

LIFESTYLE INTERNATIONAL PRIVATE LIMITED

Registered Office: 77° Town Centre, Building No.3, West Wing,
Off HAL Airport Road, Yamlur P.O., Bangalore - 560 037
Phone: +91 (80) 41796565, Fax: +91 (80) 41528349
www.lifestylestores.com
(CIN – U52190KA1997PTC046775)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held on Friday, July 29, 2022, at 10.00 am, at the Registered Office of the Company situated at 5th Floor, 77° Town Centre, Building No. 3, West Wing, Off HAL Airport Road, Yamlur P.O., Bengaluru - 560 037, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company comprising audited Balance Sheet as at March 31, 2022, audited Profit & Loss Account for the year ended March 31, 2022, Cash Flow Statement for the year ended March 31, 2022, and schedules and notes annexed thereto and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 10 each per equity share of face value Rs. 10 for the financial year 2021-22.
3. To appoint M/s B S R & Co. LLP (Firm Registration Number: 101248W/W-100022) as Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies(Audit and Auditors) Rules, 2014, as amended from time to time, M/s B S R & Co. LLP (Firm Registration Number: 101248W/W-100022), be and is hereby appointed as Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of the 25th Annual General Meeting to the conclusion of the 30th Annual General Meeting, on such remuneration, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years, as they may deem fit."

SPECIAL BUSINESS

4. APPOINTMENT OF MR. DEVARAJAN IYER AS DIRECTOR

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

“RESOLVED THAT Mr. Devarajan Iyer (DIN - 07158408), who was appointed as an Additional Director by the Board of Directors of the Company, pursuant to section 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, who holds office upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

5. APPOINTMENT OF MR. DEVARAJAN IYER AS EXECUTIVE DIRECTOR

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

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Devarajan Iyer (DIN - 07158408), as an Executive Director of the Company, from March 15, 2022, to March 31, 2025, on such remuneration as may be decided by the Board from time to time.”

6. APPROVAL OF RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the members be and is hereby accorded for the Company to enter into any contract(s) or arrangement(s) or transaction(s) from time to time w.e.f. April 01, 2022 with one or more related parties as mentioned below with respect to one or more activities as mentioned below, not exceeding in a financial year the aggregate limits mentioned against each such activity:

Nature of Activity	Name of Related Party			
	Max Hyper-market India Pvt. Ltd.	LMG Consulting Services India Pvt. Ltd.	Citymax Hotels (India) Pvt. Ltd.	Citymax Hospitality (India) Pvt. Ltd.
Amount per financial year (Rs. In Crores)				
Purchase of goods or materials of every kind, including apparels, garments, furniture, household items, jewelry, food & beverages, accessories, etc.	50	5	2	0.5
Sale or dispose of goods or materials of every kind, including apparels, garments, furniture, household items, jewelry, accessories, etc.	400	5	2	-
Rendering of services of all kinds, including sharing of manpower resources in areas such as finance, accounts, marketing & communications, HR, IT, facilities & administration, legal & secretarial, security, housekeeping, sharing of utilities, resources, provision/ deputation of manpower and the like, etc.	30	50	8	-
Availing of services of all kinds, including sharing of manpower resources in areas such as finance, accounts, marketing & communications, HR, IT, facilities & administration, legal & secretarial, security, housekeeping, sharing of utilities, resources, provision/ deputation of manpower and the like, etc.	20	50	1	-
Giving on lease property of any kind incl maintenance charges	10	10	3	-
Taking on lease property of any kind	5	3	2	-
Selling or otherwise disposing of, or buying, property of any kind (other than goods or materials)	5	50	1	-

“RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things from time to time as may be required for the purpose of giving effect to this resolution.”

