



NOTICE OF ANNUAL GENERAL MEETING
AGM-FY2024-2025

Shorter notice is hereby given that the Twenty First Annual General Meeting (“AGM”) of Tesco Bengaluru Private Limited (the “Company”) will be held on Tuesday, 17th September 2024 at 03:30 PM IST 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 2024, and the reports of the Board of Directors and the reports of Auditors thereon; and
2. To confirm the interim dividend of INR 628.93 (i.e., 6289.3%) per equity share aggregating to INR 1,500,000,000 (i.e., INR 1.5 billion, including applicable withholding taxes) already paid for the financial year ended on 31st March 2024.

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 2024 of INR 628.93 (i.e., 6289.3%) per equity share aggregating to INR 1,500,000,000 (i.e., INR 1.5 billion, including applicable withholding taxes) paid to the members of the Company, be and is hereby approved and confirmed.”

SPECIAL BUSINESS:

3. **APPOINTMENT OF MS. PRIYADARSANIE RAMASUBRAMANIAN 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, Ms. Ramasubramanian Priyadarsanie (DIN: 10603089), who was appointed as an additional director of the Company by its Board of directors on 24th April, 2024, be and is hereby appointed as the 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***,

Ramamoorthy Rajagopal
Director
DIN: 09206067
Place: Bangalore
Date: 16th September 2024

To
Members, Auditors, Directors etc.

Notes:

1. **THE MINISTRY OF CORPORATE AFFAIRS VIDE CIRCULAR NO. 10/2022 DATED DECEMBER 28, 2022 READ WITH GENERAL CIRCULAR NOS. 09/2023, 02/2022, 02/2021, 19/2021, 21/2021, 14/2020, 17/2020, 20/2020, 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. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 IS ANNEXED HERETO.**
4. **DISCUSSION AT THE AGM WILL BE TAKEN BY SHOW OF HANDS.**
5. **MEMBERS CAN CONVEY THEIR VOTE, WHEN POLL IS REQUIRED TO BE TAKEN DURING THE MEETING ON ANY RESOLUTION, TO THIS EMAIL ID Sharmilee.Rao@tesco.com**
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 [Join the meeting now](#)**
7. **In case members/participants face any difficulty in login they can reach the technical team at anbudurai.selladurai@tesco.com.**

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

**ITEM NO. 3
APPOINTMENT OF MS. PRIYADARSANIE RAMASUBRAMANIAN AS DIRECTOR OF THE
COMPANY**

The Board of Directors of the Company appointed Ms. Ramasubramanian Priyadarsanie (DIN: 10603089), as an Additional Director with effect from 24th April, 20224. Her appointment will cease on the date of the AGM.

Ms. Ramasubramanian Priyadarsanie, being eligible offers herself 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,***

Ramamoorthy Rajagopal
Director
DIN: 09206067
Place: Bangalore
Date: 16th September 2024