

Trent Hypermarket Limited

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

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

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Trent Hypermarket Limited will be held on Monday, July 13, 2015 at 1 p.m. (IST) at the registered office of the company at Taj building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001 to transact the following business:

Special Business:

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

“RESOLVED THAT pursuant to the provisions of the Articles of Association, the Company does hereby take note of and approves the withdrawal of nomination of Mr. Matthew Edmonds (DIN : 06878575), Nominee Director of Tesco Overseas Investments Limited with effect from July 1, 2015.

RESOLVED FURTHER THAT Mr. Matthew Edmonds shall cease to be a Director on the Board of the Company with effect from July 1, 2015, pursuant to the letter dated June 25, 2015 of Tesco Overseas Investments Limited, the nominating shareholder.”

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



**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 02, 2015

NOTES:

1. **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.**



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.

3. 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 (“TSRDL”). 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.
4. A route map including landmark for the venue of the Meeting is enclosed.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")

The following Explanatory Statement sets out all the material facts relating to the business mentioned in the accompanying Notice dated July 02, 2015

Item No.1

The Company has received a letter dated June 25, 2015 from Tesco Overseas Investments Limited for withdrawal of nomination of its nominee director Mr. Matthew Edmonds(DIN :06878575)

Pursuant to the provisions of the Article 6.5 of the Articles of Association of the Company, a letter for withdrawal of nomination by the nominating shareholder needs to be approved by the Members of the Company at meeting. An Ordinary resolution is therefore proposed for approval by the members.

The Board of Directors by circular resolution dated July 02, 2015, has already taken the withdrawal of nomination of nominee director Mr. Matthew Edmonds on record and approved the cessation of his Directorship.

The copy of Letter received from TOIL is available for inspection of the members during the business hours at the registered office of the Company.

The Board recommends the Resolution for approval by the members.

None of the Directors except Mr. Matthew Edmonds or any other Key managerial Personnel or their relatives is concerned or interested in the said resolution since it relates to his own cessation from directorship.

By the order of the Board
For Trent Hypermarket Limited


Sanjay Gupta
Company Secretary & CFO

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Route Map – Taj Building, 210, Dr. D.N. Road, Fort, Mumbai 400 001

