant to Section 160 of the Act signifying its intention to propose Mr. Sundaram for appointment as Director of the Company.

As per the provisions of Section 149 of Act, an Independent Director shall hold office for a term, up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Sundaram has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

Mr. D. Sundaram, 62, Vice Chairman and Managing Director of TVS Capital Funds Limited and has done post graduation in Management Studies (MMS), Chennai, and is a fellow member of the Institute of Cost and Management Accountants and has also attended the Harvard Business School's Advanced Management Program.

Mr. Sundaram's experience spans corporate finance, business performance, operations, governance, mergers & acquisitions, talent/people management and strategy. Mr. Sundaram has more than 34 years of experience with Hindustan Unilever Limited (HUL).

In the opinion of the Board, Mr. Sundaram fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management. Mr. Sundaram is also not related to any director or key managerial personnel of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sundaram as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Sundaram shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sundaram was appointed with effect from March 27, 2015 thereafter no board meeting was held during the year.

Details of other directorships and Membership / chairmanship of committees of other companies held by Mr. Sundaram are as under:

Directorships held in other companies	<ul style="list-style-type: none">• TVS Capital Funds Limited• TVS Electronics Limited• Glaxo SmithKline Pharmaceuticals Limited• Westland Limited• SBI General Insurance Company Limited• Nine Dot Nine Media Worx Private Limited• Maxivision Laser Centre Private Limited• Medfort Hospitals Private Limited
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<p>Membership/ Chairmanships of committees of other companies</p>	<p>TVS Electronics Limited Audit Committee (Chairman), Stakeholders Relationship Committee (Member), Nomination and Remuneration Committee (Member).</p> <p>Glaxo SmithKline Pharmaceuticals Limited Audit Committee (Chairman)</p>
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Mr. Sundaram is interested and concerned in the Resolution mentioned at Item Nos. 5 of the Notice since it relates to his own appointment.

Other than Mr. Sundaram, no other Director or Key Managerial Personnel or any of their respective relatives are concerned or interested in the said resolution.

The Board recommends resolution at Item No.5 for approval of the members

Item No.6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mrs. Reshmi Khurana Laroia (DIN 06449310) as an Additional Director and also as an Independent Director, not liable to retire by rotation for a term of 2 years, i.e. from March 27, 2015 to March 26, 2017, subject to the approval of the Members.

As per Section 161 (1) of the Act, Mrs. Reshmi Khurana Laroia being an Additional Director holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company along with the deposit of requisite amount pursuant to Section 160 of the Act signifying its intention to propose Mrs. Reshmi Khurana Laroia for appointment as Director of the Company.

As per the provisions of Section 149 of Act, an Independent Director shall hold office for a term, up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Reshmi Khurana Laroia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

Mrs. Reshmi Khurana Laroia, 36, is currently the Managing Director of Kroll (India) and holds Masters Degree and Bachelors Degree in Economics from London school of Economics and Political Science and University of Delhi respectively. She has more than 15 years of rich experience in the U.S., South Asia and South East Asia conducting complex corruption investigations, litigation support and due diligence on the management, operations and business models of organizations.

Mrs. Reshmi Khurana Laroia started with Kroll (New York) in 2003 then, after serving for six years she moved on to Kroll (Singapore) in 2009 and then to Kroll (Mumbai) in 2011.

In the opinion of the Board, Mrs.Reshmi Khurana Laroia fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is independent of the management. Mrs.Reshmi Khurana Laroia is also not related to any directors or key managerial personnel of the Company

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs.Reshmi Khurana Laroia as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mrs.Reshmi Khurana Laroia shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Ms. Reshmi Khurana Laroia was appointed with effect from March 27, 2015 thereafter no board meeting was held during the year.

