

**NOTICE**

**NOTICE** is hereby given that the **SEVENTIETH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held on Friday, 10<sup>th</sup> June 2022 at 2.30 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means 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 31<sup>st</sup> March 2022, together with the Reports of the Board of Directors and the Auditor thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the Report of the Auditor thereon.
3. To confirm the payment of interim dividend on Equity Shares declared by the Board of Directors on 10<sup>th</sup> February 2022 and to approve the final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2022.
4. To appoint a director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation, and being eligible, offers himself for re-appointment.
5. Re-appointment of Statutory Auditors 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Seventy Fifth AGM of the Company to be held in the year 2027 to examine and audit the accounts of the Company commencing from 1<sup>st</sup> April 2022, at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Auditors.”

**Special Business****6. Appointment of Mr. Ravneet Singh Gill (DIN: 00091746) as an Independent Director of the Company**

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

“RESOLVED THAT Mr. Ravneet Singh Gill (DIN: 00091746) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29<sup>th</sup> December 2021 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 (‘Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his 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, 152 and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, 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 (‘Listing Regulations’), appointment of Mr. Ravneet Singh Gill, who has submitted a declaration that he 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 Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from 29<sup>th</sup> December 2021 to 28<sup>th</sup> December 2026, be and is hereby approved.”

**7. Appointment of Ms. Hema Ravichandar (DIN: 00032929) 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. Hema Ravichandar (DIN: 00032929) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29<sup>th</sup> December 2021 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 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], but who is eligible for appointment and has consented to act as a Director of the Company 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, 152 and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, 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 ('Listing Regulations'), appointment of Ms. Hema Ravichandar, who 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 Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from 29<sup>th</sup> December 2021 to 28<sup>th</sup> December 2026, be and is hereby approved."

#### **8. Appointment of Mr. Johannes Holtzhausen (DIN: 09577682) as an Independent Director of the Company**

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

"RESOLVED THAT Mr. Johannes Holtzhausen (DIN: 09577682) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27<sup>th</sup> April 2022 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 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his 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, 152 and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule

IV to the Act, 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 ('Listing Regulations'), appointment of Mr. Johannes Holtzhausen, who has submitted a declaration that he 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 Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term commencing from 27<sup>th</sup> April 2022 to 9<sup>th</sup> August 2024, be and is hereby approved."

#### **9. Re-appointment of Mr. P. Venkatesalu, with the designation Executive Director and Chief Executive Officer of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("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 & Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time or any other law and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to 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 and terms and conditions including remuneration of Mr. P. Venkatesalu (DIN: 02190892) with the designation 'Executive Director and Chief Executive Officer' of the Company for the period commencing from 6<sup>th</sup> October 2021 to 5<sup>th</sup> October 2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the 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 liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. P. Venkatesalu.

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."

#### **10. Payment of Commission to Non-Executive Directors**

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

"RESOLVED that pursuant to the provisions of Section 149 (9), 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) and subject to availability of net profits at the end of each financial year, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the eligible Directors of the Company or some or any of them (other than the Managing Director and/or Executive Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year commencing on or after 1<sup>st</sup> April 2021."

#### **NOTES:**

- i. In view of the ongoing Covid-19 pandemic and pursuant to the General Circular Nos. 20/ 2020 dated 5<sup>th</sup> May 2020 read with other relevant circulars including 21/ 2021 dated 14<sup>th</sup> December 2021 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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item Nos. 5 to 10 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM are annexed hereto.
- 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, physical attendance of Members has been dispensed with. Accordingly, the

facility for 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 [trentlimitedscrutinizer@gmail.com](mailto:trentlimitedscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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. As per the provisions of Clause 3.A.III of the General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 6 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
- vii. 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](http://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.
- viii. The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For other Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.trentlimited.com](http://www.trentlimited.com), websites of the Stock

Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

ix. In 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.