By the order of the Board

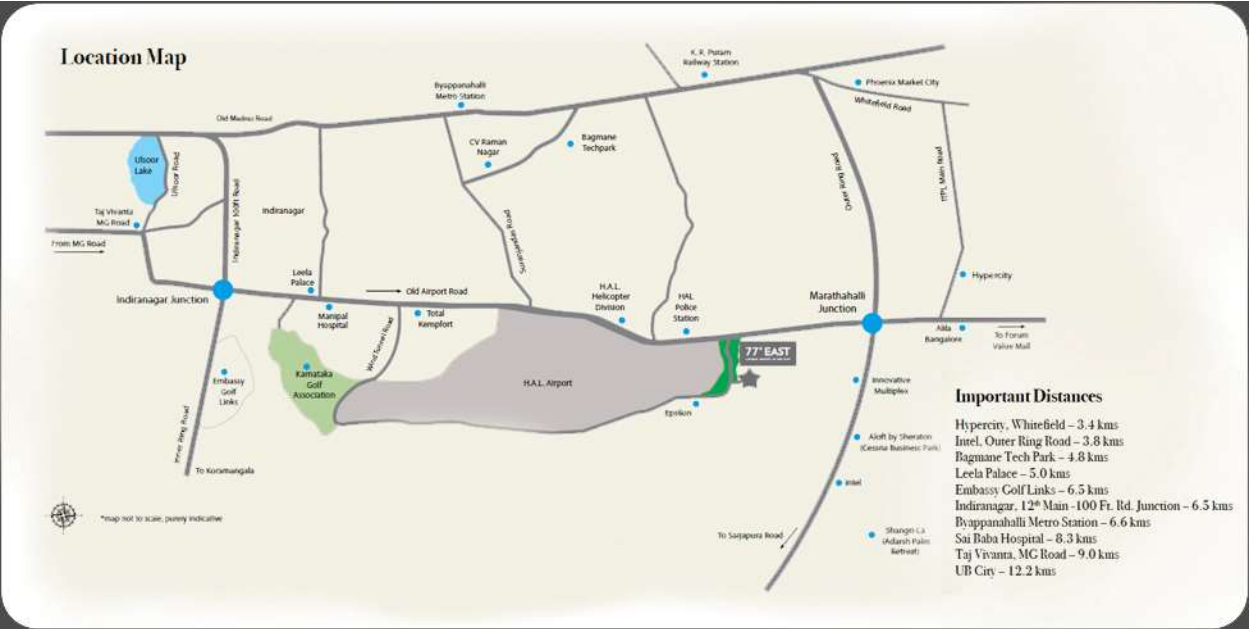
Place: Bengaluru
Date: June 21, 2022

Ramaprasad S
Company Secretary

Registered Office: 77 Town Centre, Building No. 3, West Wing,
Off HAL Airport Road, Yamlur P.O.,
Bengaluru-560037
CIN: U52190KA1997PTC046775
Email Id: ramaprasad.s@landmarkgroup.in
Tel No. 080- 41796868

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEEDS TO BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding more than ten percent of the total share capital of the Company carrying the voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of special business set out in the notice is annexed hereto.
5. Keeping with the spirit of the provisions of Companies Act, 2013, the annual report of the Company is being sent to the members as per the permissible modes of dispatch. In case any member wishes to update their preferred mode of receiving the annual report, he/she may contact the undersigned at ramaprasad.s@landmarkgroup.in



ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

SPECIAL BUSINESS:

Item No. 4 - APPOINTMENT OF MR. DEVARAJAN IYER, DIRECTOR

The Board of Directors at its meeting held on March 15, 2022, appointed Mr. Devarajan Iyer as an Additional Director of the Company w.e.f. March 15, 2022, to hold the office upto the date of the ensuing Annual General Meeting.

The Board considers that the association of Mr. Devarajan Iyer as Director of the Company will be beneficial and in the interest of the Company, and hence recommends passing of the resolution as set out at Item No.4 of the accompanying Notice.

Except Mr. Devarajan Iyer, who is directly concerned and interested in his appointment, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution.

Item No. 5 - APPOINTMENT OF MR. DEVARAJAN IYER, EXECUTIVE DIRECTOR

The Board of Directors at its meeting held on March 15, 2022, appointed Mr. Devarajan Iyer as Executive Director of the Company from March 15, 2022, to March 31, 2025, on such remuneration and terms and conditions decided by the Board.

Although the approval of the members for appointment of Mr. Devarajan Iyer as a Whole Time Director of the Company is not required, keeping in spirit of the provisions of Companies Act, 2013 and related rules, approval of the members of the Company is being sought as a matter of good governance.

The Board considers that the appointment of Mr. Devarajan Iyer as a Whole time Director of the Company will be beneficial and in the best interests of the Company, and hence recommends passing of the resolution set out at Item No. 5 of the Notice.

The details as required under Secretarial Standard on General Meetings (SS – 2) are given below:

Name	Devarajan Iyer
Age	49 yrs.
Qualification	Bachelor of Engineering and MBA from Mumbai University
Experience	Approx. 25 years
Terms and conditions of appointment along with details of Remuneration	As approved by the Board of Directors of the Company
Date of first appointment on the Board	March 15, 2022

Shareholding in the company	NIL
No. of Board meetings attended during the year	1
Other directorships/committee membership/ Chairmanship of Board/ Committees	Nil
Relationship with other Directors	Nil

Except Mr. Devarajan Iyer, who is directly concerned and interested in his appointment, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution.

