

MAX HYPERMARKET INDIA PRIVATE LIMITED

Registered Office: 2nd Floor, #39/3 & 44,
Bannerghatta Road, Bangalore – 560 029
Phone: 91 (80) 41811600, Fax: +91 (80) 26684807
www.sparindia.com (CIN – U52190KA2004PTC037768)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of the Company will be held on Thursday, September 01, 2022 at 10:00 AM, at 2nd Floor, No.39/3 & 44, Bannerghatta Road, Bangalore -560 029 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 re-appoint the existing auditors to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 and other applicable provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 or any amendment made thereafter, M/s S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) be and are hereby re-appointed as statutory auditors of the Company to hold the office for the term of five years beginning from the conclusion of the 18th Annual General Meeting to the conclusion of the 23rd Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS:

3. 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 nature of activity as mentioned below, not exceeding in a financial year aggregate limits mentioned below against each such activity:

Particulars	Name of Related Party		
	Lifestyle International Pvt Ltd	LMG Consulting Services India Pvt Ltd	Citymax Hotels (India) Pvt Ltd
	Amount per financial year (Rs. in crores)		
Purchase of goods or materials of every kind, including apparels, garments, furniture, household items, jewellery, accessories, food items, etc.	400.00	0.50	1.00
Sale or dispose of goods or materials of every kind, including apparels, garments, furniture, household items, jewellery, accessories, food items, etc.	50.00	1.00	1.00
Rendering of services of all kind, 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.	20.00	0.00	0.50
Availing of services of all kind, 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.	30.00	2.00	0.00
Giving on lease property of any kind	5.00	0.00	0.00
Taking on lease property of any kind	10.00	0.00	1.00
Selling or otherwise disposing of, or buying, property of any kind (other than goods or materials)	5.00	0.00	0.00

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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: Bangalore
Date: August 10, 2022

Anand Arora
Company Secretary

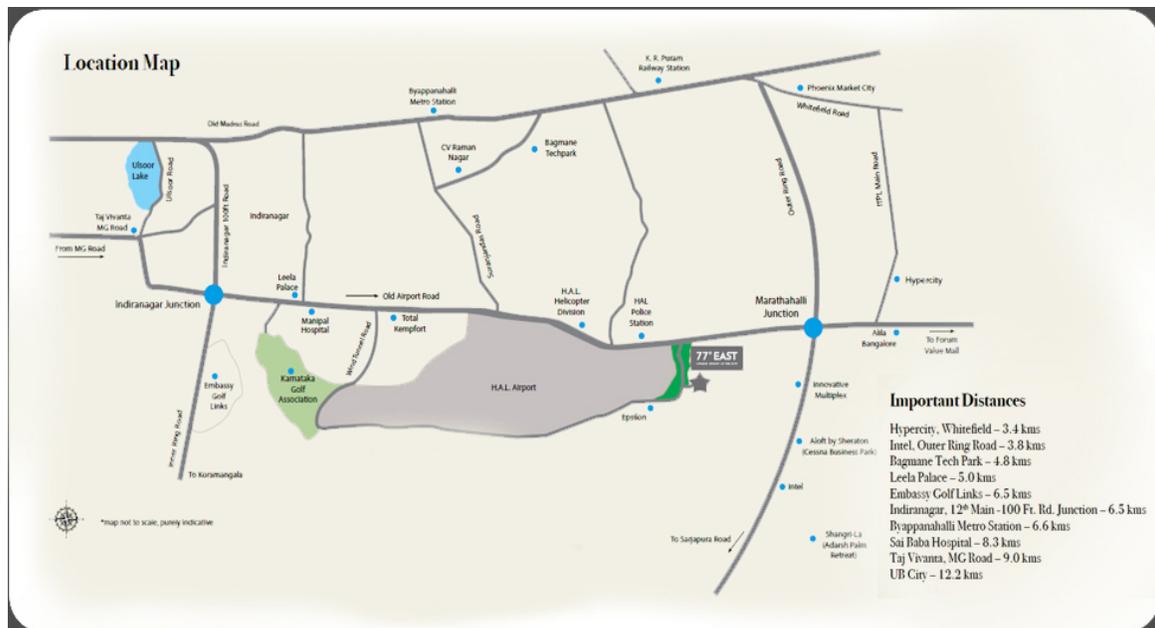
Notes:

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 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.

By the order of the Board

Place: Bangalore
Date: August 10, 2022

Anand Arora
Company Secretary



ANNEXURE TO NOTICE

Explanatory Statement under Section 102 of the Companies Act, 2013

SPECIAL BUSINESS:

Item No. 3

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 or 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.

Keeping in spirit of the provisions section 188 of Companies Act, 2013 and related rules, the Company had, by way of abundant caution and as a matter of good governance, obtained the approval of the Board of Directors and members at the meetings held on September 03, 2021 and September 27, 2021, 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, approvals were obtained for the Company to enter into any contract(s) or arrangement(s) or transaction(s) from time to time w.e.f. April 01, 2021 with one or more related parties upto limits as mentioned in the resolutions.

The Company now proposes to increase/modify the limits of approval and/or modify the list of related parties already approved. As such, the Company is seeking approval of members by way of an ordinary resolution for 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 in the resolution at item no. 3, including contract(s) or arrangement(s) or transaction(s) already entered into. The Board recommends an ordinary resolution set out at item no. 3 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
Lifestyle International Pvt Ltd	Mr. Vinod Menon & Mr. Visvanathan Srinivasan	Mr. Vinod Menon & Mr. Visvanathan Srinivasan, are common director
LMG Consulting Services India Private Limited	Mr. Raghu Rajagopalan	Mr. Raghu Rajagopalan, is a common director
Citymax Hotels (India) Pvt Ltd	Mr. Raghu Rajagopalan	Mr. Raghu Rajagopalan, is a common director

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

By the order of the Board

Place: Bangalore

Date: August 10, 2022

**Anand Arora
Company Secretary**

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ATTENDANCE SLIP

(To be presented at the entrance)

18th Annual General Meeting on Thursday, September 01, 2022 at 2nd Floor, No.39/3 & 44,
Bannerghatta Road, Bangalore -560 029.

Folio no. _____

Name of the Member _____

Signature _____

Name of the Proxyholder _____

Signature _____

1. Only member/Proxy holder can attend the Meeting.
 2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
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**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: U52190KA2004PTC037768

Name of the Company: Max Hypermarket India Private Limited

Registered Office: 2nd Floor, No.39/3 & 44, Bannerghatta Road,
Bangalore -560 029.

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID

I/We, being the Member(s) ofshares 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting / ~~Extraordinary General meeting~~ of the Company, to be held on Thursday, September 01, 2022 at 10 am at 2nd Floor, No.39/3 & 44, Bannerghatta Road, Bangalore -560 029 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 re-appoint the existing auditors to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting, to fix their remuneration and to pass the following resolution as an Ordinary Resolution
3. To approve the Related Party Transactions.

Signed this ___ day of ___

Signature of shareholder(s)_____

Signature of proxyholder(s)_____

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.