x. **Record date and Dividend:**

The Company has fixed Monday, 23<sup>rd</sup> May 2022 as the 'Record Date' for determining entitlements of members to final dividend for the financial year ended 31<sup>st</sup> March 2022, if approved at the AGM. If the final 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 Thursday, 16<sup>th</sup> June 2022** 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 **Monday, 23<sup>rd</sup> May 2022**;
- 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 Monday, 23<sup>rd</sup> May 2022**.

xi. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to shareholders at prescribed rates mentioned in the Income Tax Act, 1961 ('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, TSR Consultants Private Limited ('TCPL') by sending documents through e-mail by Friday, 20<sup>th</sup> May 2022. For detailed process, please click here: '[Communication on Tax Deduction on Dividend](#)'.

xii. Payment of dividend through electronic mode has the following advantages:

- Shareholder need not make frequent visits to his bank for depositing the physical warrants;
- Prompt credit to the bank account of the shareholder through electronic clearing;
- Fraudulent encashment of warrant is avoided;
- Delays/ loss in postal transit is avoided.

Shareholders may please note that under instruction from the Securities and Exchange Board of India (SEBI), furnishing of bank particulars by the shareholders has also become mandatory.

As per SEBI circular dated 20<sup>th</sup> April 2018, the Company through TCPL had sent letters in July 2018, September 2018, October 2018 and October 2019, to those physical shareholders whose PAN and/ or Bank account details were not available.

Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send scanned copies of the following details/documents at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) latest by Monday, 23<sup>rd</sup> May 2022:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
  - iii) 11 digit IFSC Code
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants.

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.

xiii. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.

xiv. **Benefits of Dematerialization:**

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides risks associated with physical certificates such as fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

As per Regulation 40 of the Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form, with effect from 1<sup>st</sup> April 2019.

Pursuant to SEBI circular dated 25<sup>th</sup> 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.

xv. Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March 2015 or any subsequent financial years, are requested to make their claim to TCPL.

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, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividends remain unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends 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](http://www.iepf.gov.in). For further details, please refer to 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. 22<sup>nd</sup> July 2021 on the website of the Company [www.trentlimited.com](http://www.trentlimited.com).

xvi. 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 and not to Company's Registrar and Transfer Agent, TCPL. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TCPL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TCPL.

SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TCPL.

xvii. SEBI vide circular dated 3<sup>rd</sup> November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1<sup>st</sup> April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website [www.trentlimited.com](http://www.trentlimited.com). In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid on 7<sup>th</sup> February 2022.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

xviii. **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, e-mail address, bank details for payment of dividend, etc. A form for capturing the additional details is appended herewith. Members holding shares in physical form are requested to submit the filled in form to the Company at [investor\\_relations@trent-tata.com](mailto:investor_relations@trent-tata.com) or to TCPL in physical mode, or in electronic mode at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

xix. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to TCPL, 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.

xx. 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](mailto:investor.relations@trent-tata.com) up to date of this Meeting.

xxi. During the 70<sup>th</sup> AGM, Members may access the electronic copy of 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](mailto:investor.relations@trent-tata.com).

xxii. **Process for registering e-mail addresses to receive this Notice and Annual Report electronically and cast votes electronically:**

I. **Registration of email addresses with TCPL:**

The Company has made special arrangements with TCPL for registration of e-mail 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 e-mail addresses are not registered with the Company/ Depository Participants are required to provide the same to TCPL on or before Friday, 3<sup>rd</sup> June 2022 (5:00 p.m. IST).

Process to be followed for registration of e-mail address is as follows:

- a) Visit the link: <https://tcpl.linkintime.co.in/EmailReg/EmailRegister.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 e-mail 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 case of Physical folio.

g) Enter OTP received on mobile no. and e-mail id.

h) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for financial year 2021-22 along with the e-voting user ID and password. In case of any queries, Members may write to [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

II. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 DPID-Client ID (8 digit DPID + 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 below at Step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

xxiii. **Registration of e-mail address permanently with Company/ Depository Participant:**

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with TCPL, in respect of physical holding, by writing to them at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in). Further, those Members

who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their Depository Participants/ TCPL to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

xxiv. 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 Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9<sup>th</sup> 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 remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.

