

Notice

NOTICE is hereby given that the SEVENTY-SECOND ANNUAL GENERAL MEETING of TRENT LIMITED will be held through Video Conferencing / Other Audio-Visual Means on Wednesday, 12th June 2024 at 2.30 p.m. (IST) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Auditors thereon.
3. To declare a dividend of ₹ 3.20/- per Equity Share of face value of ₹ 1/- each for the financial year ended 31st March 2024.
4. To appoint a Director in place of Mr. Venkatesalu Palaniswamy (DIN: 02190892), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business

5. **Appointment of Ms. Kiran Mazumdar Shaw (DIN: 00347229) as an Independent Director of the Company**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT Ms. Kiran Mazumdar Shaw (DIN: 00347229) who was appointed as an Additional Director of the Company with effect from 1st April 2024 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules framed thereunder, as amended from time to time, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications

of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’), as amended from time to time, Ms. Kiran Mazumdar Shaw, who is eligible for appointment and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as Independent Director of the Company for a term commencing from 1st April 2024 to 23rd March 2028 (both days inclusive), not liable to retire by rotation.”

6. **Approval for continuation of Mr. Noel N. Tata (DIN: 00024713) as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’), as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Noel N. Tata (DIN: 00024713) (Nominee Director of Tata Sons Private Limited, Promoter of the Company) as the Non-Independent Non-Executive Director of the Company, whose office shall not be liable to retire by rotation.”

7. **Re-appointment of Mr. Venkatesalu Palaniswamy (DIN: 02190892), currently Executive Director and CEO, as the Managing Director of the Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed by the Board of Directors, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Venkatesalu Palaniswamy (DIN: 02190892), currently Executive

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Director and CEO, as the Managing Director of the Company for a period of five years commencing from 6th October 2024 to 5th October 2029, upon such terms and conditions and remuneration as set out in the Explanatory Statement annexed herewith (including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with a discretion to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Venkatesalu Palaniswamy.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’), as amended from time to time, the applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with relevant Rules, as amended from time to time, in accordance with the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / agreement(s) / transaction(s) and / or enter into / proposed to be entered into contract(s) / arrangement(s) / agreement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Trent Hypermarket Private Limited (‘THPL’), Related Party of the Company, on such terms and conditions as may be mutually agreed between the Company

and THPL, for an aggregate value not exceeding ₹ 2,000 Crore during the financial year 2024-25, subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm’s length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from relevant authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved and confirmed in all respects.”

NOTES:

- i. Pursuant to General Circular No. 20/2020 dated 5th May 2020 read with other relevant circulars including 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’), the Company is convening the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
- ii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) setting out material facts concerning the business under Item Nos. 5 to 8 set out above is annexed hereto. The details for Directors seeking appointment / re-appointment at the AGM, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’) and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed as Annexure I and forms part of this Notice.

- iii. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
- iv. Institutional Members are encouraged to attend and vote at this AGM through VC / OAVM. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM or to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to trent.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com.
- v. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vi. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first-come-first-served basis, as per the MCA Circulars. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. shall be allowed to attend the meeting without restriction.
- vii. In accordance with MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, unless any Member has requested a physical copy of the same. The Company shall send a physical copy of the Annual Report to those Members who request for the same at investor.relations@trent-tata.com mentioning their Folio No./DP ID and Client ID. Members may note

that the Notice and Annual Report 2023-24 will also be available on the Company's Website at [<click here>](#), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.

- viii. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- ix. **Record Date and Dividend:**

In case the Dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, such Dividend will be paid, subject to deduction of tax at source, as applicable, **on or after Friday, 14th June 2024** as under:

- a. To all Beneficial Owners in respect of shares held in dematerialized form as per details furnished by the depositories for this purpose, as of the close of business hours on **Wednesday, 22nd May 2024**.
- b. To all Members in respect of shares held in physical form after giving effect to valid requests for transmission / transposition lodged with the Company, as of the close of business hours on **Wednesday, 22nd May 2024**.

The Company has fixed **Wednesday, 22nd May 2024** as the 'Record Date' for determining the entitlements of Members to Dividend for the financial year ended 31st March 2024, subject to approval at the AGM.

