



29<sup>th</sup> April 2025

Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051 Symbol: TRENT	Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code: 500251
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Dear Sir / Madam,

**Sub: Annual Secretarial Compliance Report**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2025, from M/s. Parikh and Associates, Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Trent Limited**

**Krupa Anandpara**  
**Company Secretary**  
**Membership No: - A16536**

Encl.: As above

Secretarial Compliance Report of Trent Limited for the year ended March 31, 2025

To,  
Trent Limited  
Bombay House,  
24, Homi Mody Street,  
Mumbai 400001

We Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanations and representations provided by **Trent Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time (Not applicable to the listed entity during the Review Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time (Not applicable to the listed entity during the Review Period);
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments from time to time;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments from time to time;

and circulars/ guidelines issued thereunder;

and based on the above examination, representations from the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

We hereby report that, during the Review Period:

- a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc					
1	Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements, 2015	Regulation 17(1A) of SEBI Listing Obligations and Disclosure Requirements, 2015	Alleged Non-compliance regarding continuation of Independent Director, Mr. Johannes C F Holtzhausen beyond the age of 75 years for 2 days without obtaining shareholders approval under Regulation 17(1A) of SEBI LODR	BSE Limited and The National Stock Exchange of India Limited	Fine	Alleged Non-compliance regarding continuation of Independent Director, Mr. Johannes C F Holtzhausen beyond the age of 75 years for 2 days without obtaining shareholders approval under Regulation 17(1A) of SEBI LODR	Rs.. 4000/- plus GST.	The Company has filed the waiver application with both the exchanges on November 28, 2024.  The Company is awaiting the response from the exchanges.	The Company had obtained the shareholders' approval through special resolution and appointed Mr. Johannes C F Holtzhausen (whose date of birth is 9 <sup>th</sup> August 1949) as an independent director for a term commencing from 27 <sup>th</sup> April 2022 up to 9 <sup>th</sup> August 2024 i.e., exactly up to the date on which he attained 75 years of age. Mr. Johannes remained a non-executive independent director of the Company only up to 9 <sup>th</sup> August 2024, i.e., the date that was specifically approved by the shareholders through a special resolution, and the date on which he turned 75 years. He was not a director of the Company on 10 <sup>th</sup> August 2024, or thereafter.  Accordingly, the Company filed the waiver application with both the exchanges on 28 <sup>th</sup> November 2024. The Company is awaiting the response from the exchanges.	--

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.					
NOT APPLICABLE										

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<u>Disqualification of Director:</u>  None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6.	<u>Preservation of Documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	-
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  The Company has received a notice from BSE Limited and The National Stock Exchange of India Limited for levy of fine of Rs. 4000/- plus GST for Alleged Non-compliance regarding continuation of Independent Director, Mr. Johannes C F Holtzhausen beyond the age of 75 years for 2 days without obtaining shareholders approval under Regulation 17(1A) of SEBI LODR.	Yes	The Company has filed the waiver application with both the exchanges on November 28, 2024.  The Company is awaiting the response from the exchanges.
12.	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

### **Assumptions & Limitation of scope and Review:**

1. The compliance with applicable laws and the authenticity of documents and information provided is the sole responsibility of the management of the listed entity.
2. Our responsibility is limited to certifying compliance based on our examination of relevant documents and information. This engagement does not constitute an audit nor an expression of opinion.
3. We have not conducted any verification with respect to the correctness or appropriateness of the financial records or the Books of Accounts of the listed entity.
4. This Report is prepared solely for the purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It should not be construed as an assurance on the future viability of the Company or the effectiveness of its management.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

**For Parikh & Associates**  
Company Secretaries

Place: Mumbai  
Date: April 29, 2025

Signature:

Mitesh Dhabliwala  
Partner  
FCS No: 8331 CP No: 9511  
UDIN:F008331G000229783  
PR No.: 1129/2021