



REI Six Ten Retail Limited

CIN: L51909WB2007PLC117926

Registered Office: "Everest House" 46 C, Chowringhee Road, 15th Floor, Room No.-15B, Kolkata-700071

NOTICE

Notice is hereby given that the Seventh Annual General Meeting of the Members of REI Six Ten Retail Limited will be held on Tuesday, 30th September, 2014 at 2.00: P. M. at Uttam Mancha, 10/1/1 Manohar Pukur Road, Kolkata – 700 026 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1.

To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss account for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.

ITEM NO. 2

To appoint Director in place of Shri Manoj Mishra, (DIN 00386578), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

ITEM NO. 3.

Re-appointment of Auditor

To re-appoint M/s. P. K. Lilha & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting with the authority to the Board of Directors of the Company to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. P. K. Lilha & Co., Chartered Accountants, having Firm Registration No. 307008E, the retiring Auditors of the company, be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their re-appointment at every AGM) at such remuneration plus service tax as applicable and out of

pocket expenses etc. as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

ITEM NO. 4.

Appointment of Shri A. K. Chatterjee (DIN 00266151) as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri A. K. Chatterjee (DIN 00266151), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years from the date of this annual General Meeting."

ITEM NO. 5.

Appointment of Shri K.D. Ghosh (DIN 02489190) as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri K.D. Ghosh (DIN 02489190), Director of the Company who retires by rotation at this Annual General

Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years from the date of this annual General Meeting .”

ITEM NO. 6.

Appointment of Shri Dr. N. K. Gupta (DIN 00032956) as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. N. K.

Gupta (DIN 00032956), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years from the date of this annual General Meeting .”

By Order of the Board
For **REI Six Ten Retail Ltd.**

Sd/-

Sandip Jhunjunwala
Managing Director

Date: 14th August, 2014

Place: New Delhi

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) 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.
- b) Duly complete instrument appointing Proxy as per the format included in the Annual report should reach at the Registered Office of the Company, not less than forty eight hours before the time of the Meeting.
- c) The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
- d) Members are requested to bring in the admission slip and those holding shares in electronic form are also requested to bring in the latest DP Statement with them. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
- e) The details of the Directors seeking re-appointment, in terms of the clause 49 of the Listing Agreement, are annexed hereto and form part of the Notice. .
- f) Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Share Transfer Registrar of the Company in respect of their physical shares folios, if any.
- g) As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s) / legal heirs(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent (RTA) of the Company.
- h) Pursuant to the provisions of Section 91 of the Companies Act, 2013, (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2014 to 30th September, 2014 (both days inclusive) for the purpose of Annual general meeting of the Company for year ended 31.03.2014.
- i) No dividend on Shares is recommended by the Board of Directors.
- j) The Ministry of Corporate Affairs, vide its Circular no. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 allows service of documents to shareholders through electric mode. Thus now companies can send various documents i.e. Notices convening General Meetings, Audited Financial Statements, Directors Report, Auditors reports etc. through electronic mode to the registered e mail addresses of shareholders.
- Members who wish to have Annual report and other notices, communications in electronic mode may register their e mail addresses with RTA of the Company.
- The Annual Report and other communication will be available at the registered office of the Company during office hours.
- k) The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto.
- l) Corporate members intending to send their authorized representatives to attend the meeting are requested to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting
- In terms of Clause 35 B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 29, 2014, i.e. the cut-off date taken by the Company for dispatch of the Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting. The e-voting period will commence from Wednesday 24, September, 2014 at 10.00 am and will end at 6.00 pm on Friday, September 26, 2014.
- The e-voting module will be disabled on September 26, 2014 at 6.00 pm. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being, 29th August, 2014.

The Company has appointed Mr. Astik Mani Tripathi, Membership No. 27667, CP No. 10384, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) (i) Log on to the e-voting website www.evotingindia.com during the voting period.

- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Example: <ul style="list-style-type: none"> (1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245 (2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052 |
| DOB | Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 29th August, 2014 |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 24.09.2014 (10:00 a.m.) and ends on 26.09.2014 (6:00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 30th September 2014 are provided in Explanatory statements this Notice.

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

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 04.

Shri A. K. Chatterjee is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement.