- x. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to shareholders at the prescribed rates mentioned in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company and / or Registrar and Transfer Agent of the Company, Link Intime India Private Limited ('Link Intime') (TSR Consultants Private Limited formerly the Registrar and Transfer Agent of the Company has merged with 'Link Intime India Private Limited' vide Order of the National Company Law Tribunal, Mumbai Bench with effect from 22nd December 2023) by sending documents through email by Friday, 17th May 2024. For a detailed process, please [<click here>](#)

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- xi. Updation of the mandate for receiving dividend directly in the bank account through the Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members holding shares in physical form are requested to send the following details / documents to Link Intime at C-101, Embassy 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, latest by Friday, 17th May 2024:

- a) Form ISR-1 along with supporting documents. The said form is available on the Website of the Company at [<click here>](#) and on the website of the RTA at [<click here>](#)
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original;
 - ii) Bank attested legible copy of the first page of the bank passbook / bank statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as aadhaar card, driving license, election identity card, passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants latest by Friday, 17th May 2024.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- xii. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form. Further, pursuant to SEBI Circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available at the Website of the Company at [<click here>](#)

- xiii. Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2017 or any subsequent financial years, are requested to make their claim to Link Intime.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, shall be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividends remain unclaimed for seven consecutive years shall also be transferred to the IEPF Authority. In view of this, Members who have not claimed their dividends are requested to claim the same from the Company, within the stipulated timeline. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on www.iepf.gov.in. For further details, please refer to the Corporate Governance Report which is a part of the Annual Report. The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 12th June 2023 on the Website of the Company.

- xiv. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only. Members holding shares in physical form are requested to intimate such changes to Link Intime.

- xv. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. The investor service requests forms for updating said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI Circular is available on the Website of the Company at [<click here>](#). It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. SEBI has mandated payment of dividend only in electronic form to physical shareholders whose folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

xvi. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website <click here>.

xvii. Updation of Members' Details:

The format of the Register of Members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is available on the Website of the Company at <click here>. Members holding shares in physical form are requested to submit the filled in form to Link Intime in physical mode, as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

xviii. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Link Intime, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

xix. The relevant documents referred to in the Notice are available for inspection and the Members who wish to inspect the same can send an email to investor.relations@trent-tata.com up to the date of this Meeting.

xx. During the 72nd AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, by sending an email to investor.relations@trent-tata.com

xxi. Process for registering email addresses to receive this Notice and Annual Report electronically and cast votes electronically:

I. Registration of email addresses with Link Intime:
The Company has made special arrangements with Link Intime for registration of email addresses of those Members (holding shares either in electronic or physical form) whose email address are not registered in their account / folio and who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose email addresses are not registered with the Company / Depository Participants are required to provide the same to Link Intime on or before Wednesday, 5th June 2024 (5:00 p.m. IST).

The process to be followed for registration of email address is as follows:

- a) Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
- b) Select the name of the Company from dropdown: **Trent Limited**
- c) Enter the DP ID & Client ID / Physical Folio Number, name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- d) Enter Mobile No. and email id and click on Continue button.
- e) System will send OTP on mobile no. and email id.
- f) Upload:
 1. Self-attested copy of PAN card &
 2. Address proof viz Aadhaar Card, passport or front and back side of share certificate in the case of physical folio.
- g) Enter OTP received on mobile no. and email id.
- h) The system will then confirm the email address for receiving this AGM Notice.

After successful submission of the email address, NSDL will email a copy of this AGM Notice and Annual Report for financial year 2023-24 along with the e-voting user ID and password. In case of any queries, Members may write to csg-unit@linkintime.co.in or evoting@nsdl.com

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- II. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to evoting@nsdl.com along with the following documents for procuring User ID and Password for e-voting for the resolutions set out in this Notice:
- In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
 - In case shares are held in demat mode, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in Annexure II at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- xxii. Permanent Registration of email address with Company / Depository Participant:
- To support 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with Link Intime, in respect of physical holding. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their Depository Participants / Link Intime to enable servicing of notices / documents / Annual Reports and other communications electronically to their email addresses in future.
- xxiii. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The facility of casting votes by a Member using the remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.
- xxiv. The remote e-voting period commences on Sunday, 9th June 2024 (9.00 a.m. IST) to Tuesday, 11th June 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, 5th June 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and remote e-voting during the AGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 5th June 2024.
- xxv. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM at the AGM and Members participating at the AGM, who have not already cast their votes on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- xxvi. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.
- xxvii. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in Annexure II under 'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.'

