

Trent Hypermarket Limited

A **TATA** and **TESCO** Enterprise

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

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Trent Hypermarket Limited will be held on Tuesday, December 30, 2014 at 11.30 a.m. at the registered office of the company at Taj building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001 to transact the following business:

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised share capital of the Company be and is hereby re-classified from Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) equity shares of Rs. 10/- each and 15,00,00,000 (Fifteen Crore) Preference Shares of Rs. 10 each to Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore Only) divided into 27,50,00,000 (Twenty Seven Crore Fifty lakh) Equity Shares of Rs. 10 each.

RESOLVED FURTHER THAT the existing Clause V (a) of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V (a):

'V (a). The Authorised Share Capital of the Company shall be Rs.275,00,00,000/- (Rupees Two Hundred Seventy Five Crore Only) divided into 27,50,00,000 (Twenty Seven Crore Fifty lakh) Equity Shares of Rs. 10/- each.'

RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such things as may be deemed fit for the purpose of giving effect to this resolution."

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

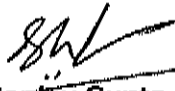
"RESOLVED that pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time and Article 11.2 (vii) of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the



to make loans and / or give guarantees and / or provide securities and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto a sum of Rs.250 crore, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER that the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

**By the order of the Board
For Trent Hypermarket Limited**


Sanjay Gupta
**Company Secretary &
Chief Financial Officer**

Registered Office:

Taj Building, 2nd floor, 210 Dr. D.N. Road, Fort, Mumbai 400 001
Tel.:91 22 67194500; Fax No.: 91 22 22070216
Corporate Identification Number: U51900MH2008PLC184184
Date: December 23, 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.**
- 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. A person can act as proxy on behalf of Members not exceeding fifty 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.

3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, TSR Darashaw Private Limited ("TSRDL"). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to TSRDL.

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

The following Explanatory Statement sets out all the material facts relating to the business mentioned in the accompanying Notice dated December 23, 2014

Item No.1

The present authorised share capital of the Company is Rs. 275 crores comprising of Equity Share Capital of Rs. 125 crores and Preference Share capital of Rs. 150 crores.

It is proposed to reclassify the entire authorized share capital of the Company to include only equity Shares and divided into 27,50,00,000 (Twenty Seven Crore Fifty lakh) Equity Shares of Rs. 10 each.

A consequent amendment to the Clause V (a) of the Memorandum of Association of the Company would also be required. A resolution for reclassification of share capital and amendment to the Memorandum of Association is proposed as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.2 of the accompanying Notice.

The Board recommends the Special Resolution for approval by the members.

Item No. 2

In terms of Section 186 of the Companies Act, 2013, loans and investments beyond 60% of the paid up capital, free reserves and securities premium or 100% of the free reserves and securities premium, whichever is more can be made only with special resolution of the Members of the Company.

The limit for loans and investments that can be made by the Company is currently Rs. 136 crore (computed as above). Loans and investments covered under Section 186 of the Companies Act, 2013 aggregating to Rs. 75.66 crores are already made by the Company as on date.



Article 11.2 of the Articles of Association of the Company also requires shareholders approval for acquisition of any business or any shares in any company.

The Company may be required to fund its subsidiaries through loan and / equity or make other investments as a part of its future growth plans. The Company may inter alia be required to make investment in shares of other bodies corporate.

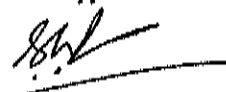
Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder and under Article 11.2 (vii) of the Articles of Association of the Company to make loans and / or give guarantees and / or provide securities and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate limit of Rs. 250 crore.

The Board commends the Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No.2 of the accompanying Notice.

The Board commends your approval of the said resolution.

**By the order of the Board
For Trent Hypermarket Limited**


Sanjay Gupta
Company Secretary & CFO

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