He joined the Board of Directors of your Company in the year 2007 as Independent Director, he is a Chartered Engineer. Shri A. K. Chatterjee is also a Director on the Board of various other Companies viz., Graintec India Limited, Alchemist Ltd., REI Agro Limited, Varrsana Ispat Limited, MyGrahak Shopping Online Limited, MSL Industries Limited, SPS Steels Rolling Mills Ltd., Alchemist Realty Limited, S. R. Batliboi Consultants Pvt. Ltd., Larceny Merchandises Pvt. Ltd., Grapco Trading Pvt. Ltd., Stylo Commotrade Pvt. Ltd., Brijdham Vyapaar Pvt. Ltd.

He is also the Chairman of the Audit Committee and member of Shareholders'/Investors' Grievances Committee and. He does not hold any shares of the Company.

The Company has also received declaration from Shri A. K. Chatterjee that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri A. K. Chatterjee are of the opinion that Shri A. K. Chatterjee meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri A. K. Chatterjee being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company for 3 (three) consecutive years for a term upto the conclusion of the 10th Annual General Meeting of the Company in the calendar year 2017. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri A. K. Chatterjee as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Shri A. K. Chatterjee as

an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Shri A. K. Chatterjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri A. K. Chatterjee as an Independent Director, for the approval by the members of the Company.

Except Shri A. K. Chatterjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 05.

Shri K.D. Ghosh is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement.

He joined the Board of Directors of your Company in the year 2008 as Independent Director, he is a M.Com, CAIIB. Shri K.D. Ghosh is also a Director on the Board of REI Agro Limited,

He is also the Member of the Audit Committee and Chairman of Shareholders'/Investors' Grievances Committee and member of Remuneration Committee of the Company. He does not hold any shares of the Company.

The Company has also received declaration from Shri K.D. Ghosh that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri K.D. Ghosh are of the opinion that Shri K.D. Ghosh meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri K.D. Ghosh being eligible and offering himself for appointment, is proposed to be appointed as an

Independent Director of your Company for 3 (three) consecutive years for a term upto the conclusion of the 10th Annual General Meeting of the Company in the calendar year 2017. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri K.D. Ghosh as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Shri K.D. Ghosh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Shri K.D. Ghosh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri K.D. Ghosh as an Independent Director, for the approval by the members of the Company.

Except Shri K.D. Ghosh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 06.

Dr. Narpinder Kumar Gupta (Dr. N. K. Gupta)is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement.

He is associated with the Company since 2008 as Independent Director; he is having a Phd. in (Food Technology). Dr. N. K. Gupta is also a Director on the Board of the following Companies i.e. KRBL Limited, REI Agro Limited, Grintec India Limited, Dr. ING N K Gupta Technical Consultant Private Limited, Indopol Food Processing Machinery Private Limited, Khopoli Roller Flours Mills Private Limited, Gharana Foods Limited, REI Plantation Limited, MMW Agri machines India Private Limited and Flormach Technology Private Limited.

He is also the Member of the Audit Committee and Shareholders'/ Investors' Grievances Committee of the Company. He does not hold any shares of the Company.

The Company has also received declaration from Dr. N. K. Gupta that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Dr. N. K. Gupta are of the opinion that Dr. N. K. Gupta meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. N. K. Gupta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company for 3 (three) consecutive years for a term upto the conclusion of the 10th Annual General Meeting of the Company in the calendar year 2017. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Dr. N. K. Gupta as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Dr. N. K. Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Dr. N. K. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. N. K. Gupta as an Independent Director, for the approval by the members of the Company.

Except Shri Dr. N. K. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 06.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board
For **REI Six Ten Retail Ltd.**

Sd/-
Sandip Jhunjunwala
Managing Director

Date: 14th August, 2014
Place: New Delhi

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REI Six Ten Retail Limited

CIN: L51909WB2007PLC117926

Registered Office: "Everest House" 46 C, Chowringhee Road, 15th Floor, Room No.-15B, Kolkata-700071

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.

| | |
|-------------------------------|--|
| Ledger Folio No. /DP- CID No. | |
|-------------------------------|--|

Name & Address of the Shareholder(s) _____

I hereby record my presence at the Annual General Meeting of the Company held on 30th , September, 2014. Signature of the Shareholder/
Representative/Proxy.

Signature of the Shareholder /
Representative / Proxy

Strike out whichever is not applicable

