TRENT LIMITED
A TATA ENTERPRISE

16th November 2011

To:
National Stock Exchange of India Limited
" Exchange Plaza "
Bandra – Kurla Complex
Bandra (E), Mumbai 400 051
Scrip Code : TRENT EQ
Fax: 022-26598120

To:
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip Code: [Physical Form:251]
[Demat Form: 500251]
Fax:022-22723121

Dear Sir/Madam,

Sub: Results of the Postal Ballot

Pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of the shareholders was sought by Postal Ballot for the purpose of Raising of additional long term resources.

Mr. P. N. Parikh of Parikh Parekh & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The last date for receipt of duly completed Postal Ballot forms from the shareholders was Monday, 14th November 2011.

The Scrutinizer has submitted his report on the Postal Ballot and the following results were announced on 16th November 2011 at the Registered Office of the Company:

Particulars	In favour			Against			Invalid Votes		Total no. of shares voted
	No. of Ballot papers	No. of votes in favour	%	No. of Ballot papers	No. of votes against	%	No. of Ballot papers	No. of invalid votes	
Special Resolution for Raising of additional long term resources	1700	1,28,66,568	99.85	76	19,951	0.15	157	34,460	1,29,20,979

Accordingly, the Special Resolution has been passed with the requisite majority. (copy of the resolution attached).

This is for your information and records.

Thanking you,

Yours faithfully,

For **Trent Limited**

M. M. Surti
Company Secretary

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSSED BY THE SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 16TH NOVEMBER 2011

Raising of additional long term resources

"RESOLVED that in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) ('the Act') and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's shares are listed and the rules/regulations/guidelines, notifications, circulars and clarifications, if any, issued by the Government of India(GOI), the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in one or more tranches, equity shares and/or non-convertible debt instruments along with warrants and/or cumulative convertible preference shares and/or other convertible securities other than warrants (hereinafter collectively referred to as "Eligible Securities") and/or debentures or bonds whether partly/optionally/fully convertible and/or securities linked to equity shares and/or any other financial instruments convertible into or linked to equity shares with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the equity shares, and/or otherwise, in registered or bearer form, secured or unsecured (alongwith 'Eligible Securities' hereinafter collectively referred to as "Securities") such that the total amount raised through the aforesaid Securities should not exceed Rs.300 crores (with or without green shoe option) of incremental funds for the Company to any domestic institutions, individuals, corporate bodies, mutual funds, banks, insurance companies, pension funds, trusts, stabilizing agents, or otherwise, whether shareholders of the Company or not, and Eligible Securities to Qualified Institutional Buyers pursuant to a Qualified Institutional Placement as provided under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, (SEBI ICDR Regulations 2009), (collectively called 'Investors') through a public issue and/or on a private placement basis or a combination thereof at such price or prices, at a discount or premium to the market price, or price in such manner and on such terms and conditions including security, rate of interest, etc. through a prospectus or an offering memorandum, as per the terms and conditions that the Board may in its absolute discretion deem fit and appropriate at the time of issue and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary."

REGISTERED OFFICE : BOMBAY HOUSE, 24, HOMI MODY STREET, MUMBAI - 400 001.
TEL. : (91-22) 6665 8282 FAX : (91-22) 2204 2081

CORPORATE OFFICE : TRENT HOUSE, G-BLOCK, PLOT NO. C-60, BESIDE CITI BANK,
BANDRA KURLA COMPLEX, BANDRA (E), MUMBAI - 400 051.
TEL. : (91-22) 6700 9000 FAX : (91-22) 6700 9210

"RESOLVED FURTHER that in the event that the Eligible Securities convertible into Equity Shares are issued under Chapter VIII of the SEBI ICDR Regulations, 2009, the relevant date for the purpose of the pricing of the Securities shall be the date of meeting at which the Board decides to open the issue."

"RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities / exercise of rights attached to any Securities referred to above or as may be necessary in accordance with the terms of the offer or any subsequent amendment to the terms of the offer as the Board may decide subsequent to the offer; all such shares shall rank *pari passu inter se* and with the then existing Equity Shares of the Company, as the case may be."

"RESOLVED FURTHER that without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital market including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner and on such terms as it may deem fit, to dispose off such of the Securities that are not subscribed."

"RESOLVED FURTHER that for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form and terms of the issue(s), in accordance with applicable regulations, prevalent market practices, including but not limited to the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India as the Board, in its absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle any questions or difficulties that may arise in regard to the issue(s), as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officer(s) of the Company."

Certified True Copy
For Trent Limited

M.M. Surti
Company Secretary