

23<sup>rd</sup> December, 2014

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai 400 001  
Fax no.: 22722037/22723121

To,  
**National Stock Exchange of India Ltd.**  
"Exchange Plaza"  
Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
Fax no.: 26598237/38

Dear Sir/Madam,

**Sub: Results of the Postal Ballot pursuant to Clause 35A of the Listing Agreement**


Please refer our letter dated 21<sup>st</sup> November, 2014, enclosing the Postal Ballot Notice and Form for seeking the consent of shareholders through Postal ballot for the following items:

1. Appointment of Mr. Philip N. Auld as the Managing Director of the Company.
2. Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis.
3. Creation of Charge on movable and immovable properties of the Company, both present and future, in respect of Borrowings.

The above resolutions have been passed by the Shareholders with requisite majority. Please find attached the voting results and a copy of the Scrutinizer's report.

Thanking you,

Yours faithfully,  
For **Trent Limited**

  
M. M. Surti  
Company Secretary

cc: National Securities Depository Limited

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## Agenda wise

**Resolution No. 1: Appointment of Mr. Philip N. Auld as the Managing Director of the Company**

Resolution required: (Ordinary/Special)

**Mode of Voting: (Shew-of-hands/Poll/Postal Ballot and E-voting)**

In case of Poll/Postal ballot and E-voting:

Promoter /Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	10838015	10838015	100.00	10838015	0	100.00	0.00
Public - Institutional holders	13175746	7779691	59.05	7776879	2812	99.96	0.04
Public- Others	9217783	1125894	12.21	1122372	3522	99.69	0.31
<b>Total</b>	<b>33231544</b>	<b>19743600</b>	<b>59.41</b>	<b>19737266</b>	<b>6334</b>	<b>99.97</b>	<b>0.03</b>

**Resolution No. 2: Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis**

Resolution required: (Ordinary/Special)

**Mode of Voting: (Shew-of-hands/Poll/Postal Ballot and E-voting)**

In case of Poll/Postal ballot and E-voting:

Promoter /Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	10838015	10838015	100.00	10838015	0	100.00	0.00
Public - Institutional holders	13175746	7779691	59.05	7779691	0	100.00	0.00
Public- Others	9217783	1123866	12.19	1115172	8694	99.23	0.77
<b>Total</b>	<b>33231544</b>	<b>19741572</b>	<b>59.41</b>	<b>19732878</b>	<b>8694</b>	<b>99.96</b>	<b>0.04</b>



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**Resolution No. 3: Creation of Charge on movable and immovable properties of the Company, both present and future, in respect of Borrowings**

**Resolution required: (Ordinary/Special)**

**Mode of Voting: (Shew of hands/Poll/Postal Ballot and E-voting)**

**In case of Poll/Postal ballot and E-voting:**

Promoter /Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	10838015	10838015	100.00	10838015	0	100.00	0.00
Public - Institutional holders	13175746	7779691	59.05	7779691	0	100.00	0.00
Public- Others	9217783	1122550	12.18	1115028	7522	99.33	0.67
<b>Total</b>	<b>33231544</b>	<b>19740256</b>	<b>59.40</b>	<b>19732734</b>	<b>7522</b>	<b>99.96</b>	<b>0.04</b>



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**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**TRENT LIMITED**  
Bombay House, 24, Homi Mody Street,  
Mumbai - 400 001

**Report of Scrutinizer**

I, P. N. Parikh, Company Secretary in Whole time practice, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai- 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Special Resolution under Sections 196,197 and other applicable provisions of the Companies Act, 2013 for appointment of Mr. Philip N. Auld as the Managing Director of the company.
- (b) Special Resolution under Sections 42, 71 and other applicable provisions of the Companies Act, 2013 to offer or invite to subscribe to Non-Convertible Debentures on private placement basis for an amount not exceeding Rs. 300 crores.
- (c) Special Resolution under Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 giving authority to the Board of Directors to create charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

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**Special Resolution under Sections 196,197 and other applicable provisions of the Companies Act, 2013 for appointment of Mr. Philip N. Auld as the Managing Director of the company.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
912	1,97,37,266	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
38	6,334	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
94	42,327



**Special Resolution under Sections 42, 71 and other applicable provisions of the Companies Act, 2013 to offer or invite to subscribe to Non-Convertible Debentures on private placement basis for an amount not exceeding Rs. 300 crores.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
803	1,97,32,878	99.96

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
140	8,694	0.04

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
99	44,351



Special Resolution under Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 giving authority to the Board of Directors to create charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
862	1,97,32,734	99.96

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
74	7,522	0.04

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
109	45,670

Place: Mumbai



Signature:

Name:

P. N. Parikh

Scrutinizer

Dated: December 23, 2014

FCS: 327

CP: 1228