xxviii. The Chairman shall, at the AGM allow voting by use of the remote e-voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

xxix. Mr. P. N. Parikh (Membership No. FCS 327 CP 1228) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331 CP 9511) or failing him Ms. Sarvari Shah (Membership No. FCS 9697 CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting before and during the AGM, in a fair and transparent manner.

xxx. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and at the AGM) and make, not later than two working days of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

xxxi. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website at

[<click here>](#) and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared and the same shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

xxxii. Subject to the receipt of the requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to have been passed on the date of the AGM i.e., Wednesday, 12th June 2024.

xxxiii. Instructions for Members for remote e-voting and joining the AGM through VC / OAVM are annexed as Annexure II and forms part of this Notice.

By Order of the Board of Directors

Krupa Anandpara
Company Secretary

Mumbai, 29th April 2024

Membership No: ACS 16536

Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai – 400001 Tel: 022-67008090

E-mail Id – investor.relations@trent-tata.com;

Website – www.trentlimited.com

Corporate Identity Number (CIN): L24240MH1952PLC008951

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act')

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 8 in the accompanying Notice dated 29th April 2024.

Item No. 5

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee ('NRC') appointed Ms. Kiran Mazumdar Shaw as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a term commencing from 1st April 2024 to 23rd March 2028 (both days inclusive), subject to the approval of the Members. Term of Ms. Kiran Mazumdar Shaw is as per the age criteria prescribed under the Tata Group guidelines.

Ms. Kiran Mazumdar Shaw is a pioneering biotech entrepreneur, a healthcare visionary, a global influencer, and a passionate philanthropist. She holds B.Sc. in Zoology Hons. from Bangalore University and Post-Graduate Diploma, Malting and Brewing from the Ballarat Institute of Advanced Education, Melbourne, Australia. She also holds honorary doctorates from several prestigious universities including Deakin University, Victoria, Australia; Heriot-Watt University, Edinburgh, UK; Ballarat University, Australia; Presidency University, Kolkata, India; Bennett University, Greater Noida, India.

Ms. Shaw is a founder of Biocon Limited and is currently on the Board of many listed and unlisted companies across the globe such as Biocon Limited, Syngene International Limited, United Breweries Limited, Narayana Hrudayalaya Limited amongst the others.

The profile and specific areas of expertise of Ms. Shaw and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure I to this Notice.

As per Section 161(1) of the Act, Ms. Shaw being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company in terms of Section 160(1) of the Act proposing her candidature for the office of a Director of the Company. Ms. Shaw has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the SEBI Listing Regulations, Ms. Shaw is eligible to be appointed as an Independent Director of the Company and has given necessary declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has also given a declaration that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Shaw has further provided a confirmation that she has registered herself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Shaw fulfills all the criteria prescribed in the Act, Rules framed under the Act and the SEBI Listing Regulations for appointment as an Independent Director. The terms and conditions of appointment of Ms. Shaw are available for inspection by the Members, by writing an email to the Company at investor.relations@trent-tata.com.

The NRC and Board consider that Ms. Shaw's extensive leadership experience, skills, diverse knowledge and business expertise will be of immense benefit to the Company.

Ms. Shaw would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which she is a Member. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, Members' approval is being sought for appointment of Ms. Shaw as the Director and Independent Director of the Company for a term commencing from 1st April 2024 to 23rd March 2028 (both days inclusive).

Except Ms. Shaw and / or her relatives, no other Director, or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 5 of the Notice. Ms. Shaw do not hold any shares in the Company.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Item No. 6

In terms of Regulation 17(1D) of the SEBI Listing Regulations, the continuation of a Director on the Board of Directors of a listed entity as on 31st March 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after 31st March 2024 and thereafter at least once in every five years.

In the aforesaid context, approval of the Members is sought for continuation of Mr. Noel N. Tata as the Non-Independent, Non-Executive Director and Chairman of the Company.

