

Trent Hypermarket Private Limited

(formerly Trent Hypermarket Limited)

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

CORPORATE OFFICE :

First Floor, Commercial Tower 2, Kohinoor City, Kirool Road, Kurla (West),
Mumbai - 400070, Maharashtra, India TELEPHONE: (91 22) 67194500/67194600/61884400

NOTICE

NOTICE is hereby given that the **Eighth Annual General Meeting** of Trent Hypermarket Private Limited will be held on Thursday, June 30, 2016 at 2.00 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, 2016, 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, 2016, together with the Report of the Auditors thereon.
2. To appoint Statutory Auditors of the Company

SPECIAL BUSINESS

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


“RESOLVED THAT Ms. Kalpana Merchant (DIN 00827907), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 03, 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, 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, Ms. Kalpana Merchant (DIN 00827907) who 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 term commencing from November 03, 2015.”

By the order of the Board of Directors
For Trent Hypermarket Private Limited


A handwritten signature in black ink, appearing to read 'Sanjay Gupta', is written over a horizontal line.

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: U51900MH2008PTC184184

Date: June 28, 2016

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 (“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.

5. A route map including landmark for the venue of the Meeting is enclosed.
6. The above meeting is proposed to be convened at a short notice with consent from all the members.

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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 in the accompanying Notice dated June 20, 2016.

Item No. 2

At the Annual General Meeting ("AGM") of the Company held on 4th August 2015, M/s. N.M. Raiji & Co., Chartered Accountants (Firm Registration Number: 108296W) were appointed as Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in year 2016 .

However, M/s. N.M. Raiji & Co., have intimated their unwillingness to be re-appointed as the statutory auditors of the company.

The Board is in the process of identifying and recommending to the members the appointment of new Statutory Auditors in place of M/s. N.M. Raiji & Co, Chartered Accountants. In the aforesaid circumstances, the Board of Directors propose that consideration of item no.2 of the accompanying notice relating to appointment of auditors may be deferred for the time being and Eighth Annual General Meeting of the Company be adjourned sine die for consideration of the said item of the agenda at the adjourned Annual General Meeting which may be fixed after identifying the new Statutory Auditors.

Necessary resolution will therefore be proposed for adjournment of this AGM sine die at the meeting.



Item No.3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Ms. Kalpana Merchant (DIN 00827907) as an Additional Director and also as an Independent Director, not liable to retire by rotation for a term of two years, i.e. from November 03, 2015 to November 02,2017, subject to the approval of the Members.

As per Section 161 (1) of the Act, Ms. Merchant 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.

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. Ms. Merchant has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

Ms. Merchant, aged 60 years, holds directorship in Hiya Finvest Private Limited and Nilambi Investments Private Limited and has over 35 years of experience in the legal community spanning diverse practice areas. She is an LLB and Solicitor by qualification with a Bachelor of Arts Degree major with Psychology.

Her core competencies includes Real Estate, Infrastructure Project Finance & Banking, Dispute Resolution, Wills and Trusts, Capital Markets and Mergers and Acquisitions including Joint Ventures.

In the opinion of the Board, Ms. Merchant fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and is independent of the management. Ms. Merchant 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 Ms. Merchant as Independent Director is now being placed before the Members in general meeting for their approval.

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

Ms. Merchant was appointed with effect from November 03, 2015.

She has attended 3 Board Meetings during the year dated 03.11.2015, 02.02.2016 and 29.02.2016.

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


Directorships held in other companies	<ul style="list-style-type: none"> • Hiya Finvest Private Limited • Nilambi Investments Private Ltd
Membership/ Chairmanships of committees of other companies	NIL

Ms. Merchant is interested and concerned in the Resolution mentioned at Item Nos. 3 of the Notice since it relates to her own appointment.