xxv. The remote e-voting period commences on Tuesday, 7<sup>th</sup> June 2022 (9.00 a.m. IST) to Thursday, 9<sup>th</sup> June 2022 (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. Friday, 3<sup>rd</sup> June 2022 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 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 cut-off date i.e. Friday, 3<sup>rd</sup> June 2022.

xxvi. 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. The 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.

xxvii. 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 becomes a 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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote 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 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) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) 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 authorised 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 [www.trentlimited.com](http://www.trentlimited.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

xxxii. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. Friday, 10<sup>th</sup> June 2022.

xxxiii. Instructions for Members for remote e-voting and joining the AGM through VC/OAVM are given below:


**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 9<sup>th</sup> 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to <b>Easi / Easiest</b> are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
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.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 119790 then user ID is 119790001***

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 herein **for registering email address to receive Notice and Annual Report electronically and cast votes electronically**.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.

**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 General 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. Member 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 General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number to reach the Company's e-mail address at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) on or before Wednesday, 8<sup>th</sup> June 2022. 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](mailto:investor.relations@trent-tata.com) from Saturday,

4<sup>th</sup> June 2022 (9:00 a.m. IST) to Tuesday, 7<sup>th</sup> June 2022 (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. Soni Singh, Assistant Manager - NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800 1020 990/ 1800 224 430.

**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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

By Order of the Board of Directors

M. M. Surti  
Company Secretary  
FCS: 4043

Mumbai, 27<sup>th</sup> April 2022

**Registered Office:**

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

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

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 10 in the accompanying Notice dated 27<sup>th</sup> April 2022.

### Item No. 5

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The shareholders of the Company at the Sixty Fifth Annual General Meeting ('AGM') held on 1<sup>st</sup> August 2017 had approved appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company, to hold office from the conclusion of the Sixty Fifth AGM till the conclusion of the Seventieth AGM of the Company to be held in the year 2022.

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 27<sup>th</sup> April 2022, proposed the re-appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the statutory auditors of the Company for the second term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the Seventy-fifth AGM of the Company to be held in the year 2027.

Deloitte Haskins & Sells LLP, Chartered Accountants, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 of the Act that they are eligible to be re-appointed as auditors of the Company and that they have not incurred any disqualification under the Act.

The Board recommends the resolution as set out at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

### Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), appointed Mr. Ravneet Singh Gill as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation, for a term of five years commencing from 29<sup>th</sup> December 2021 to 28<sup>th</sup> December 2026, subject to the approval of the Members.

As per Section 161(1) of the Act, Mr. Gill being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company to be held on 10<sup>th</sup> June 2022 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 the candidature of Mr. Gill for the office of a Director of the Company. Mr. Gill has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Gill, is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has declared that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Gill has further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that he has successfully registered himself with the Indian Institute of Corporate Affairs (IICA), for inclusion of his name in the Independent Director's data bank and that he shall renew the application for the same, from time to time, till he continues to hold office as Independent Director of the Company.

Mr. Gill has served as the Managing Director & Chief Executive Officer of Yes Bank during 2019 / 2020. Prior to joining Yes Bank, Mr. Gill was the Chief Executive Officer of Deutsche Bank in India and was also a member of Deutsche Bank AG's Asia Pacific Executive Committee since July 2012. He has approximately 35 years of extensive banking experience across structured financing, foreign exchange, transaction banking, risk management and private banking. He holds a Masters degree from Hindu College, Delhi University. He is also a Director of several other companies.

In the opinion of the Board, Mr. Gill fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and is independent of the management.

The terms and conditions of appointment of Mr. Gill would be available for inspection by the Members, by writing an email to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent

Directors requires approval of the members of the Company. Accordingly, the appointment of Mr. Gill as a Director and as an Independent Director is now being placed before the members for their approval.

The Board considers that the proposed appointment of Mr. Gill as an Independent Director, based on skills, experience & knowledge in diverse areas, will be in the best interest of the Company.

The Board recommends the resolution as set out at Item No. 6 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Mr. Gill is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

Except Mr. Gill and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise in the Resolution at Item No. 6 of the Notice.