Details of other directorships and Membership / chairmanship of committees of other companies held by Ms. Reshmi are as under:

Directorships held in other companies	<ul style="list-style-type: none">• Kroll Associates (India) Private Limited.• CVM Solutions Pvt. Ltd
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Mrs. Reshmi Khurana Laroia is interested and concerned in the Resolution mentioned at Item Nos. 6 of the Notice since it relates to her own appointment.

Other than Mrs.Reshmi Khurana Laroia, no other Director or Key Managerial Personnel or any of their respective relatives are concerned or interested in the said resolution.

The Board recommends resolution at Item No.6 for approval of the members.

Item No. 7

Mr. Hugh Garavelli (DIN 07190970) was appointed as Additional Director on the Board of the Company with effect from May 22, 2015 and holds office until the conclusion of the ensuing Annual General Meeting.

Mr. Hugh Garavelli, 46, is a Nominee Director of Tesco Overseas Investments Limited. Mr. Garavelli has done 7 O Levels and 3 Higher Grades, Queen Margaret Academy Ayr, Scotland.

Mr. Hugh joined Tesco in 1990 in the retail planning function and since then he has experience in various property related aspects and has also been the UK Design and Planning Director, Construction Director and Property Programme Director. For last 5 years he has worked in the International Business and is currently working as International Property Director at Tesco Stores Limited handling aspects of the acquisition, asset and property services function.

Mr. Garavelli does not hold other directorships and Membership / chairmanship of committees of other companies in India.

The Company is in receipt of the notice from a Member of the Company pursuant to Section 160 of the Act, as required, signifying its intention to propose Mr. Hugh Garavelli for appointment as a Director of the Company.

Accordingly, the resolution at item No. 7 is proposed for the consideration of the Members for appointment of Mr. Hugh Garavelli as Director on the Board of the Company, liable to retire by rotation. Mr. Garavelli is also not related to any director or key managerial personnel of the Company.

Mr. Garavelli is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice since it relates to his own appointment.

Other than Mr. Garavelli, no other Directors/Key Managerial Personnel or their respective relatives are concerned or interested in the said resolutions.

The Board recommends resolution at Item No.7 for approval of the members

Item No. 8

Mr. Michael Snape (DIN 07243510) was appointed as Additional Director on the Board of the Company with effect from July 24, 2015 and holds office until the conclusion of the ensuing Annual General Meeting.

Mr. Michael Snape, 36, is a Nominee Director of Tesco Overseas Investments Limited. He holds a BSc. Hons. in Physiology and Medical Sciences and also a Post Graduate diploma in Law. Mr. Snape joined Tesco in February 2013. He was recently appointed as International Finance Director at Tesco **Stores Limited**. Prior to this role, he was Tesco Group FP&A, Director responsible for Group Planning and Management Reporting.

Prior to Tesco, he was working with Waitrose as Head of Strategy leading business planning, strategy, operational development and the change programme. Before Waitrose, Mr. Snape worked at Sainsbury's in a number of functions including Investor Relations, Strategy, Commercial Finance and Corporate Finance, as well as spending three years in Hong Kong as part of the team establishing the Asia sourcing business for GM & Clothing.

The Company is in receipt of the notice from a Member of the Company pursuant to Section 160 of the Act, as required, signifying its intention to propose Mr. Snape for appointment as a Director of the Company.

Accordingly, the resolution at item No. 8 is proposed for the consideration of the Members for appointment of Mr. Michael Snape as Director on the Board of the Company, liable to retire by rotation. Mr. Snape is also not related to any director or key managerial personnel of the Company.

Mr. Snape is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice since it relates to his own appointment.

Other than Mr. Snape, no other Directors/Key Managerial Personnel or their respective relatives are concerned or interested in the said resolutions.

The Board recommends resolution at Item No.8 for approval of the members

**By the order of the Board
For Trent Hypermarket Limited**


Sanjay Gupta
Company Secretary & CFO

Registered Office:

Taj Building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001

Tel.:91 22 67194500; Fax No.: 91 22 22070216

Corporate Identification Number: U51900MH2008PLC184184

Date: July 27, 2015