

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 Fourth Annual General Meeting of the Members of the Company will be held on Tuesday, August 31, 2021 at 10.00 a.m. 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., Bangalore - 560 037, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company comprising the Balance Sheet as at March 31, 2021, the Profit & Loss Account for the year ended March 31, 2021, Cash Flow Statement for the year ended March 31, 2021, and schedules and notes annexed thereto and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. 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 of the Company 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, 2021 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:

Particulars	Max Hypermarket India Pvt Ltd	LMG consulting services India Pvt Ltd	Citymax Hotels India Pvt Ltd	Citymax Hospitality (India) Pvt Ltd
<i>Purchase of goods or materials of every kind, including apparels, garments, furniture, household items, jewellery, accessories, etc.</i>	15	5	2	NIL

<i>Sale or dispose of goods or materials of every kind, including apparels, garments, furniture, household items, jewellery, accessories, etc.</i>	400	5	2	NIL
<i>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.</i>	30	5	8	0.5
<i>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.</i>	10	50	1	NIL
<i>Giving on lease property of any kind incl. maintenance charges</i>	10	3	3	NIL
<i>Taking on lease property of any kind</i>	5	3	2	NIL
<i>Selling or otherwise disposing of, or buying, property of any kind (other than goods or materials)</i>	5	1	1	NIL

“RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally 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

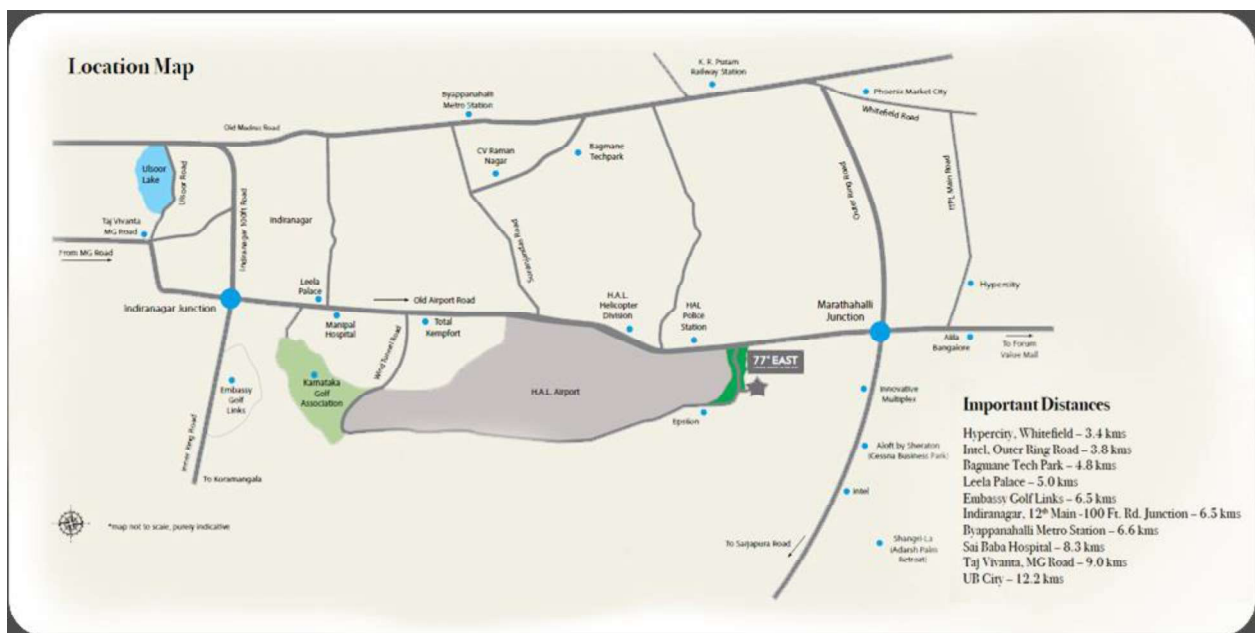
Place: Bangalore
Date: July 26, 2021

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- 41796565

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 by email, being a permissible mode 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. 2

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 by the company in its ordinary course of business and on an arm's length basis.

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, 2021 with one or more related parties as mentioned in the resolution at agenda item no. 2, including those already entered into. Hence, the Board recommends the ordinary resolution set out at agenda item no. 2 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 Pvt Ltd	Vinod Menon	Common Director
LMG Consulting Services India Pvt Ltd	Vinod Menon	Common Director
Citymax Hotels India Pvt Ltd	Shitalkumar Mehta	Common Director
Citymax Hospitality (India) Pvt Ltd	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: Bangalore
Date: July 26, 2021

Ramaprasad S
Company Secretary

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(CIN – U52190KA1997PTC046775)

ATTENDANCE SLIP

(To be presented at the entrance)

24th Annual General Meeting on Tuesday, August 31, 2021 at 10.00 a.m 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 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 24th Annual General Meeting / ~~Extraordinary General meeting~~ of the Company, to be held on Tuesday, August 31, 2021 at 10.00 a.m 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, 2021, audited Profit & Loss Account for the year ended March 31, 2021, Cash Flow Statement for the year ended March 31, 2021, and schedules and notes annexed thereto and the reports of the Board of Directors and Auditors thereon.

2. Approval of Related Party Transactions

Signed this ___ day of _____, 2021

Signature of shareholder(s) _____

Signature of proxy holder(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.