### Item No. 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), appointed Ms. Hema Ravichandar as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation, for a term of five years commencing from 29<sup>th</sup> December 2021 to 28<sup>th</sup> December 2026, subject to the approval of the Members.

As per Section 161(1) of the Act, Ms. Ravichandar being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company to be held on 10<sup>th</sup> June 2022 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 the candidature of Ms. Ravichandar for the office of a Director of the Company. Ms. Ravichandar has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Ms. Ravichandar, is eligible to be appointed as an Independent Director of the Company and has given a 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 Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has declared 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. Ravichandar has further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that she has successfully registered

herself with the Indian Institute of Corporate Affairs (IICA), for inclusion of her name in the Independent Director's data bank.

Ms. Ravichandar is an alumnus of the Indian Institute of Management, Ahmedabad and a Strategic HR Advisor with over 35 years of industry experience advising several Indian and multinational corporations and is on the Board of several companies. Ms. Ravichandar until 2005 was the Senior Vice-President and Global Head of Human Resources for Infosys Technologies Limited.

In the opinion of the Board, Ms. Ravichandar fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and is independent of the management.

The terms and conditions of appointment of Ms. Ravichandar would be available for inspection by the Members, by writing an email to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Accordingly, the appointment of Ms. Ravichandar as a Director and as an Independent Director is now being placed before the members for their approval.

The Board considers that the proposed appointment of Ms. Ravichandar as an Independent Director, based on skills, experience & knowledge in diverse areas will be in the best interest of the Company.

The Board recommends the resolution as set out at Item No. 7 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Ms. Ravichandar is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

Except Ms. Ravichandar and/or her relatives, none of the other Directors 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.

### Item No. 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee ('NRC'), appointed Mr. Johannes Holtzhausen as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation, for a term of commencing from 27<sup>th</sup> April 2022 to 9<sup>th</sup> August 2024, subject to the approval of the Members.

As per Section 161(1) of the Act, Mr. Holtzhausen being an Additional Director, holds office upto the forthcoming Annual General Meeting of the Company to be held on 10<sup>th</sup> June 2022 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 the candidature of Mr. Holtzhausen for the office of a Director of the Company. Mr. Holtzhausen has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Listing Regulations, Mr. Holtzhausen, is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has declared that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Holtzhausen has further provided a declaration pursuant to Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, affirming that he has successfully registered himself with the Indian Institute of Corporate Affairs (IICA), for inclusion of his name in the Independent Director's data bank.

Mr. Holtzhausen holds an honors degree in Business Management and Administration from Stellenbosch Business School and has a BA degree in Social Science from the University of Stellenbosch. He has a rich and extensive experience in the retail industry, both in clothing and food. With a wide career span of about 50 years, he brings on the table a wide spectrum of skills / expertise in business strategy, management, retail analytics, customer service and supply chain.

In the opinion of the Board, Mr. Holtzhausen fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as an Independent Director and is independent of the management.

The terms and conditions of appointment of Mr. Holtzhausen would be available for inspection by the Members, by writing an email to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com).

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Accordingly, the appointment of Mr. Holtzhausen as a Director and as an Independent Director is now being placed before the members for their approval.

The Board considers that the proposed appointment of Mr. Holtzhausen as an Independent Director, based on skills, experience & knowledge in diverse areas will be in the best interest of the Company.

The Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Mr. Holtzhausen is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

Except Mr. Holtzhausen and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise in the Resolution at Item No. 8 of the Notice.

#### Item No. 9

The Shareholders of the Company, on the recommendation of the NRC and the Board, had approved the re-appointment and the remuneration of Mr. P. Venkatesalu as Executive Director designated as Executive Director (Finance) and Chief Financial Officer of the Company for a period of 3 years with effect from 1<sup>st</sup> June 2018 to 31<sup>st</sup> May 2023.

Mr. P. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the Group Finance team. He joined the Company in 2008 and has been with the Company for 14 years and was until recently heading the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for Strategy and Investment activities of the Company. He is also a Director of the subsidiaries and Joint Venture companies of the Company, details of which are annexed hereto.