Item No. 6

APPROVAL OF RELATED PARTY TRANSACTIONS

Under section 188 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement or transaction with a related party falling within the nature of activities listed therein unless approved by the board of directors. Also, no such contract, arrangement, or transaction shall be entered, in the case of transactions exceeding such sums as prescribed, except with the approval of the members by an ordinary resolution.

The approval of the Board and members as aforesaid shall not be required for any transactions entered into by the company in its ordinary course of business on an arm's length basis.

However, keeping in spirit of the provisions of section 188 of Companies Act, 2013 and related rules, the Company has been, by way of abundant caution and as a matter of good governance, obtaining at regular intervals, approvals of the Board of Directors and its members from time to time for all related party transactions, existing or new, even though they may, on a case to case basis analysis, be otherwise exempt from approval requirements under section 188 of Companies Act, 2013.

Accordingly, the Company now proposes to seek ratification /approval of its members by way of an ordinary resolution for contract(s) or arrangement(s) or transaction(s) w.e.f. April 01, 2022, with one or more related parties as mentioned in the resolution at item no. 6, including those already entered into. Hence, the Board recommends an ordinary resolution set out at item no. 6 for your approval.

The Directors of your Company are concerned or interested in the resolution to the extent of their directorship and/or membership in the specific entities categorized as related parties as under:

Name of the related party	Name of the director or key managerial personnel who is related	Nature of relationship
Max Hypermarket India Private Limited	Mr. Vinod Menon Mr. Visvanathan Srinivasan	Common Director
Citymax Hotels (India) Private Limited	Mr. Shitalkumar Mehta	Common Director
LMG Consulting Services India Private Limited	Mr. Vinod Menon	Common Director
Citymax Hospitality (India) Private Limited	Mr. Shitalkumar Mehta	Common Director

Other than to the extent mentioned above, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution.

By the order of the Board

Place: Bengaluru
Date: June 21, 2022

Ramaprasad S
Company Secretary

LIFESTYLE INTERNATIONAL PRIVATE LIMITED

Registered Office: 77° Town Centre, Building No.3, West Wing,

Off HAL Airport Road, Yamlur P.O., Bangalore - 560 037

Phone: +91 (80) 41796565, Fax: +91 (80) 41528349

www.lifestylestores.com

(CIN – U52190KA1997PTC046775)

ATTENDANCE SLIP

(To be presented at the entrance)

25th Annual General Meeting on Friday, July 29, 2022, at 10.00 am at 5th floor, 77° Town Centre, Building No. 3, West Wing, Off HAL Airport Road, Yamlur P.O., Bangalore - 560 037.

Folio no. _____

Name of the Member _____

Signature _____

Name of the Proxyholder _____

Signature _____

1. Only member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of Notice for reference at the Meeting.

Form No. MGT-11

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: U52190KA1997PTC046775
Name of the Company: Lifestyle International Private Limited
Registered Office: 77° Town Centre, Building No. 3, West Wing, Off HAL Airport Road, Yamlur P.O., Bangalore - 560 037

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id:	
DP ID:	

I/We, being the Member(s) of Lifestyle International Private Limited, holdingshares

1. Name:
Address:
E-mail Id:
Signature: , or failing him

2. 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 25th Annual General Meeting / ~~Extraordinary General Meeting~~ of the Company, to be held on Friday, July 29, 2022 at 10.00 am at 5th Floor, 77° Town Centre, Building No. 3, West Wing, Off HAL Airport Road, Yamlur P.O., Bangalore - 560 037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the financial statements of the Company comprising audited Balance Sheet as at March 31, 2022, audited Profit & Loss Account for the year ended March 31, 2022, Cash Flow Statement for the year ended March 31, 2022, and schedules and notes annexed thereto and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 10 each per equity share of face value of Rs. 10 for the financial year 2021-22.
3. To appoint M/s B S R & Co. LLP as Statutory Auditors of the Company and to fix their remuneration
4. Appointment of Mr. Devarajan Iyer as Director
5. Appointment of Mr. Devarajan Iyer as Executive Director
6. Approval of Related Party Transactions

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Signed this ___ day of _____, 2022
Signature of shareholder(s) _____
Signature of proxy holder(s) _____