Mr. Tata has been associated with the Company since 1997 as a Director on the Board. He then was the Managing Director for a period from 1999 until 2010. Subsequently, he was appointed as the Vice Chairman and thereafter as the Chairman of the Company w.e.f. 31st March 2014. Pursuant to the provisions of the Articles of Association of the Company, Mr. Tata has been nominated by Tata Sons Private Limited (formerly Tata Sons Limited) as a Special Director on the Board of Directors of the Company, not liable to retire by rotation, with effect from 31st March 2014.

Mr. Tata serves as a Trustee on the Board of Sir Ratan Tata Trust and Sir Dorabji Tata Trust. He is also the Chairman of Tata International Limited, Voltas Limited, Tata Investment Corporation Limited and Vice Chairman of Titan Company Limited and Tata Steel Limited.

The profile and specific areas of expertise of Mr. Tata and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure I to this Notice.

Mr. Tata is a visionary and has overseen and guided the growth of the Company across the formats. The Board considers the continuation of Mr. Tata will be in the best interest of the Company. Mr. Tata meets all the criteria for the said continuation as Director of the Company.

Except Mr. Tata and / or his relatives, no other Director or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise in the Resolution at Item No. 6 of the Notice. Mr. Tata holds 8,86,930 equity shares in the Company.

The Board recommends the Resolution at Item No. 6 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Item No. 7

The Shareholders of the Company upon recommendation of the Nomination and Remuneration Committee ('NRC') and the Board of Directors ('Board'), had approved the re-appointment and the remuneration of Mr. Venkatesalu Palaniswamy as the Executive Director and Chief Executive Officer of the Company for a period of three years from 6th October 2021 to 5th October 2024.

Based on the recommendation of the NRC, the Board at its meeting held on 29th April 2024, approved the re-appointment of Mr. Venkatesalu Palaniswamy, currently Executive Director and CEO, designated as the Managing Director of the Company, liable to retire by rotation, for a term of five years i.e. from 6th October 2024 to 5th October 2029 and the terms and conditions of his re-appointment as hereinafter indicated, including remuneration pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules framed thereunder.

Mr. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited (now Tata Sons Private Limited) as a part of the Group Finance team. He joined the Company in 2008 and has been with the Company for over 15 years in different functional roles including that of the Chief Financial Officer, Head of Finance & Accounts, Legal and Secretarial functions. He is also Director of the subsidiaries and joint venture companies of the Company. Under his dynamic leadership, the Company has achieved remarkable growth and significant milestones.

Mr. Venkatesalu is a Commerce Graduate, Alumni of Harvard Business School (Advanced Management Program – AMP), Master's in Management from Symbiosis (SIIB) Pune, CFA from the Institute of Chartered Financial Analysts of India (ICFAI).

The profile and specific areas of expertise of Mr. Venkatesalu and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure I to this Notice.

The key terms and conditions including remuneration relating to the re-appointment of Mr. Venkatesalu as Managing Director of the Company (hereinafter referred as 'Managing Director') are as follows:

A. Tenure of Agreement:

Five years with effect from 6th October 2024 to 5th October 2029.

Notice

B. Nature of Duties:

- i. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee of such company.
- ii. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii. The Managing Director undertakes to employ the best of his skills and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

C. Remuneration:

- i. Salary: Basic Salary of ₹ 23,15,625/- per month; Up to a maximum of ₹ 36,56,250/- per month. The annual increments will be effective 1st April each year as decided by the Board based on the recommendation of the NRC, the same will be performance based and will take into account the Company's performance as well, within the said maximum amount.
- ii. Benefits, Perquisites & Allowances: In addition to the Salary referred to in (i) above, the Managing Director be entitled to:
 - a) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR House Rent, House Maintenance and Utility Allowances aggregating 85% of the annual basic salary (in case no accommodation is provided by the Company).

- b) Hospitalisation and major medical expenses, car facility, telecommunication facility and housing loan facility as per the Rules of the Company.
 - c) Other Perquisites and Allowances subject to a maximum of 55% of the annual basic salary; this shall include medical allowance, leave travel concession / allowance and other allowances, personal accident insurance, club membership fees.
 - d) Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
 - e) Leave and encashment of unavailed leave as per the Rules of the Company.
- iii. Performance Linked Bonus / Incentives: In addition to the Salary, Benefits, Perquisites and Allowances, the Managing Director may be paid such remuneration by way of:
 - a) Performance Linked Bonus - This Performance Linked Bonus would be payable quarterly and / or annually as per the Company's Policy subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the NRC / Board, subject to maximum of 200% of the annual basic salary.

