

**Quarterly Corporate Governance Report**

1. **Name of Listed Entity** Trent Limited  
 2. **Quarter ending** 30<sup>th</sup> June 2021

| <b>I. Composition of Board of Directors</b> |                      |                |  |                             |                        |                   |                  |               |  |   |  |  |
|---|----------------------|----------------|--|-----------------------------|------------------------|-------------------|------------------|---------------|--|---|--|--|
| Title (Mr./Ms.)                             | Name of the Director | DIN            | Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure*          | Date of Birth | No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ** (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.   | Noel Tata            | DIN: 00024713  | Chairman related to Promoter- Non-Independent Non-Executive              | 19-08-2010                  | 02-08-2013             |                   | N.A.             | 12-11-1956    | 5  | 1   | 3  | 1  |
| Mr.   | Bhaskar Bhat         | DIN : 00148778 | Non - Independent Non - Executive  | 27-09-2010                  | 06-08-2020             |                   | N.A.             | 29-08-1954    | 4  | 1   | 4  | Nil  |
| Mr.   | Simon Susman***      | DIN: 03503013  | Independent Non - Executive  | 11-05-2011                  | 14-08-2019             | 11-05-2021        | 1 year 9 months  | 01-05-1950    | 1  | 1   | 1  | Nil  |
| Mr.   | Bahram Vakil         | DIN: 00283980  | Independent Non - Executive  | 25-06-2012                  | 14-08-2019             |                   | 1 year 11 months | 12-09-1958    | 2  | 2   | 3  | Nil  |
| Mr.   | Harish Bhat          | DIN: 00478198  | Non - Independent Non - Executive  | 01-04-2014                  | 01-08-2019             |                   | N.A.             | 08-11-1962    | 2  | Nil   | 1  | 1  |
| Ms.   | Sonia Singh          | DIN: 07108778  | Independent Non - Executive  | 03-03-2015                  | 03-03-2017             |                   | 4 Years 4 Months | 05-09-1964    | 2  | 2   | 2  | 1  |
| Mr.   | Jayesh Merchant      | DIN: 00555052  | Independent Non - Executive  | 07/08/2020                  | -                      |                   | 11 Months        | 27-11-1957    | 1  | 1   | 5  | 4  |
| Ms.   | Susanne Given        | DIN: 08930604  | Independent Non- Executive   | 17/11/2020                  | -                      |                   | 8 Months         | 03-11-1964    | 1  | 1   | Nil  | Nil  |
| Mr.   | Philip Auld****      | DIN: 03543080  | Non - Independent Executive  | 04-11-2014                  | 01-05-2020             | 01-05-2021        | N.A.             | 02-09-1956    | 1  | Nil   | Nil  | Nil  |

|     |                         |               |                             |            |            |  |      |            |   |     |   |   |
|-----|-------------------------|---------------|-----------------------------|------------|------------|--|------|------------|---|-----|---|---|
| Mr. | Palaniswamy Venkatesalu | DIN: 02190892 | Non - Independent Executive | 01-06-2015 | 01-06-2018 |  | N.A. | 27-02-1977 | 1 | Nil | 2 | 1 |
|-----|-------------------------|---------------|-----------------------------|------------|------------|--|------|------------|---|-----|---|---|

Whether Regular chairperson appointed - YES

Whether Chairperson is related to Managing Director or CEO - NO

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\*Also includes no. of post of Chairperson in Audit / Stakeholders Relationship Committee.

\*\*\* Mr. S. Susman was re-appointed as an Independent Director of the Company for a second term upto 10th May 2021, by the Members of the Company at the 67th AGM of the Company held on 1st August 2019.

Accordingly, Mr. Susman on completion of his second term, ceased to be a Director of the Company with effect from 11th May 2021.

\*\*\*\* Mr. Philip Auld was re-appointed as an Executive Director by the Members of the Company at the 68th Annual General Meeting for a further term from 1st May 2020 to 2nd September 2021. As desired by him, he retired from his position as an Executive Director from the Board of Directors of the Company with effect from 1st May 2021.