Other than Ms. Merchant, 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.3 for approval of the members

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



**Sanjay Gupta
Company Secretary & Chief Financial Officer**

Registered Office:

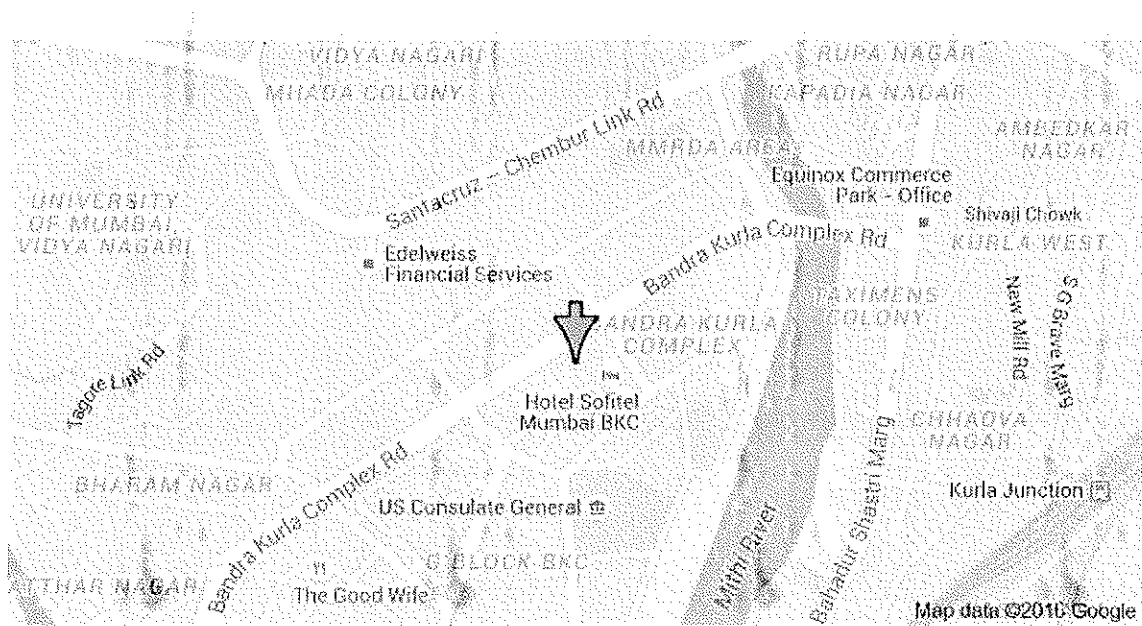
Taj Building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001

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

Corporate Identification Number: U51900MH2008PTC184184

Date: June 28, 2016

Route map:- Trent House, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051



Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U51900MH2008PTC184184
Name of the company:	TRENT HYPERMARKET PRIVATE LIMITED
Registered office:	Taj building, 2nd floor, 210, d. N. Road, fort Mumbai, Maharashtra India - 400001

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

1) Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him;

2) Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him;

3) Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual general meeting of the company, to be held on the Thursday of June 30, 2016 at 2 p.m. at Trent House, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
Ordinary Business	
1.	a. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon. b. Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2016, together with the Report of the Auditors thereon.
2.	To appoint Statutory Auditors of the company
Special Business	
3.	Appointment of Ms. Kalpana Merchant (DIN 00016304) as an Independent Director

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Taj Building, 210, D N Road, Fort, Mumbai- 400 001, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this attendance slip.

ATTENDANCE SLIP

**ANNUAL GENERAL MEETING OF THE MEMBERS OF TRENT HYPERMARKET PRIVATE
LIMITED ON THURSDAY, JUNE 30 2016 AT 2.00 P.M.**

TRENT HOUSE, BANDRA-KURLA COMPLEX, BANDRA (E), MUMBAI 400 051

Folio No. _____ DP ID No.* _____

Client ID No.* _____ No. of equity shares _____

Name of the Member _____

Signature _____

Name of the Proxyholder _____

Signature _____

*Applicable for members holding shares in electronic form.

1. Only Member/Proxy holder can attend the meeting
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting