

# Trent Hypermarket Private Limited

(formerly Trent Hypermarket Limited)

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

## CORPORATE OFFICE :

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

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Trent Hypermarket Private Limited will be held on Friday, October 07, 2016 at 11 a.m. at Trent House, Bandra-Kurla Complex, Bandra (E), Mumbai- 400051 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 Special Resolution:

“RESOLVED that pursuant to Article 11.2 (vii) of the Articles of Association of the Company, consent of the Company be and is hereby accorded to acquire by way of subscription, purchase or otherwise on rights basis, 25,00,000 equity shares of Rs.100 each at par aggregating to Rs.25,00,00,000/- of Trent Retail Services Limited .

By the order of the Board  
For Trent Hypermarket Private Limited



Sanjay Gupta

Company Secretary & Chief Financial Officer

### Registered Office:

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

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

Corporate Identification Number: U51900MH2008PTC184184

Date: 06.10.2016



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")**

### **Item No.1**

Trent Retail Services Limited, the wholly owned Subsidiary (WOS) of the company is engaged in business of providing property and project services principally to the Company.

Currently, the Company is looking for construction of distribution centre/warehouse for servicing its backend operations. The Board was informed that the Company is considering construction of green field warehouses and providing Warehouse Management Services (WMS) as a revenue generating business. In this regard, Trent Limited has shown interest in a warehouse facility and WMS on a land parcel (15 acres) owned by Trent in Vapi, Gujarat (Land). The Company is seeking to develop a warehouse on this land and to provide Warehouse Management Services to Trent. This investment by the Company in construction of the warehouse shall also help in the back-end infrastructure obligation under the FDI regulations.

Further, it is proposed that Trent and the Company jointly develop the warehouse facility on the Land. Pursuant to the arrangement, Trent Retail Services Limited (TRS, a wholly owned subsidiary of THPL) shall incur the cost for construction and development of the proposed warehouse on specific terms & budget (Build Cost) as mutually agreed by the parties. This warehouse facility will be owned by Trent Retail Services Limited and it will provide warehouse management services to Trent. The Land will continue to be owned by Trent.

Hence, the company wishes to infuse funds in Trent Retail Services Limited (TRS) to enable it to carry out the proposed activity by granting loan worth Rs. 25 crores and by subscribing to Equity shares aggregating to Rs. 25 crores.

However, under Article 11.2 of the Articles of Association of the Company ("AOA"), which prescribes Shareholders Reserved Matters, approval of the Members is required for purchasing shares of another company.

The Articles of Association of the Company shall be kept open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The Board commends the Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.



None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.1 of the accompanying Notice.

**By the order of the Board**

**For Trent Hypermarket Private Limited`**



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

**Registered Office:**

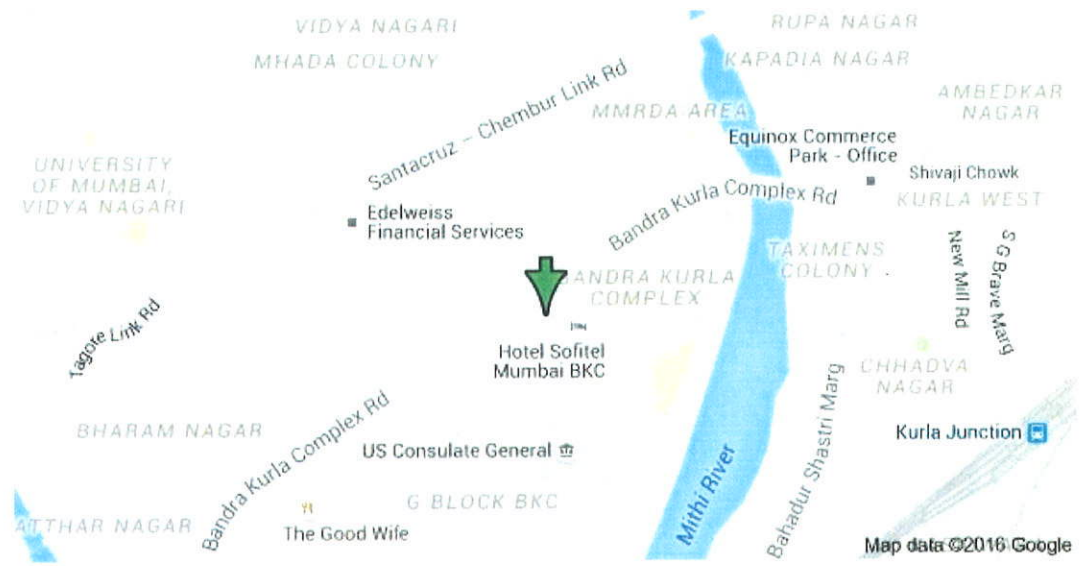
Taj Building, 2<sup>nd</sup> floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001

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

Corporate Identification Number: U51900MH2008PTC184184

Date: 06.10.2016

**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

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 Extra Ordinary General Meeting of the company, to be held on the Friday of October 07, 2016 at 11 a.m. at Trent House, Bandra-Kurla Complex, Bandra (E), Mumbai- 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
<b>Special Business</b>	
1.	To approve purchase/acquire/subscription of 25,00,000 equity shares of Rs. 100/- each of Trent Retail Services Limited aggregating to Rs. 25 crores on Rights basis.

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 joint holders may use copies of this attendance slip.

**ATTENDANCE SLIP**

**EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF TRENT HYPERMARKET  
PRIVATE LIMITED**

**ON FRIDAY, OCTOBER 07, 2016 AT 11 A. 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 Proxy holder \_\_\_\_\_

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 EOGM Notice for reference at the Meeting.