Based on the recommendation of the NRC, the Board of Directors at its meeting held on 10<sup>th</sup> August 2021, subject to the approval of the shareholders of the Company, approved the re-appointment of Mr. P. Venkatesalu, with designation Executive Director and Chief Executive Officer of the Company, liable to retire by rotation, for a term of three years i.e. from 6<sup>th</sup> October 2021 to 5<sup>th</sup> October 2024 and the terms and conditions of his re-appointment as hereinafter indicated, including remuneration pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder. He continues to be a Key Managerial Personnel of the Company under Section 203 of the Act during this period. Pursuant to the above, Mr. P. Venkatesalu has tendered his resignation as Chief Financial Officer of the Company with effect from 10<sup>th</sup> August 2021.

The re-appointment of Mr. P. Venkatesalu with designation as an Executive Director and Chief Executive Officer of the Company and his terms and conditions including remuneration is subject to the approval of shareholders of the Company and such other approval, if any.

The main terms and conditions including remuneration relating to the re-appointment of Mr. P. Venkatesalu with designation Executive Director and Chief Executive Officer of the Company (hereinafter referred as 'Executive Director and CEO') are as follows:

#### A. Tenure of Agreement:

With effect from 6<sup>th</sup> October 2021 to 5<sup>th</sup> October 2024

#### B. Nature of Duties:

- i. The Executive Director and CEO 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 of Directors 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 of Directors 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 Executive Director and CEO by the Board of Directors 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 a company.
- ii. The Executive Director and CEO shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii. The Executive Director and CEO undertakes to employ the best of his skill 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 of Directors.

#### C. Remuneration with effect from 6<sup>th</sup> October 2021 to 5<sup>th</sup> October 2024:

- i. Salary:  
Salary of ₹14,58,334/- per month and upto a maximum of ₹19,41,042/- per month. The annual increments which will be effective 1<sup>st</sup> April each year will be decided by the Board based on the recommendation of the NRC and will be performance based and 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 Executive Director and CEO shall 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:

In addition to the Salary, Benefits, Perquisites and Allowances, the Executive Director and Chief Executive Officer may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 200% of annual basic salary. This performance linked bonus would be payable 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. 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.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director and CEO, 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 as specified above, subject to further approvals, if any.

#### D. Other Terms of appointment:

- i. The Executive Director and CEO, 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 Executive Director and CEO 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 Executive Director and CEO, 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 Executive Director and CEO may be terminated by the Company without notice or payment in lieu of notice:

a) If the Executive Director and CEO 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 nonobservance by the Executive Director and CEO of any of the stipulations contained in the agreement to be executed between the Company and the Executive Director and CEO; or

c) In the event the Board of Directors expresses its loss of confidence in the Executive Director and CEO.

v. In the event the Executive Director and CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.

vi. Upon the termination by whatever means of the Executive Director and CEO'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 Executive Director and CEO, unless specifically provided otherwise.

viii. The terms and conditions of appointment of the Executive Director and CEO 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. P. Venkatesalu will cease to be the Executive Director and CEO, and also cease to be a Director of the Company. If at any time, Mr. P. Venkatesalu ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and CEO, and the Agreement shall forthwith terminate. If at any time, Mr. P. Venkatesalu ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Executive Director and CEO of the Company.

In compliance with the provisions of Section 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 and subject to such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. P. Venkatesalu as the Executive Director and CEO as specified above are now being placed before the Members for their approval.

The copy of the Agreement executed between the Company and Mr. P. Venkatesalu for his re-appointment with the designation Executive Director and CEO would be available for inspection by the members, by writing an email to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com).

The Resolution at Item No. 9 is recommended by the Board of Directors for approval by the Members. Mr. P. Venkatesalu is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice relating to his own re-appointment. Except Mr. P. Venkatesalu and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise in the Resolution at Item No. 9 of the Notice.