An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time;
 - Industry benchmarks of remuneration;
 - Performance of the individual
- b) Long Term Incentive Plan - The Managing Director shall be entitled to Long Term Incentives subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board, as per the Long-Term Incentive Plan(s) of the Company rolled out from time to time, with the objective of achieving long term value creation through retention and continuity of the key talent.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites & Allowances and Performance linked bonus / incentives as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Other Terms of appointment:

- i. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- ii. The terms and conditions of the re-appointment of the Managing Director and the agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereinafter in this regard in such manner as may be agreed between the Board and the Managing Director, subject to such approvals as may be required.
- iii. Either party may terminate the agreement earlier without any cause, by giving to the other party six months' notice of such termination or by surrendering six months' remuneration in lieu thereof.
- iv. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
 - a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
 - c) In the event the Board expresses its loss of confidence in the Managing Director.
- v. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatsoever means of the Managing Director's employment:
 - a) he shall immediately cease to hold offices held by him in any holding company, in subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company, if any; and return vacant possession of the Company's premises occupied by him and / or his family, if any;
 - b) he shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
- vii. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.
- viii. The terms and conditions of appointment of the Managing Director also includes clauses pertaining to adherence with the Tata Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- ix. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Venkatesalu shall cease to be the Managing Director, and also cease to be a Director of the Company. If at any time, Mr. Venkatesalu ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, Mr. Venkatesalu ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V to the Act and Article 173 of the Articles of Association of the Company, approval of the Members is being sought for the re-appointment of Mr. Venkatesalu Palaniswamy, currently Executive Director and CEO, as the Managing Director of the Company at a remuneration and other terms of appointment, as specified above.

Notice

The draft agreement to be executed between the Company and Mr. Venkatesalu for his re-appointment with the designation Managing Director would be available for inspection by the Members, by writing an email to the Company at investor.relations@trent-tata.com.

Except Mr. Venkatesalu and / or his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise in the Resolution at Item No. 7 of the Notice.

The Board recommends the Resolution as set out in Item No. 7 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Item No. 8

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'),

any transaction(s) with the Related Party, to be entered into individually or taken together with previous transactions during any financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements, whichever is lower ('Material Related Party Transactions'), require prior approval of the Members.

Trent Hypermarket Private Limited ('THPL'), a 50:50 Joint Venture between the Company and Tesco Plc, UK operates the retail business (under the Star Banner). As per provisions of the Act and SEBI Listing Regulations, THPL is a Related Party of the Company. The Company, in the regular course of business, enters into various business transactions with THPL, as described in the table below. The said transactions between the two companies bring synergies, generation of revenue and business for both the companies.

Details of the proposed Related Party Transactions ('RPTs') between the Company and THPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021, are as follows:

Sr. no.	Description	Details of proposed RPTs between the Company and THPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	THPL is a 50:50 Joint Venture between the Company and Tesco Plc, UK and operates the retail business (under the Star Banner).
b.	Type, material terms, monetary value, tenure and particulars of the proposed RPTs	The Company and THPL have entered into / propose to enter into the following RPTs during FY 2024-25, for an aggregate value not exceeding ₹ 2,000 Crore: <ul style="list-style-type: none"> Sale of goods Providing of retail business arrangement service Rent, common area maintenance, facility charges, related expense, reimbursements, etc. Asset sale or purchase Rendering or availing of various services
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	16.16%
2.	Justification for the proposed RPTs	<ul style="list-style-type: none"> To display, market and promote Zudio and Misbu branded products from select store locations of THPL, which operates its retail business under the Star banner. Realise cost management efficiencies and administrative convenience and synergies by aggregating spends as well leveraging existing contracts / relationships with service providers / vendors.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction	
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> Nature of indebtedness Cost of funds and Tenure 	Not applicable

Sr. no.	Description	Details of proposed RPTs between the Company and THPL
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. Members may follow the process for inspection of documents as mentioned in the 'Notes' section forming part of this Notice.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Noel N. Tata – Chairman of the Company is the Chairman of THPL Mr. Venkatesalu Palaniswamy – Executive Director and CEO of the Company is a Director of THPL Mr. Neeraj Basur – Chief Financial Officer of the Company is a Director of THPL
6.	Any other information that may be relevant.	-

The Audit Committee (Independent Directors), after reviewing all necessary information and details provided by the Management, has noted that the said transaction(s) are at in the ordinary course of business and at arm's length and granted its approval for the same subject to shareholders' approval.

