TRENT
LIMITED
A TATA ENTERPRISE

14th October 2011

TO: Listing Department National Stock Exchange of India Limited "Exchange Plaza" Bandra – Kurla Complex, Bandra (East), Mumbai 400 051 **Scrip Code: TRENT EQ** **Fax No.: 66418125/26; 26598347/48**	TO: Listing Department The Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 **Scrip Code: [Demat Form: 500251]** **Fax No.: 22723121 / 2061 / 2041**

Dear Sir / Madam,

Sub : Postal Ballot Notice for Raising of additional long term resources

Pursuant to Clause 31, we enclose six copies of the Postal Ballot Notice, Forms and envelopes for your information and records, which are going to be despatched shortly.

Thanking you,

Yours faithfully,
For Trent Limited

M. M. Surti
Company Secretary

Encl: as above

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

TRENT LIMITED
A TATA ENTERPRISE

Regd. Office : Bombay House, 24, Homi Mody Street, Mumbai - 400 001.

NOTICE

Dear Member,

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed as a Special Resolution, by way of Postal Ballot.

The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration. The Board of Directors has appointed Mr. P. N. Parikh of Parikh Parekh & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 14th November 2011. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director of the Company. The result of the Postal Ballot will be announced by a Director or the Company Secretary of the Company on 16th November 2011 at the Registered Office of the Company and will also be published in the newspapers. The results of the Postal Ballot will also be noted at the next Annual General Meeting of the Company.

Raising of additional long term resources

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

"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."

"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."

By Order of the Board of Directors,

M. M. Surti
Company Secretary

Mumbai, 29th September 2011
Registered Office : Bombay House, 24, Homi Mody Street, Mumbai – 400 001.

EXPLANATORY STATEMENT

Explanatory Statement for Resolution pursuant to Section 173(2) of the Companies Act, 1956 ("the Act").

The Company has been pursuing various growth opportunities in line with its objective of becoming a leading organized retail Company in India. Given the expansion plans of the Company including the intent to selectively commit direct investments in certain retail real estate developments and for general corporate purposes, it is proposed to raise additional long term resources.

The intent to invest in select retail properties is consistent with the commentary included in the FY 2010-11 Management Discussion & Analysis Report. Given the above context, it is proposed to issue Securities for an amount not exceeding Rs. 300 crores, in one or more tranches, in such form, in such manner, at such price or prices and at such time as may be considered appropriate by the Board, to the various categories of Investors in the domestic market as set out in the Resolution.

While the fund raising programme may be through a mix of equity/debt/equity related instruments, to the extent that any part of the above mentioned capital raising plan includes issue of securities linked to or convertible into Equity shares of the Company, members' approval is being sought. Section 81 of the Act, provides, *inter alia* that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares of the company in proportion to the capital paid-up on that date unless shareholders in General Meeting decide otherwise. The Listing Agreement executed by the Company with various Stock Exchanges also provides that the Company shall in the first instance, offer all securities for subscription *pro rata* to the Shareholders, unless the Shareholders, in the General Meeting decide otherwise. Whilst no specific instrument(s) have been identified at this stage, in the event that the Company issues any equity linked instruments, the issue(s) will be structured in a manner such that the additional Equity Shares that may be issued would not be more than 20% of the paid-up Equity Share Capital of the Company. The Equity Shares, if any, allotted on issue, conversion of securities or exercise of Warrants shall rank *pari passu inter se* with the existing Equity Shares of the Company, as the case may be.

In the event of the issue of Eligible Securities as aforesaid by way of Qualified Institutional Placements, it will be ensured that:-

- the relevant date for the purpose of pricing of the Eligible Securities would, pursuant to Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI ICDR Regulations") and/or other applicable regulations, be the date of the meeting at which the Board decides to open the proposed issue of the specified securities, subsequent to the receipt of Members' approval in terms of Section 81(1A) and other applicable provisions, if any of the Act, and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of Securities;
- the issue and allotment of Securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of the SEBI ICDR Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months from the date of passing of this Resolution;
- the total amount raised in such manner, including the over allotment option as per the terms of the issue of Securities, would not exceed 5 times of the Company's net worth as per the audited balance sheet of the previous financial year; and the Securities shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
- The tenure of convertible Securities, if any, which are issued shall not exceed 60 months from the date of allotment.

The proposed offer is in the interest of the Company and your Directors commend the resolution for approval.

The Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent of the securities that may be subscribed by the companies/institutions of which they are Directors or Members.

By Order of the Board of Directors,

M. M. Surti
Company Secretary

Mumbai, 29th September 2011
Registered Office : Bombay House, 24, Homi Mody Street, Mumbai – 400 001.

POSTAL BALLOT FORM

1. Name & registered address of the sole / first named Member:

2. Name(s) of the joint member(s), if any:

3. Registered Folio No. / DP ID No./ Client ID No.* * (Applicable to investors holding shares in dematerialised form):

4. Number of Shares held:

5. I / we exercise my / our vote in respect of the resolution set out in the Notice dated 29th September 2011 as set out below to be passed by means of Postal Ballot by sending my / our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid) :

		FOR	AGAINST
Description	**No of Shares**	**I/We assent to the Resolution**	**I/We dissent to the Resolution**
Special Resolution for Raising of additional long term resources under Section 81(1A) of the Companies Act, 1956			

Signature of the Member

Place :
Date :
Telephone No :
E-mail ID :

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF.

(P.T.O.)

INSTRUCTIONS

1. A member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed.

2. Please be informed that the Company is providing voting through Postal Ballot mode only. The option for voting by electronic mode is not provided and hence, the same cannot be exercised by the members.

3. The self addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.

4. The Postal Ballot Form should be signed by the member as per the specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Forms will be rejected.

5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 14th November, 2011. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The members are requested to send the duly completed Postal Ballot Forms well before14th November, 2011 providing sufficient time for postal transit.

6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 30th September 2011.

7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.

8. Members are requested not to send any paper (other than the resolution / authority as mentioned under item nos. 4 and 7 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same will not be considered and will be destroyed by the Scrutinizer.

9. The exercise of vote by Postal Ballot is not permitted through proxy.

10. There will only be one Postal Ballot Form for every Registered Folio No. / Client ID No. irrespective of the number of joint member(s).

11. Incomplete, improperly or incorrectly tick marked Postal Ballot Form(s) will be rejected.

12. Members from whom no Postal Ballot Form is received or the same is received after the aforesaid stipulated period shall not be counted for the purpose of passing of the Resolution.

13. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

14. The results of the voting on the Resolution will be declared at the Registered Office of the Company on16th November, 2011.

15. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be addressed to Mr. M. M. Surti, Company Secretary, Trent Limited, Bombay House, 24, Homi Mody Street, Mumbai - 400 001.