## II. Composition of Committees

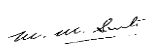
| Name of Committee                      | Whether Regular chairperson appointed | Name of Committee members  | Category (Chairperson/Executive/ Non-Executive/independent/Nominee)\$  | Date of Appointment  | Date of Cessation |
|--|---------------------------------------|--|--|--|-------------------|
| 1. Audit Committee                     | Yes                                   | Mr. Jayesh Merchant<br>Mr. Noel Tata<br>Mr. Bahram Vakil   | Chairman - Independent - Non-Executive<br>Non- Independent - Non-Executive<br>Independent-Non-Executive  | 07-08-2020<br>28-09-2010<br>14-08-2019                             |                   |
| 2. Nomination & Remuneration Committee | Yes                                   | Mr. Bahram Vakil<br>Mr. Noel Tata<br>Mr. Bhaskar Bhat<br>Mr. Simon Susman<br>Mr. Jayesh Merchant             | Chairman-Independent-Non Executive<br>Non-Independent-Non-Executive<br>Non-Independent-Non-Executive<br>Independent-Non-Executive<br>Independent-Non-Executive | 14-08-2019<br>06-08-2012<br>14-10-2010<br>18-11-2020<br>11-05-2021 | 11-05-2021        |
| 3. Risk Management Committee           | Yes                                   | Mr. Harish Bhat<br>Mr. Bahram Vakil<br>Mr. Philip Auld<br>Mr. Palaniswamy Venkatesalu<br>Mr. Jayesh Merchant | Chairman - Non-Independent-Non-Executive<br>Independent-Non Executive<br>Non-Independent-Executive<br>Non-Independent-Executive<br>Independent-Non Executive   | 01-04-2019<br>14-08-2019<br>01-04-2019<br>01-04-2019<br>18-11-2020 | 01-05-2021        |
| 4. Stakeholders Relationship Committee | Yes                                   | Mr. Harish Bhat<br>Mr. Simon Susman<br>Mr. Palaniswamy Venkatesalu<br>Mr. Jayesh Merchant                    | Chairman-Non-Independent-Non-Executive<br>Independent-Non-Executive<br>Non-Independent-Executive<br>Independent-Non-Executive                                  | 24-08-2015<br>14-08-2019<br>24-08-2015<br>11-05-2021               | 11-05-2021        |
| 5. CSR & Sustainability Committee      | Yes                                   | Mr. Noel Tata<br>Mr. Bhaskar Bhat<br>Ms. Sonia Singh   | Chairman-Non- Independent- Non-Executive<br>Non-Independent-Non-Executive<br>Independent-Non-Executive   | 31-01-2014<br>31-01-2014<br>03-03-2017                             |                   |

<sup>§</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of Independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| 4th February 2021                                   | 5th April 2021<br>30th April 2021                   | Yes                                | 10<br>10                     | 5<br>5                                   | 59<br>24  |

\* to be filled in only for the current quarter meetings

| <b>IV. Meeting of Committees</b>  |  |   |                                     |  |   |  |  |
|---|--|---|-------------------------------------|--|---|--|--|
|   | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i> | <i>Number of Independent directors present*</i>        | <i>Whether requirement of Quorum met (details)*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| Audit Committee   | 14th April 2021  | Yes                                       | 3                                   | 2  | Yes, all members were present                       | 3rd February 2021  | 69   |
|   | 30th April 2021  | Yes                                       | 3                                   | 2  | Yes, all members were present                       |  | 15   |
| Nomination and Remuneration Committee   | 7th April 2021   | Yes                                       | 4                                   | 2  | Yes, all members were present                       | 3rd February 2021  | 19   |
|   | 30th April 2021  | Yes                                       | 4                                   | 2  | Yes, all members were present                       | 18th March 2021  | 22   |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional   |  |   |                                     |  |   |  |  |
| ** to be filled in only for the current quarter meetings  |  |   |                                     |  |   |  |  |
| <b>V. Related Party Transactions</b>  |  |   |                                     |  |   |  |  |
| <b>Subject</b>  |  |   |                                     | <b>Compliance status (Yes/No/N.A.)refer note below</b> |   |  |  |
| Whether prior approval of audit committee obtained  |  |   |                                     | Yes  |   |  |  |
| Whether shareholder approval obtained for material RPT  |  |   |                                     | N.A.   |   |  |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  |  |   |                                     | Yes  |   |  |  |
| <b>Note</b>   |  |   |                                     |  |   |  |  |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |  |   |                                     |  |   |  |  |
| 2 If status is "No" details of non-compliance may be given here.  |  |   |                                     |  |   |  |  |
| <b>VI. Affirmations</b>   |  |   |                                     |  |   |  |  |
| 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.   |  |   |                                     |  |   |  |  |
| 2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015   |  |   |                                     |  |   |  |  |
| a. Audit Committee  |  |   |                                     |  |   |  |  |
| b. Nomination & remuneration committee  |  |   |                                     |  |   |  |  |
| c. Stakeholders relationship committee  |  |   |                                     |  |   |  |  |
| d. Risk management committee  |  |   |                                     |  |   |  |  |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  |  |   |                                     |  |   |  |  |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  |  |   |                                     |  |   |  |  |
| 5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Board took note of the same.   |  |   |                                     |  |   |  |  |
| For Trent Limited   |  |   |                                     |  |   |  |  |
| <br>M. M. Surti<br>Company Secretary   |  |   |                                     |  |   |  |  |