Mr. P. Venkatesalu is not related to any other Director of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

## INFORMATION PURSUANT TO SCHEDULE V OF THE ACT

### I. GENERAL INFORMATION

1) Nature of Industry:

The Company operates 200 Westside stores across 89 cities in India that offers branded fashion apparel, footwear and accessories for women, men and children, along with a range of home furnishings & decor, 233 Zudio stores across 89 cities in India, a value fashion concept that offers fashion at irresistible prices for women, men and children and 11 Landmark stores (including shop in shop stores) across 4 cities, a family entertainment concept that offers a curated range of toys, front-list books and sports merchandize and 6 Utsa stores across 5 cities, a modern Indian lifestyle destination that offers ethnic apparel, beauty products and accessories.

2) Date or expected date of commencement of commercial production:

The Company was incorporated on 5<sup>th</sup> December 1952. The Company is engaged in retail trading.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators:

(₹ in Crores)

Particulars	For the year ended		
	31.03.2022	31.03.2021	31.03.2020
Total Revenue	4,159.70	2,251.77	3,334.35
Profit / (loss) before tax	323.00	(72.14)	245.52
Profit / (loss) after tax	249.63	(51.02)	154.58
Profit / (loss) as computed u/s 198 of the Act	262.15	(133.97)	153.81

5) Foreign investments or collaborations, if any:

The Company has invested US \$ 9,65,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius as on 31<sup>st</sup> March 2022.

### II. INFORMATION ABOUT THE APPOINTEE

1) Background details:

Mr. P. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited (now Tata Sons Pvt. Limited) as a part of the Group Finance team. He joined the Company in 2008 and has been with the Company for 14 years and until recently was heading the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for Strategy and Investment activities of the Company. He is a director of many of the subsidiaries and associates and Joint Venture of the Company. Mr. Venkatesalu held the position of Chief Financial Officer of the Company since 2008. He was then appointed as Executive Director (Finance) and Chief Financial Officer of the Company since 1<sup>st</sup> June 2015 to 31<sup>st</sup> May 2018. He was then re-appointed as Executive Director (Finance) and Chief Financial Officer of the Company since 1<sup>st</sup> June 2018 to 31<sup>st</sup> May 2023. He was thereafter re-appointed with the designation Executive Director and CEO of the Company with effect from 6<sup>th</sup> October 2021 to 5<sup>th</sup> October 2024, subject to requisite approvals. Pursuant to the above, he tendered his resignation as Chief Financial Officer of the Company with effect from 10<sup>th</sup> August 2021.

2) Past remuneration:

(₹ in Crores)

FY 2021-22	FY 2020-21	FY 2019-20
3.79	2.15	2.74

3) Recognition/ awards/ membership:

- Member of the Governing Council of Retailers Association of India (RAI)
- Alumni of Harvard Business School (Advanced Management Program – AMP)

4) Job profile and his suitability:

Considering the qualifications, excellent background of Mr. P. Venkatesalu and the experience of over 20 years in various functions such as finance & accounts, legal and secretarial, strategy and investments activities, he is well suited for the position of Executive Director & CEO of the Company.

5) Remuneration proposed:

Please refer page no. 15 of this Notice.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration proposed is commensurate with his experience and comparable to the standards in the Industry.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. P. Venkatesalu has no pecuniary relationship with the Company, other than his remuneration and is not related to any managerial personnel or other Director.

### III. OTHER INFORMATION

1) Reasons of loss or inadequate profits:

The retail industry is highly competitive and operates on relatively low margins. The intent is to aggressively pursue growth in the medium term. The scale achieved through significant growth will be a key factor that would improve the profitability of operations in due course.

2) Steps taken or proposed to be taken for improvement:

The Company is aggressively pursuing its business plans to scale up its retail business by expanding the number of stores across the Country, under multiple banners (including Westside and Zudio). Members' attention is being drawn to the Management Discussion and Analysis section for the various steps being taken to accelerate growth, build long term shareholder value and to mitigate risks.

3) Expected increase in productivity and profits in measurable terms:

As the Company continues to invest into accelerating growth across the Country, it is difficult to specify the increases in revenues and profits of the Company in future years, as in the medium term the business plans envisage targeting significant reach & scale and not just profitability. We expect that the strategic direction adopted by the Company would build substantial stakeholder value over the medium to long term.

#### Item No. 10

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of Members. Regulation 17(6)(a) of the Listing Regulations 2015 authorizes the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of Members in general meeting.

The Members of the Company, at the Sixty Fourth Annual General Meeting held on 12<sup>th</sup> August 2016, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one percent per annum of the net profits of the Company for each year for a period of five years commencing from 1<sup>st</sup> April 2016.

Since the validity of the earlier resolution passed by the Members expired in the Financial Year 2021, approval is sought from Members for renewal of the resolution from 1<sup>st</sup> April 2021.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the eligible Non-Executive Directors of the Company in accordance with the recommendations of the NRC and approval by the Board of Directors of the Company. Such payment will be in addition to the sitting fees for attending Board/ Committee meetings.

The Board recommends the Resolution at Item No. 10 of the accompanying Notice for approval by the Members of the Company by way of a Special Resolution.

Other than the Non-Executive Directors of the Company and their relatives, none of the Executive Directors (i.e. presently the Executive Director and CEO) and KMP of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the accompanying Notice.

By Order of the Board of Directors

M. M. Surti  
Company Secretary  
FCS: 4043

Mumbai, 27<sup>th</sup> April 2022

#### Registered Office:

Bombay House, 24, Homi Mody Street,  
Mumbai - 400001

Tel: 022-67008090

E-mail Id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com);

Website - [www.trentlimited.com](http://www.trentlimited.com)

Corporate Identity Number (CIN): L24240MH1952PLC008951

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

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

Particulars	Mr. H. Bhat	Mr. P. Venkatesalu
Director Identification No. (DIN)	00478198	02190892
Age	59 years	45 years
Date of first Appointment	1 <sup>st</sup> April 2014	1 <sup>st</sup> June 2015
Qualifications	Alumnus of BITS Pilani and IIM Ahmedabad	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)
Expertise in specific functional area	Mr. H. Bhat has over 35 years of valuable experience with the Tata group. He is currently the Non- Executive Chairman of Tata Coffee Limited. He is also a Director of other eminent Tata companies.	Mr. P. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team. He joined the Company in 2008 and has been with the Company for 14 years and until recently was heading the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for strategy and investment activities of the Company. He is also Director of subsidiaries, Joint Venture company and associates of the Company. He has over 20 years of valuable experience.
Directorships held in other body corporate as on 31 <sup>st</sup> March 2022	<ul style="list-style-type: none"> <li>Tata Coffee Limited</li> <li>Tata Starbucks Private Limited</li> <li>Tata Unistore Limited</li> <li>Tata AIA Life Insurance Company Limited</li> <li>Infiniti Retail Limited</li> </ul>	<ul style="list-style-type: none"> <li>Inditex Trent Retail India Private Limited</li> <li>Trent Hypermarket Private Limited</li> <li>Massimo Dutti India Private Limited</li> <li>Fiora Business Support Services Limited</li> <li>Nahar Retail Trading Services Limited</li> <li>Trent Brands Limited</li> <li>Fiora Hypermarket Limited</li> <li>Fiora Online Limited</li> <li>Booker India Limited</li> <li>Trent Global Holdings Limited</li> <li>Simto Investment Company Limited</li> </ul>
Membership/ Chairmanships of committees of other companies as on 31 <sup>st</sup> March 2022	<ul style="list-style-type: none"> <li>Tata Coffee Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul> </li> <li>Infiniti Retail Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Chairman)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul> </li> <li>Tata Unistore Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> </ul> </li> <li>Tata AIA Life Insurance Company Limited <ul style="list-style-type: none"> <li>Policyholder Protection Committee (Member)</li> <li>Risk and Asset Liability Management Committee (Member)</li> </ul> </li> <li>Tata Starbucks Private Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> <li>Audit Committee (Member)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Trent Hypermarket Private Limited <ul style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Investment &amp; Borrowing Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> <li>Property Committee (Member)</li> </ul> </li> <li>Fiora Online Limited <ul style="list-style-type: none"> <li>Audit Committee (Chairman)</li> </ul> </li> </ul>
Relationship with other Directors and Key Managerial Personnel	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	NA	NA
Listed entities in which the Director has resigned from directorship in the past three years	<ul style="list-style-type: none"> <li>Titan Company Limited</li> <li>Tata Consumer Products Limited</li> </ul>	Nil

