Trent Hypermarket Private Limited A TATA and TESCO Enterprise

CORPORATE OFFICE:

25th & 26th Floor, Vios Tower, New Cuffe Parade, Sewri – Chembur Road, Near Imax Dome Theatre, Wadala, Mumbai 400037, Maharashtra, India

NOTICE is hereby given that the 02/2023-24 Extra Ordinary General Meeting of Trent Hypermarket Private Limited will be held on Friday, 29th December 2023 at 11:00 a.m. (IST) at Trent House, G-Block, Plot No C-60, Bandra Kurla Complex, Bandra (E) Mumbai- 400051 to transact the following business:

<u>Item No. 1</u> - To approve issue of equity shares of the Company on rights basis

To consider, and if thought fit, pass the following resolution, with or without modification(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(a) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof) read with the Companies (Share Capital and Debentures) Rules, 2014 and all other relevant Rules, as may be amended from time to time, and the enabling provisions in the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 (including any amendment thereto or re-enactment thereof), the notification and circulars as issued by Reserve Bank of India and subject to all such approvals, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot upto 7460128 equity shares of ₹ 10/- each at a price of ₹ 81.90 /- each (Face value ₹ 10/- each and Premium ₹ 71.90/- each) aggregating to ₹ 61,09,84,483.20/- (Rupees Sixty One Crore Nine Lakhs Eighty Four Thousand Four Hundred and Eighty Three and Twenty Paisa) to the existing equity shareholders on right basis in ratio of 15 equity shares for every 419 equity shares held, as on the Record Date i.e. 31st October 2023.

RESOLVED FURTHER THAT the said equity shares to be issued and/ or allotted, shall be subject to the terms of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Director or Company Secretary of the Company be and is hereby authorized to determine rights entitlements (including rounding off of fraction or ignoring the same), timing of the offer and various other matters in respect thereof and to settle any question, difficulty or doubt that may arise in regards to issue, offer and allotment and to do all acts, deeds and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution as they may in their absolute discretion deem necessary or desirable in connection with such issue or any matters incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



NOTES

- 1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out material facts concerning the business under Item No. 1 set out above is annexed hereto and forms part of the Notice.
- 2. Corporate Members of the Company are entitled to appoint their authorized representatives to attend and vote at the meetings pursuant to Section 113 of the Companies Act, 2013.
- 3. 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. 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. A Proxy form is enclosed.
- 4. Members, Proxies and authorized representatives are requested to bring to the meeting the enclosed attendance slip, duly completed and signed, mentioning therein details of their Folio No / DP ID and Client ID.
- 5. In case of joint holders attending the Extra Ordinary General Meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
- 6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
- 7. A route map showing directions to reach the venue of the Meeting is enclosed.

By the order of the Board For Trent Hypermarket Private Limited

Ranjani Taru
Company Secretary
ACS: 30771

Registered Office:

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

CIN: U51900MH2008PTC184184

Mumbai, 7th December 2023

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

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 in the accompanying Notice dated 7th December 2023.

Item No. 1 - To approve issue of equity shares of the Company on rights basis

The Company in its long-term plan envisages the accelerated business expansion plan by pursuing significant addition of new stores across multiple locations. In order to meet business expansion plan, operating losses funding and working capital requirements, it is proposed to offer, issue and allot further equity shares to the existing shareholders.

The Board of Directors at its meeting held on Tuesday, 31st October 2023 approved offering additional 7460128 equity shares of ₹ 10/- each at a premium of ₹ 71.90/- per share aggregating to around ₹ 610,984,483.20/- to the existing equity shareholders on right basis in the ratio of 15 equity shares for every 419 equity shares held, subject to rounding off of fraction or ignoring the same, as may be deemed appropriate. The consent of shareholders for the said issue of equity shares is required pursuant to the Articles of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company is open for inspection by the Members through electronic mode. The members can request for the same at the designated e-mail address mentioned in the Notes to the Notice.

The Board commends the Special 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

> > Ranjani Taru Company Secretary

ACS: 30771

Registered Office:

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

CIN: U51900MH2008PTC184184 Mumbai, 7th December 2023

PROXY FORM

•	oursuant to Section 105(6) of the Companies Act, 2013 and Rule19 ompanies (Management and Administration) Rules, 2014)	9 (3) of the	÷	
Na	ame of the Member(s):			
Re	egistered address:			
E-r	E-mail Id: DPID Client ID:			
	/ We, being the member(s) of Shares of Trent Hypermark Private Limited, hereby appoint:			
	Name:E-mail Id: Address:Signatureor failing him			
,	2. Name: E-mail Id: Address: Signature or failing him			
	Name: E-mail Id: Address: Signature		-	
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 Friday, 29 th December, 2023 at 11:00 a.m. (IST) at Trent House, G-Block, Plot No-60, Bandra Kurla Comlpex, Bandra (East) Mumbai- 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:				
Sp	pecial Business:			
1.	To approve issue of equity shares of the Company			
Sig	gned this day of 2023	Affix Revenue		
Sig	Signature of shareholder			
Sig	gnature of Proxy holder(s)			
No 1.	Note: 1. This Form in order to be effective, should be duly completed and deposited at the Registered office of the Company at 2 nd Floor, Taj Building, 210, Dr. D.N. Road, Fort Mumbai 400001 not less than 48 hours before the commencement of the Meeting.			

ATTENDANCE SLIP

(To be presented at the entrance) EXTRA ORDINARY GENERAL MEETING ON 29TH DECEMBER 2023 AT 11:00 A.M. (IST) at Trent House, G-Block, Plot No C-60, BKC, Bandra (E) Mumbai- 400051

DPID Client ID			
Number of shares			
Name of the Member	_ Signature		
Name of the Proxy holder	_ Signature		

- 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.