Apart from Directors and KMPs mentioned in the table above and / or their relatives, no other Director or KMP and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Resolution as set out in Item No. 8 of the accompanying Notice for approval by the Members as an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution as set out in Item No. 8 in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

By Order of the Board of Directors

Mumbai, 29th April 2024

Krupa Anandpara
Company Secretary
Membership No: ACS 16536

Registered Office:

Bombay House, 24, Homi Mody Street,
Mumbai – 400001 Tel: 022-67008090
E-mail Id – investor.relations@trent-tata.com;
Website – www.trentlimited.com
Corporate Identity Number (CIN): L24240MH1952PLC008951

Annexure I

Details of the Director seeking appointment / re-appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Mr. Venkatesalu Palaniswamy	Ms. Kiran Mazumdar Shaw	Mr. Noel N. Tata
Director Identification No. (DIN)	02190892	00347229	00024713
Age	47 years	71 years	67 years
Date of first Appointment	1 st June 2015	1 st April 2024	19 th August 2010
Qualifications	Commerce Graduate, Alumni of Harvard Business School (Advanced Management Program – AMP), Masters in Management from Symbiosis (SIIB) Pune, CFA from the Institute of Chartered Financial Analysts of India (ICFAI).	B.Sc. (Zoology Hons.) from Bangalore University; Masters' degree in Malting and Brewing from Ballarat College, Melbourne University, Australia.	B.A. (Eco) from Sussex, University, UK, International Executive Programme from INSEAD, France.
Expertise in specific functional area	Mr. Venkatesalu Palaniswamy has been with the Company for over 15 years in different roles including that of the Executive Director, Chief Executive Officer, Chief Financial Officer, Head of Finance & Accounts, Legal and Secretarial functions overseeing the business operations, strategy, finance and investment activities of the Company. He has over 20 years of strategic business experience.	Ms. Kiran Mazumdar Shaw is a pioneering biotech entrepreneur, a healthcare visionary, a global influencer, and a passionate philanthropist. She is a founder of Biocon Limited. She is the proud recipient of two of India's highest civilian honours, the Padma Shri (1989) and the Padma Bhushan (2005). She has also been honoured with the Order of Australia (2020), Australia's highest civilian honour and Knight of the Legion of Honour (2016), the highest French civilian distinction. She has been conferred with the EY World Entrepreneur of the Year™ 2020 Award, which is a testimony to her entrepreneurial journey of over four decades. She also holds key positions in various industry, educational, government and professional bodies globally.	Mr. Noel N. Tata has been associated with the Tata Group for over 40 years. He brings with him valuable leadership experience. The Company and the Board is immensely benefited by leveraging his demonstrated leadership capability, general business acumen and knowledge of complex financial and operational issues. He also brings rich experience in various areas of business operations, strategy, risk management, financial, societal and governance matters.
Directorships held in other body corporate as on 31 st March 2024 (listed and unlisted) (excluding foreign companies)	<ul style="list-style-type: none"> • Trent Hypermarket Private Limited • Inditex Trent Retail India Private Limited • Massimo Dutti India Private Limited • Nahar Retail Trading Services Limited • Fiora Online Limited • Booker India Limited • Trent MAS Fashion Private Limited • Simto Investment Company Limited 	<ul style="list-style-type: none"> • Biocon Limited (listed) • Syngene International Limited (listed) • United Breweries Limited (listed) • Narayana Hrudayalaya Limited (listed) • Biocon Biologics Limited • Biocon Pharma Limited • Biocon Biosphere Limited • Biofusion Therapeutics Limited • Mazumdar Shaw Medical Foundation • Biocon Academy • Narayana Vaishno Devi Specialty Hospitals Private Limited • Immuneel Therapeutics Private Limited • Science Gallery Bengaluru • CSEP Research Foundation 	<ul style="list-style-type: none"> • Voltas Limited (listed) • Tata Investment Corporation Limited (listed) • Titan Company Limited (listed) • Tata Steel Limited (listed) • Trent Hypermarket Private Limited • Tata International Limited • Inditex Trent Retail India Private Limited • Retailers Association of India • The Cricket Club of India Limited (Representative of Sir Darobji Tata Trust on the Executive Committee)