Particulars	Mr. R. Gill	Ms. H. Ravichandar
Director Identification No. (DIN)	00091746	00032929
Age	59 years	61 years
Date of first Appointment	29 <sup>th</sup> December 2021	29 <sup>th</sup> December 2021
Qualifications	Mr. Gill holds a Masters degree from Hindu College, Delhi University.	Ms. Ravichandar is a B.A. in Economics and an alumnus of the Indian Institute of Management, Ahmedabad.
Expertise in specific functional area	Mr. Gill has approximately 35 years of extensive banking experience across structured financing, foreign exchange, transaction banking, risk management and private banking and is on the Board of several other companies.	Ms. Ravichandar is a Strategic HR Advisor with over 35 years of industry experience advising several Indian and multinational corporations and is on the Board of several companies. Until 2005 she was the Senior Vice-President and Global Head of Human Resources for Infosys Technologies Limited.
Directorships held in other body corporate as on 31 <sup>st</sup> March 2022	<ul style="list-style-type: none"> <li>• New Horizons Esports Pvt. Ltd.</li> <li>• Eduent Catalysts Pvt. Ltd.</li> <li>• New Horizons Alliance Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Marico Limited</li> <li>• Bosch Limited</li> <li>• Indian Hotels Company Limited</li> <li>• Feedback Business Consulting Pvt. Ltd.</li> </ul>
Membership/ Chairmanships of committees of other companies as on 31 <sup>st</sup> March 2022	None	<ul style="list-style-type: none"> <li>• Marico Limited <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Chairperson)</li> <li>- Audit Committee (Member)</li> </ul> </li> <li>• Bosch Limited <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Chairperson)</li> <li>- Audit Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- Stakeholder's Relationship Committee (Member)</li> </ul> </li> <li>• Indian Hotels Company Limited <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Chairperson)</li> <li>- Audit Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> </ul> </li> </ul>
Relationship with other Directors and Key Managerial Personnel	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	Extensive knowledge, expertise and experience in the area of finance, risk management, financial management	Extensive knowledge, expertise and experience in HR functions, strategic HR advisory, succession planning
Listed entities in which the Director has resigned from directorship in the past three years	Yes Bank Limited	Titan Company Limited

Particulars	Mr. J. Holtzhausen
Director Identification No. (DIN)	09577682
Age	72 years
Date of first Appointment	27 <sup>th</sup> April 2022
Qualifications	Mr. Holtzhausen holds an honors degree in Business Management and Administration from Stellenbosch Business School and has a BA degree in Social Science from the University of Stellenbosch.
Expertise in specific functional area	Mr. Holtzhausen has approximately 50 years of extensive experience across business strategy, management, retail analytics, customer service and supply chain.
Directorships held in other body corporate as on 31 <sup>st</sup> March 2022	None
Membership/ Chairmanships of committees of other companies as on 31 <sup>st</sup> March 2022	None
Relationship with other Directors and Key Managerial Personnel	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	Extensive knowledge, expertise and experience in the area of business strategy, management, retail analytics, customer service and supply chain
Listed entities in which the Director has resigned from directorship in the past three years	None

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

**NOTE**

To,  
 TSR Consultants Private Limited  
**Unit: Trent Limited**  
 C-101, 1<sup>st</sup> Floor, 247 Park,  
 Lal Bahadur Shastri Marg,  
 Vikhroli (West), Mumbai - 400083

**Updation of Shareholder Information**

I/ We request you to record the following information against our Folio No.:

**General Information:**

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/Registration No.: *	
(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

**Bank Details:**

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/we hold the securities under the above mentioned Folio No./beneficiary account.

Place:  
 Date:

Signature of Sole/First holder

