



NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of Trent Hypermarket Limited will be held on Tuesday, 3rd June, 2014 at 7.00 pm at the registered office of the Company at Trent House, G Block, Plot No. C-60, Bandra-Kurla Complex, Bandra-East, Mumbai-400051 to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass with or without modification, if any, the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 14 of the Companies Act, 2013, the existing Articles of Association of the Company be and are hereby amended with a new set of regulations as provided in the Articles of Association, a draft of which has been tabled before the meeting and made available for inspection by the Shareholders of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 5 of the Companies Act, 2013, the approval of the Members be and is hereby granted to the entrenchment provisions as contained in the Articles

RESOLVED FURTHER THAT any Director of the Company or Chief Executive Officer or Company Secretary of the Company be and are hereby jointly and severally authorized by the Company to undertake all such acts, deeds and matters, as they may in their absolute discretion deem necessary, proper or desirable including any amendment or modification to the proposed Articles of Association as per the suggestion/direction of the Regulatory Authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Ministry of Corporate Affairs, that may be required to give effect to the alteration of the Articles of Association in accordance with this resolution.”

By order of the Board of Directors

Sanjay Gupta
Company Secretary &
Chief Financial Officer

Registered Office:

Taj Building,
2nd floor, 210 Dr. D.N. Road,
Fort, Mumbai 400 001
Date: 3rd June 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered office of the Company not less than 48 hours before the meeting.



REGISTERED OFFICE : TAJ BUILDING, 2ND FLOOR, 210 DR. D. N. ROAD, FORT, MUMBAI - 400 001.
TEL.: (91 22) 2207 1464 FAX: (91 22) 2207 0216

CORPORATE OFFICE : COMMERCIAL TOWER-2, KOHINOOR CITY, KIROL ROAD, KURLA (WEST), MUMBAI - 400 070.
TEL.: (91 22) 6719 4500 / 6719 4600

Corporate Identity Number : U51900MH2008PLC184184



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")

Item No. 1

The Company has become a joint venture company between Tesco Overseas Investments Limited ("TOIL") and Trent Limited ("Trent"). In order to give effect to the relevant provisions of the joint venture agreement, the Company is required to adopt a fresh set of Articles of Association.

Adoption of new set of Articles of Association requires approval of the Members by way of a Special Resolution in accordance with the provisions of Section 14 of the Companies Act 2013. The fresh set of Articles of Association to be adopted by the Company would be placed before the Members at the Meeting.

The Board of Directors of the Company commends the Special Resolution for adoption of new set of Articles of Association for approval by its Members. None of the Directors / Key Managerial Personnel of the Company or any of their relatives are in any way, concerned or interested in the said resolution.

By order of the Board of Directors


Sanjay Gupta
Company Secretary &
Chief Financial Officer

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