Particulars	Mr. Venkatesalu Palaniswamy	Ms. Kiran Mazumdar Shaw	Mr. Noel N. Tata
<p>Membership/ Chairmanships of committees of other companies as on 31st March 2024 (excluding foreign companies)</p>	<ul style="list-style-type: none"> • Trent Hypermarket Private Limited <ul style="list-style-type: none"> - Audit Committee (Member) - Investment & Borrowing Committee (Member) - Corporate Social Responsibility Committee (Member) - Property Committee (Member) 	<ul style="list-style-type: none"> • Biocon Limited <ul style="list-style-type: none"> - Risk Management Committee (Member) • Narayana Hrudayalaya Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) • United Breweries Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Chairperson) - Corporate Social Responsibility and ESG Committee (Member) - Risk Management Committee (Chairperson) - Borrowing Committee (Member) • Biocon Biologics Limited <ul style="list-style-type: none"> - Corporate Social Responsibility and ESG Committee (Member) 	<ul style="list-style-type: none"> • Voltas Limited <ul style="list-style-type: none"> - Shareholders Relationship Committee (Chairman) - Nomination and Remuneration Committee (Member) - Committee of Board (Member) - Corporate Social Responsibility Committee (Chairman) - Property Committee (Chairman) • Titan Company Limited <ul style="list-style-type: none"> - Board Nomination and Remuneration Committee (Member) • Tata Steel Limited <ul style="list-style-type: none"> - Safety, Health and Environment Committee (Chairman) • Tata Investment Corporation Limited <ul style="list-style-type: none"> - Investment Committee (Chairman) - Nomination and Remuneration Committee (Member) • Trent Hypermarket Private Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Property Committee (Member) • Tata International Limited <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member) - Committee of Directors (Member) - Nomination and Remuneration Committee (Member) - Investment Committee (Chairman)
<p>Listed entities from which the person has resigned in the past three years</p>	<p>None</p>	<p>None</p>	<p>Resigned as Independent Director of Kansai Nerolac Paints Limited with w.e.f. 10th August 2022</p>

Notice

Particulars	Mr. Venkatesalu Palaniswamy	Ms. Kiran Mazumdar Shaw	Mr. Noel N. Tata
Relationship with other Directors and Key Managerial Personnel	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Please refer the explanatory statement set out of Item No. 6 of the Notice	Not Applicable
Number of shares held in the Company	Nil	Nil	8,86,930

For other details such as number of meetings attended during the year, number of equity shares held and remuneration drawn by the Director, please refer to the Corporate Governance Report annexed to the Annual Report.

Annexure II

Instructions for remote e-Voting and joining the Annual General Meeting through Video Conferencing / Other Audio-Visual Means





A. VOTING THROUGH ELECTRONIC MEANS

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">Existing IdeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="724 1541 1318 1910" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>

Notice

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. In order to login to Easi / Easiest users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email id is registered in your demat account or with the company, your 'initial password' is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?'(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
 8. Now, you will have to click on 'Login' button.
 9. After you click on the 'Login' button, Home page of e-Voting will open.

Notice

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC / OAVM' link placed under 'Join Meeting'.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of 'VC / OAVM link' placed under '**Join Meeting**' menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number to reach the Company's email address at investor.relations@trent-tata.com on or before Sunday, 9th June 2024. Such questions by the Members shall be suitably replied to by the Company.
4. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending their request

from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor.relations@trent-tata.com from Thursday, 6th June 2024 (9:00 a.m. IST) to Saturday, 8th June 2024 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Members who need assistance before or during the AGM, can contact NSDL / Mr. Amit Vishal, Senior Manager – NSDL / Ms. Pallavi Mhatre, Senior Manager – NSDL on evoting@nsdl.com/ 022 – 4886 7000.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.