

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Trent Hypermarket Limited will be held on Monday, September 22, 2014 at 11 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, the consent of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 to the extent applicable to the Board of Directors of the Company for borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which moneys may be borrowed by the Board of Directors shall not, at any time, exceed the sum of Rupees 500 Crores at any point of time exclusive of interest.”

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

“RESOLVED THAT consent of the Company, be and is hereby accorded under Section 180(1)(a) and other applicable provisions if any of the Companies Act, 1956 (as amended) and the Companies Act, 2013 to the extent applicable to the Board of Directors of the Company to mortgage and/ or charge and/ or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/ or future properties whether movable or immovable, comprised in any existing undertaking or undertakings of the Company, as the case may be for the purpose of securing financial assistance not exceeding Rupees 500 Crores at any point of time by way of any of facilities from the Financial Institutions and/or Bankers and/or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company to the respective Financial Institutions

and/ or Bankers and/or other parties in terms of their respective Loan Agreements/Deeds of Agreements/ Hypothecation Agreements/ Letters of Sanction/Memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said financial assistance, such security to rank pari passu with or second or subservient to the mortgages and/ or charges and/ or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors.”

**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: September 12, 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.
- 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.



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 September 12, 2014

Item No.1

Section 180 (1) (c) of the Companies Act, 2013, requires Shareholders approval to the limit of moneys borrowed by the Company when they exceed the aggregate of the paid up Capital of the Company and its free reserves.

As a part of funding growth and expansion plans and various other corporate purposes, the Company may have to borrow more funds from shareholders, group companies, banks and financial institutions and other parties in excess of the paid-up capital and free reserves of the Company and thus it is necessary that a higher ceiling limit for borrowing be approved by the members to enable the Board of Directors to procure working funds for business purposes as and when required. It is therefore proposed to authorise the Board of Directors to borrow in excess of the paid-up capital and free reserves of the Company subject to a maximum of Rupees Five Hundred Crores only.

A special resolution under Section 180 (1) (c) of the Companies Act, 2013 is therefore proposed for approval by the members.

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

None of the Directors/Manager/Key managerial Personnel or their relatives is concerned or interested in the said resolution.

Item No. 2

As a part of future growth plans of the Company, the borrowings from the Banks, financial institutions or other parties might be secured by mortgaging or charging the moveable and/or immovable assets of the Company. This may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 which requires Shareholders approval.

A special resolution under Section 180 (1) (a) of the Companies Act, 2013 is therefore proposed for approval by the members.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.

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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