

Quarterly Corporate Governance Report

1. Name of Listed Entity Trent Limited
2. Quarter ending 30th September 2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ in dependent/ 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 26(1) of Listing	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ** (Refer Regulation 26(1) of Listing	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing
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.	Zubin Dubash	DIN: 00026206	Independent- Non-Executive	26-04-2010	14-08-2019*	13-08-2019	2 Months	16-08-1959	3	3	2	1
Mr.	Bhaskar Bhat	DIN : 00148778	Non - Independent Non - Executive	27-09-2010	12-08-2016		N.A.	29-08-1954	5	1	4	NIL
Mr.	Simon Susman	DIN: 03503013	Independent Non- Executive	11-05-2011	14-08-2019*	13-08-2019	2 Months	01-05-1950	1	1	1	NIL
Mr.	Bahram Vakil	DIN: 00283980	Independent Non- Executive	25-06-2012	14-08-2019*	13-08-2019	2 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	4	NIL	4	1
Ms.	Sonia Singh	DIN: 07108778	Independent Non- Executive	03-03-2015	03-03-2017		2 Years 7 Months	05-09-1964	2	2	2	1
Mr.	Abhijit Sen	DIN: 00002593	Independent Non- Executive	27-05-2015	27-05-2017		2 Years 4 Month	17-11-1950	6	6	5	3
Mr.	Philip Auld	DIN: 03543080	Non - Independent Executive	04-11-2014	01-05-2017		N.A.	02-09-1956	1	NIL	NIL	NIL

Mr

Mr. Palaniswamy Venkatesalu	DIN: 02190892	Non - Independent Executive	01-06-2015	01-06-2018	N.A.	27-02-1977	1	NIL	2	1
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Whether Regular chairperson appointed - YES

Whether Chairperson is related to Managing Director or CEO - NO

SPAN number of any director would not be displayed on the website of Stock Exchange

& 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. Zubin Dubash, Mr. Simon Susman and Mr. Baharam Vakli. Directors, were appointed for the first term commencing from 14th August 2014 to 13th August 2019. Subsequently, they have been re-appointed for second term commencing from 14th August 2019 respectively.

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. Abhijit Sen Mr. Noel Tata Mr. Zubin Dubash Mr. Bahram Vakli	Chairman-Independent- Non-Executive Non- Independent- Non-Executive Independent-Non-Executive Independent - Non-Executive	27-05-2017 28-09-2010 14-08-2019 14-08-2019	13-08-2019 13-08-2019 13-08-2019 13-08-2019
2. Nomination & Remuneration Committee	Yes	Mr. Bahram Vakli Mr. Noel Tata Mr. Bhaskar Bhat Mr. Abhijit Sen	Chairman-Independent-Non Executive Non-Independent-Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	06-08-2012 14-10-2010 27-05-2017 01-04-2019	13-08-2019
3. Risk Management Committee	Yes	Mr. Abhijit Sen Mr. Bahram Vakli Mr. Harish Bhat Mr. Philip Auld Mr. Palaniswamy Venkatesalu	Chairman-Independent- Non-Executive Independent-Non Executive Non-Independent-Non-Executive Non-Independent-Executive Non-Independent-Executive	14-08-2019 01-04-2019 01-04-2019 01-04-2019 24-08-2015	13-08-2019
4. Stakeholders Relationship Committee	Yes	Mr. Simon Susman Mr. Palaniswamy Venkatesalu	Chairman-Non-Independent-Non-Executive Independent-Non-Executive	14-08-2019 24-08-2015	13-08-2019
5. Corporate Social Responsibility Committee	Yes	Mr. Abhijit Sen Mr. Noel Tata Mr. Bhaskar Bhat Ms. Sonia Singh	Chairman-Independent- Non-Executive Non- Independent- Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	27-05-2017 31-01-2014 31-01-2014 03-03-2017	

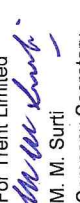
\$Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

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)
29th April 2019	31st July 2019	Yes	9	5	42
18th June 2019	1st August 2019	Yes	10	5	0
	4th September 2019	Yes	9	4	33


* to be filled in only for the current quarter meetings

Handwritten signature/initials

IV. Meeting of Committees									
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Whether requirement of Quorum met (details)*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*		
Audit Committee	31st July 2019	Yes	4	3	Yes, all members were present	3rd April 2019 17th April 2019 29th April 2019 18th June 2019	42		
Stakeholders Relationship Committee	31st July 2019	Yes	3	1	Yes, all members were present	-	-		
Nomination and Remuneration Committee	30th July 2019	Yes	4	2	Yes, all members were present	17th April 2019 29th April 2019 18th June 2019	-		
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional									
** to be filled in only for the current quarter meetings									
V. Related Party Transactions									
Subject									
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									
Compliance status (Yes/No/N.A.)refer note below									
Yes									
N.A.									
Yes									
Note									
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.									
VI. Affirmations									
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									
									
M. M. Surti									
Company Secretary									

ANNEXURE III

Corporate Governance Report at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations	Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note	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.		
	3 If the Listed Entity would like to provide any other information the same may be indicated here.		
	For Trent Limited		
			
	M. M. Surti		
	Company Secretary		