



NOTICE

Notice is hereby given that the Fourth Annual General Meeting of the Members of REI Six Ten Retail Limited will be held on Thursday, 29th September, 2011, at 1:00 P.M. at Mini Auditorium, Science City, J.B.S Haldane Avenue, Kolkata –700046 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss account for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint Director in place of Shri A. Chatterjee, who retire by rotation and being eligible offers himself for re-appointment.
4. To appoint Director in place of Shri Manoj Mishra, who retire by rotation and being eligible offers himself for re-appointment.
5. To re-appoint M/s. P. K. Lilha & Co., Chartered Accountants, as Auditors of the Company who retires at the conclusion of the ensuing Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting with the authority to the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

6. Remuneration payable to Shri Sandip Jhunjunwala, Managing Director of the Company

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

"RESOLVED THAT in compliance of sections 198, 269 and 309 read with schedule XIII of the Companies Act, 1956, the Company hereby accord its approval for payment of remuneration to Shri Sandip Jhunjunwala, Managing Director of the Company Rs. 1,20,00,000 per annum (CTC) (inclusive of all perquisites) w.e.f. 1st October, 2011 for remaining period of his tenure i.e., till 30th July, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as the Managing Director of the company, the company has no profit or profit of the company are inadequate, the company will pay salary, perquisites and allowances according to schedule XIII of The Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, forms as may be required to give effect to the aforesaid resolution."

By Order of the Board

For **REI Six Ten Retail Ltd.**

Sd/-

Subhash Kumar Burnwal

Company Secretary

Place: Kolkata

Date: 12th August, 2011

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF SELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
- b) Proxies in order to be effective duly completed Proxy form shall reach at the Registered Office of the Company, not less than forty eight hours before the Meeting.
- c) 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.
- d) Members holding shares under different folio nos. but in the same order of name may send the certificates to the Registrar of the Company by registered post for consolidation in one folio so as to enable us to serve you better. Please note that consolidation of holding does not amount to transfer of shares and hence no stamp duty is attracted.
- e) 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.
- f) 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 of the Company.



- g) The register of members and share transfer books of the company will remain close from 26th September, 2011 to 29th September, 2011 (both days inclusive) for determining the eligibility of the Equity Shareholders for the payment of the final dividend for the year ended 31st March, 2011.
- h) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on and from Sept., 30, 2011 to those members whose names shall appear on the Company's Register of Members on 26th September, 2011; in respect of the shares held in dematerialized form, the dividend will be paid to beneficial owners of shares as at the end of business hours on 23rd September, 2011 as per details furnished by the Depositories for this purpose.
- i) Members holding shares in physical form may obtain the nomination form from the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain the nomination form from their respective Depository Participants.
- j) The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business in the notice is annexed hereto.

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

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place: Kolkata
Date: 12th August, 2011

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Shri Sandip Jhunjunwala is associated with the Company since its incorporation and since then he is the guiding force behind the success of the Company and he was appointed as Managing Director of the Company on 31st July, 2008 for a period of five years.

After considering his invaluable services towards the growth and success of the Company, the Remuneration Committee has recommended to Board of Directors of the Company to pay remuneration of ₹ 1,20,00,000 P.A. (CTC) inclusive of all perquisites and allowances to Shri Sandip Jhunjunwala w.e.f. 1st October, 2011 for the remaining tenure in pursuance of section 198, 269, 309, 316, and section 349 read with Schedule XIII of Companies Act, 1956.

Further it may be noted that Shri Sandip Jhunjunwala is also Managing Director on Board of M/s REI Agro Limited and drawing remuneration from that Company. As per the provisions of Companies Act, 1956 and its schedules any person, who is Managing Director in more than one company can draw remuneration from all or any Company in which he is Managing Director subject to the overall limit of maximum amount as calculated on the basis of 5% of the Net Profit of the Company having highest net profits as calculated under the provisions of Companies Act, 1956.

In case the company is having inadequate profit or no profit then remuneration will be payable according to provisions of Schedule XIII of the Companies Act, 1956.

Pursuant to section 198, 269 and 309 read with schedule XIII of the Companies Act, 1956 approval of the Share holders of the Company is required for payment of remuneration to Shri Sandip Jhunjunwala, Managing Director of the Company, w.e.f. 1st October, 2011.

The Board of Directors recommends the resolution set out in item no. 6 of the accompanying notice for the approval of the shareholders / members.

Except Shri Sandip Jhunjunwala, None of the other Directors are interested in the said resolution.

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

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place: Kolkata
Date: 12th August, 2011



Terms and Conditions of Agreement to be entered into by the Company with Managing Director of the Company in pursuance of section 302(7) of the Companies Act, 1956:

In pursuance of the provisions of section 302 of the Companies Act, 1956, the following terms and conditions of agreement, proposed to be entered into between the company and Shri Sandip Jhunjunwala is circulated to the members for their information:

Terms of Agreement :

- a) He will carry out such duties as may be entrusted to him subject to the supervision and control of the Board of Directors.
- b) Remuneration: Rs. 10,00,000/- (Basic) per month.
 - I. **Leave:** One month leave with full pay and allowances in a year.
 - II. **Conveyance:** Free use of company's car with driver for official work as well as for personal purposes.
- c) Minimum Remuneration

Notwithstanding anything contained to the contrary herein before, where in any financial year during the currency of his tenure as the Managing Director of the company, the company has no profit or profit of the company are inadequate, the company will pay salary, perquisites and allowances according to schedule XIII of The Companies Act, 1956.

- d) For the purpose of ceiling on remuneration as per Part-II of Schedule-XIII of the Companies Act, 1956, the following benefits shall not be included.
 - i) Contribution to Provident Fund, Family Pension Fund, as per Rule of the Company.
 - ii) Gratuity: Amount equal to 15 days salary for each completed year of service, calculated as per the rules of the company.
 - iii) Encashment of leave at the end of the tenure
- e) Sitting Fee
No sitting fee shall be paid to him for attending the Meetings of Board of Directors or a committee thereof.

Interest of directors in the agreement:

Except Shri Sandip Jhunjunwala, None of the other Directors are interested in the said resolution.

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

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place: Kolkata
Date: 12th August, 2011



REI SIX TEN RETAIL LIMITED

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

Details of Directors seeking appointment/reappointment in 4th Annual General Meeting to be held on 29th September, 2011:

Name of Director	Shri A.K. Chatterjee	Shri Manoj Mishra
Date of Birth	01-02-1927	05-08-1972
Expertise in Specific Functional area	Specialized knowledge in metallic engineering industries, mainly rice processing plants, steel plants and Heavy engineering.	Significant experience in financial planning, industrial relations, credit management, foreign exchange banking and merchant banking.
Qualification	Chartered Engineer	B. Com.
List of outside Directorships held*	1. Alchemist Ltd. 2. Grintec India Limited 3. Varsana Ispat Ltd. 4. REI Agro Limited 5. REI Grains Ltd.	1. Varsana Ispat Ltd. 2. REI Real Estate Ltd. 3. REI Grains Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee: Chairman	-----
	Shareholder/Investor Grievances Committee: Member	
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director	-----	-----
No. of shares held	-----	35000

*Excluding Directorship in Private Companies

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

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place: Kolkata
Date: 12th August, 2011