

Quarterly Corporate Governance Report

1. **Name of Listed Entity** **Trent Limited**
 2. **Quarter ending** **30th June 2020**

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 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.	Zubin Dubash***	DIN: 00026206	Independent- Non-Executive	26/04/2010	14/08/2019	26/04/2020	9 Months	16-08-1959	2	2	2	1
Mr.	Bhaskar Bhat	DIN : 00148778	Non - Independent Non - Executive	27/09/2010	12/08/2016		N.A.	29-08-1954	5	1	5	NIL
Mr.	Simon Susman	DIN: 03503013	Independent Non- Executive	11/05/2011	14/08/2019		11 Months	01-05-1950	1	1	1	NIL
Mr.	Bahram Vakil	DIN: 00283980	Independent Non- Executive	25/06/2012	14/08/2019		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	3	NIL	2	1
Ms.	Sonia Singh	DIN: 07108778	Independent Non- Executive	03/03/2015	03/03/2017		3 Years 4 Months	05/09/1964	2	2	2	1
Mr.	Abhijit Sen	DIN: 00002593	Independent Non- Executive	27/05/2015	27/05/2017		3 Years 1 Month	17/11/1950	6	6	8	5
Mr.	Philip Auld****	DIN: 03543080	Non - Independent Executive	04/11/2014	01/05/2020		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
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Whether Regular chairperson appointed - YES

Whether Chairperson is related to Managing Director or CEO - NO

[§]PAN 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 was re-appointed as an Independent Director of the Company for the second term up to 25th April 2020, by the Members of the Company at 67th Annual General Meeting. Accordingly, Mr. Dubash on completion of his term, ceased to be a Director of the Company with effect from 26th April 2020.

*****Mr. Philip Auld was appointed as a Managing Director of the Company for a period of 3 years i.e., with effect from 1st May 2017 to 30th April 2020. The Board of Directors of the Company at its meeting held on 20th March 2020, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Philip Auld with the designation Executive Director of the Company on fresh terms and conditions of re-appointment and remuneration with effect from 1st May 2020 and up to 2nd September 2021, in accordance with the governance guidelines adopted earlier by the Board, subject to approval of the shareholders.

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 Vakil	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	26-04-2020
2. Nomination & Remuneration Committee	Yes	Mr. Bahram Vakil Mr. Noel Tata Mr. Bhaskar Bhat Mr. Abhijit Sen	Chairman-Independent-Non Executive Non-Independent-Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	14-08-2019 06-08-2012 14-10-2010 27-05-2017	
3. Risk Management Committee	Yes	Mr. Abhijit Sen Mr. Bahram Vakil 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	01-04-2019 14-08-2019 01-04-2019 01-04-2019 01-04-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Harish Bhat Mr. Simon Susman Mr. Palaniswamy Venkatesalu	Chairman-Non-Independent-Non-Executive Independent-Non-Executive Non-Independent-Executive	24-08-2015 14-08-2019 24-08-2015	
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)
6th February 2020 20th March 2020	22nd May 2020	Yes	9	4	63

* to be filled in only for the current quarter meetings

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	15th April 2020 22nd May 2020	Yes Yes	4 3	3 2	Yes, all members were present Yes, all members were present	5th February 2020	70 37
Stakeholders Relationship Committee	-	-	-	-	-	-	-
Nomination and Remuneration Committee	21st April 2020	Yes	4	2	Yes, all members were present	6th February 2020 20th March 2020	30

* 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

V. Related Party Transactions

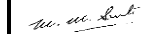
Subject	Compliance status (Yes/No/N.A.)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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