



**NOTICE OF ANNUAL GENERAL MEETING
AGM-FY2022-2023**

Notice is hereby given that the nineteenth Annual General Meeting (“AGM”) of Tesco Bengaluru Private Limited (the “Company”) will be held on Monday, 5th September 2022 at IST 3:00 PM through Video Conference (VC)/Other Audio-Visual Means (OAVM) to transact the following agenda items:

ORDINARY BUSINESS:

1. To consider, receive and adopt the audited financial statement of the Company for the financial year ended on 31st March 2022, and the reports of the Board of Directors and the reports of Auditors thereon; and
2. To confirm the interim dividend of INR 218.03 (i.e., 2180.3 %) per equity share aggregating to INR 520,000,000 (i.e., INR 520 Million, including applicable withholding taxes) already paid for the financial year ended on 31st March 2022.

In this regard, to consider and approve, if thought fit, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** an interim dividend for the year ended 31st March 2022 of INR 218.03 (i.e., 2180.3 %) per equity share aggregating to 520,000,000 (i.e., INR 520 Million, including applicable withholding taxes) paid to the members of the Company, be and is hereby approved and confirmed.”

SPECIAL BUSINESS:

3. **APPOINTMENT OF SCOTT FITZGERALD AS DIRECTOR OF THE COMPANY**

To consider and approve, if thought fit, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, subject to the provisions of the Companies Act, 2013, Mr. Scott Fitzgerald (DIN 09479607), who was appointed as an additional director of the Company by its Board of directors on 25th January 2022, be and is hereby appointed as director of the Company.”

“**RESOLVED FURTHER THAT**, Board of directors of the Company be and is hereby authorised to all such acts, matters, deeds and things, including signing of e-forms to be filed with statutory authorities as may be necessary and incidental to give effect to this resolution.”

For and on behalf of *Tesco Bengaluru Private Limited*,

Sumit Mitra
Director
DIN: 06997009
Place: Bangalore
Date:

To
Members, Auditors, Directors etc.

Notes:

1. **THE MINISTRY OF CORPORATE AFFAIRS VIDE CIRCULAR DATED 5 MAY, 2020 READ WITH CIRCULAR DATED 8 APRIL, 13 APRIL 2020, HAS ALLOWED TO CONDUCT ANNUAL GENERAL MEETING (AGM) THROUGH VC, WITHOUT PHYSICAL PRESENCE OF MEMBERS. IN VIEW OF THE SAME, AGM OF THE COMPANY IS BEING HELD THROUGH VC. SINCE, PHYSICAL ATTENDANCE IS DISPENSED WITH FOR THIS MEETING BEING CONDUCTED THROUGH VC, FACILITY OF APPOINTMENT OF PROXY IS NOT AVAILABLE. CONSIDERING THE SAME PROXY FORM, ATTENDANCE SHEET AND ROUTE MAP IS NOT ATTACHED TO THIS NOTICE.**
2. **MEMBERS OF THE COMPANY BEING BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND AND VOTE AT THE MEETING AS PER SECTION 113 OF THE COMPANIES ACT 2013.**
3. **DISCUSSION AT THE AGM WILL BE TAKEN BY SHOW OF HANDS.**
4. **MEMBERS CAN CONVEY THEIR VOTE, WHEN POLL IS REQUIRED TO BE TAKEN DURING THE MEETING ON ANY RESOLUTION, TO THIS EMAIL ID SANTOSH.GNANAPRAKASH@TESCO.COM.**
5. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IS ANNEXED HERETO.**
6. **INSTRUCTIONS FOR VC**
 - **Members/ participants are provided with the facility to attend the AGM through VC through Microsoft Teams. Members/ participants may assess the same at [Click here to join the meeting](#).**
7. **In case members/participants face any difficulty in login they can reach the technical team at anbudurai.selladurai@tesco.com.**
8. **<Web link to be inserted>**



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

**ITEM NO. 3
APPOINTMENT OF SCOTT FITZGERALD AS DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Mr. Scott Fitzgerald (09479607), as an Additional Director with effect from 25th January 2022. His appointment will cease on the date of the AGM.

Mr. Scott Fitzgerald, being eligible offers himself for appointment as a Director at the AGM.

Save and except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any interest in the resolutions proposed.

The Board recommends the ordinary resolution set out at Item No. 3 of the Notice for approval by the Members.

For and on behalf of *Tesco Bengaluru Private Limited*,

Sumit Mitra
Director
DIN: 06997009
Place: Bangalore
Date: