

## NOTICE

**NOTICE** is hereby given that the **SIXTY FIFTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Tuesday, 1<sup>st</sup> August 2017 at 10.45 a.m. 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 2017, together with the Reports of the Board of Directors and the Auditors 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 2017, together with the Report of the Auditors thereon.
3. To declare dividend on the Equity Shares for the financial year ended 31<sup>st</sup> March 2017.
4. To appoint a Director in place of Mr. Philip N. Auld (DIN: 03543080), who retires by rotation and being eligible, offers himself for re-appointment.
5. **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 Section 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 appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) and until the conclusion of the Seventieth AGM of the Company to be held in the year 2022 to examine and audit the accounts of the Company commencing from 1<sup>st</sup> April 2017 (subject to ratification of their appointment by the shareholders at every AGM, if so required under the Act), at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### Special Business

#### 6. Re-appointment of Ms. Sonia Singh 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. Sonia Singh (DIN: 07108778) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3<sup>rd</sup> March 2017 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"), 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 Section 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, re-appointment of Ms. Sonia Singh, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from 3<sup>rd</sup> March 2017 to 2<sup>nd</sup> March 2022 be and is hereby approved."

#### 7. Re-appointment of Mr. Abhijit Sen 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. Abhijit Sen (DIN: 00002593) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27<sup>th</sup> May 2017 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"), 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 Section 149, 152 and 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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, re-appointment of Mr. Abhijit Sen, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from 27<sup>th</sup> May 2017 to 17<sup>th</sup> November 2020 be and is hereby approved."

#### **8. Re-appointment of Mr. Philip N. Auld as the Managing Director 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 Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force), 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 (hereinafter referred as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof or any person authorised by the Board in this behalf), the Company hereby approves the re-appointment and the revised remuneration of Mr. Philip N. Auld (DIN: 03543080) as the 'Managing Director' of the Company for a period of 3 years i.e. from 1<sup>st</sup> May 2017 to 30<sup>th</sup> April 2020 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice (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 to alter and vary the terms and conditions of the said re-appointment and / or remuneration, in such manner as may be agreed to between the Board and Mr. Auld."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary for obtaining necessary approvals-statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

#### **9. Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis**

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force), such other laws as may be applicable and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof or any person authorized by the Board in this behalf) for making one or more offer(s) or invitation(s) to subscribe to cumulative/non-cumulative, listed or unlisted, redeemable non-convertible debentures / bonds ("NCDs") on a private placement basis in one or more series / tranches, during a period of one year from the date of passing this Resolution, upto an amount not exceeding ₹ 400 Crores (Rupees Four Hundred Crores) on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that such borrowing is within the overall borrowing limits of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers or agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

## NOTES:

- a) 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 9 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto.
- b) 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. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form for the Meeting is enclosed.
- c) The Register of Members and Share Transfer Books of the Company will be closed from Friday, 21<sup>st</sup> July 2017 to Tuesday, 25<sup>th</sup> July 2017 (both days inclusive) for the purpose of AGM and for determining the names of members eligible for dividend on equity shares, if declared at the Meeting. If the dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, such dividend will be paid on or after Friday, 4<sup>th</sup> August 2017 as under :
  - i. 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 Thursday, 20<sup>th</sup> July 2017;
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Thursday, 20<sup>th</sup> July 2017.
- d) Members, Proxies and Authorized Representatives are requested to bring to the meeting the enclosed Attendance Slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
- e) Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March 2010 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agent of the Company. Member's attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

Pursuant to Sections 205A and 205C other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividends, remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, were required to be transferred to the Investor Education and Protection Fund ("IEPF").

Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from 7<sup>th</sup> September 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company be transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred in the name of IEPF. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

However, both the unclaimed dividend amount and the shares can be claimed from the IEPF Authority by making an application in the prescribed Form IEPF - 5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with the requisite documents enumerated in Form IEPF - 5 to the Company at the Registered Office address. The IEPF Rules and the application Form IEPF-5 as prescribed by the Ministry of Corporate Affairs (MCA) for claiming back the shares / unclaimed dividend are available on the website of the Company [www.mywestside.com](http://www.mywestside.com) as well as the website of MCA at [www.iepf.gov.in](http://www.iepf.gov.in). Details of unclaimed dividend in respect of those shares which are liable to be transferred to the IEPF are made available on the Company's website [www.mywestside.com](http://www.mywestside.com).

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 12<sup>th</sup> August 2016 on the website of the Company [www.mywestside.com](http://www.mywestside.com).

- f) 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 Participant only and not to the Company's Registrar and Transfer Agent, TSR Darashaw Limited ("TSRD"). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDL.

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDL.

g) 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.

Members are requested to register their Bank Account Details (Core Banking Solutions Enabled Account Number and 9 digit MICR code and 11 digit IFS Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, TSRDL.

h) 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, no stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfer, 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.

i) Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting. As a cost control measure, copies of the Annual Report will not be distributed at the AGM.

j) The Notice of the AGM along with the Annual Report 2016-17 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. To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with TSRDL/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

k) The route map showing directions to reach the venue of the Sixty Fifth AGM is annexed to this Notice.

l) Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Share Registrars and 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 to the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrar and Transfer Agent, TSRDL. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

m) In compliance with the provisions of Section 108 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
- i. Open e-mail and also open PDF viz. "Trent e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - iii. Click on "Shareholder – Login".
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.  
NOTE: Shareholders who have forgotten the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No. + Folio No).
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
  - vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Trent Limited. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on [trent.scrutinizer@gmail.com](mailto:trent.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call NSDL toll free no. - 1800-222-990.
- B. In case a Member receives physical copy of the Notice of AGM:
- i. User ID and Initial password are provided on the enclosed Attendance Slip.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on Friday, 28<sup>th</sup> July 2017 (9.00 a.m. IST) and ends on Monday, 31<sup>st</sup> July 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Tuesday, 25<sup>th</sup> July 2017, may cast their vote electronically. The 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.
  - ii. The facility for voting through ballot paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - iii. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - iv. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Tuesday, 25<sup>th</sup> July 2017. 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 as well as voting at the meeting.



- v. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.
- vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch 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 you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call NSDL toll free no. - 1800-222-990.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours 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.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mywestside.com](http://www.mywestside.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. The results will also be displayed on the Notice Board at the Registered Office of the Company.
- ix. 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. Tuesday, 1<sup>st</sup> August 2017.

By Order of the Board of Directors

M. M. Surti  
Company Secretary

Mumbai, 26<sup>th</sup> May 2017

**Registered Office:**

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

Tel: 022-67009000

Email id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) Website - [www.mywestside.com](http://www.mywestside.com)

Corporate Identification 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 9 in the accompanying Notice dated 26<sup>th</sup> May 2017.

**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 Second Annual General Meeting (AGM) held on 14<sup>th</sup> August 2014 had approved appointment of M/s. N.M. Rajji & Co., Chartered Accountants, as statutory auditors of the Company, to hold office from the conclusion of the Sixty Second AGM till the conclusion of the Sixty Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

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. Section 139 of the Act had also provided a period of three years from the date of commencement of the Act to comply with this requirement.

M/s. N.M. Rajji & Co., Chartered Accountants complete their term at the conclusion of the ensuing Sixty Fifth AGM of the Company and are not eligible to be re-appointed as statutory auditors of the Company.

Accordingly, the Board of Directors has, as per the applicable provisions of the Act and on the recommendation of the Audit Committee, at its meeting held on 26<sup>th</sup> May 2017 proposed the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018) as the Statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of Sixty Fifth AGM till the conclusion of the Seventieth AGM, to be held in the year 2022 (subject to ratification of their appointment by shareholders at every AGM, if so required under the Act).

Deloitte Haskins & Sells LLP, Chartered Accountants, have consented to the said appointment and confirmed that their 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 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 other 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**

At the Sixty Third Annual General Meeting (AGM) of the Company, the Members had appointed Ms. Sonia Singh as a Non-Executive Independent Director of the Company for a term commencing from 3<sup>rd</sup> March 2015 to 2<sup>nd</sup> March 2017. Accordingly, the first term of Ms. Singh as an Independent Director concluded on 2<sup>nd</sup> March 2017.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Sonia Singh as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation, for a second term commencing from 3<sup>rd</sup> March 2017 to 2<sup>nd</sup> March 2022, subject to the approval of the Members.

As per Section 161(1) of the Act, Ms. Singh being an Additional Director, holds office upto the forthcoming AGM of the Company to be held on 1<sup>st</sup> August 2017 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 alongwith the deposit of requisite amount under Section 160(1) of the Act proposing the candidature of Ms. Singh for the office of a Director of the Company. Ms. Singh 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 ("the SEBI Regulations"), Ms. Singh, is eligible to be re-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 the Regulation 16(b) of the SEBI Regulations.

Ms. Singh has an experience of over 27 years in marketing and sales. She has lead a variety of team roles in Lakme and thereafter with Hindustan Lever and Unilever. She has also overseas experience with renowned companies like Nokia, Pepsi, Friesland Foods, Heineken etc. She was also a Guest lecturer at the University of Warsaw through University of Illinois, USA and the Chartered Institute of Marketing, Warsaw.

In the opinion of the Board, Ms. Singh fulfills the conditions specified in the Act and the Rules made there under for re-appointment as an Independent Director and is independent of the management.

The terms and conditions of re-appointment of Ms. Singh shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company and also at the meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Ms. Singh as an Independent Director is now being placed before the Members in general meeting for their approval.

The Board considers that the proposed re-appointment of Ms. Singh as an Independent Director, based on skills, experience & knowledge in diverse areas & performance evaluation, 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.

Ms. Singh is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice relating to her own re-appointment. Other than her, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Ms. Singh 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.

**Item No. 7**

At the Sixty Third Annual General Meeting (AGM) of the Company, the Members had appointed Mr. Abhijit Sen as a Non-Executive Independent Director of the Company for a term commencing from 27<sup>th</sup> May 2015 to 26<sup>th</sup> May 2017. Accordingly, the first term of Mr. Sen as an Independent Director ends on 26<sup>th</sup> May 2017.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Abhijit Sen as an Additional Director (Non-Executive) as also an Independent Director, not being liable to retire by rotation, for a second term commencing w.e.f. 27<sup>th</sup> May 2017 to 17<sup>th</sup> November 2020, subject to the approval of the Members.

As per Section 161(1) of the Act, Mr. Sen being an Additional Director, holds office upto the forthcoming AGM of the Company to be held on 1<sup>st</sup> August 2017 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 alongwith the deposit of requisite amount under Section 160(1) of the Act proposing the candidature of Mr. Sen for the office of a Director of the Company. Mr. Sen 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 ("the SEBI Regulations"), Mr. Sen, is eligible to be re-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 the Regulation 16(b) of the SEBI Regulations.

Mr. Sen held the position of CFO, India Subcontinent Citigroup and was a Director of some of their associate Companies until his retirement. Prior to that he held several other responsible positions with Tata Tea Ltd., RPG group, Citibank India and Ceat Ltd. Currently, he is also on the Board of Directors of the other prominent companies.

In the opinion of the Board, Mr. Sen fulfills the conditions specified in the Act and the Rules made thereunder for re-appointment as an Independent Director and is independent of the management.

The terms and conditions of re-appointment of Mr. Sen shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company and also at the meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Sen as an Independent Director is now being placed before the Members in general meeting for their approval.

The Board considers that the proposed re-appointment of Mr. Sen as an Independent Director, based on skills, experience & knowledge in diverse areas & performance evaluation, 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.

Mr. Sen is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice relating to his own re-appointment. Other than him, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

Mr. Sen 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.

**Item No. 8**

The Members vide Postal Ballot-Notice dated 19<sup>th</sup> November 2014 had vide Special Resolution approved the appointment of Mr. Philip N. Auld as Managing Director of the Company for a period of 3 years w.e.f. 4<sup>th</sup> November 2014 to 3<sup>rd</sup> November 2017.

Under Mr. Auld's leadership and the guidance of the Board of Directors and its Committees, the turnover and profits & number of new stores of the Company has grown over the years. Mr. Auld's efforts to improve the product offerings has played a significant role in the last few years in developing long term sustainable fashion business for Westside. The Company has established its presence in several major retail market segments and was acknowledged to be one of the leading and respected organized retailers in India with national presence. Westside, as a format continues to be profitable and the intent was to further scale up presence by opening as many stores in the near to medium term.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 16<sup>th</sup> March 2017 approved the re-appointment and the revised remuneration of Mr. Auld as a Managing Director of the Company for a fresh term of 3 years from 1<sup>st</sup> May 2017 to 30<sup>th</sup> April 2020 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder on the terms and conditions as hereinafter indicated. In view of the aforesaid, the earlier agreement between the Company and Mr. Philip N. Auld stands mutually terminated w.e.f 1<sup>st</sup> May 2017.

The re-appointment of Mr. Auld as the Managing Director of the Company and his revised remuneration is subject to the approval of shareholders of the Company and such other approval, if any.

The main terms and conditions relating to the re-appointment and remuneration of Mr. Philip N. Auld as the Managing Director of the Company are as follows:



## **A. Tenure of Agreement:**

For a period of 3 years i.e. from 1<sup>st</sup> May 2017 to 30<sup>th</sup> April 2020.

## **B. Duties and Powers:**

- i. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board 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 Managing Director 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 Managing Director shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii. The Managing Director undertakes to employ the best of his 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 :**

- i. Salary:  
Salary not exceeding ₹ 2,25,000 per month.
- ii. Benefits, Perquisites & Allowances:
  - 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
  - b) Reimbursement of hospitalization and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium)
  - c) Car facility as per Rules of the Company
  - d) Telecommunication and other communication facility as per Rules of the Company
  - e) To and fro passage of self and family to home country
  - f) Annual Club Membership, entertainment and fitness and health club
  - g) Personal Accident Insurance coverage as per policy
  - h) Other perquisites and allowances subject to a maximum of ₹ 29 Lakhs per month
  - i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company

### iii. Performance Linked Bonus:

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Auld may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 36% of compensation paid by the Company. 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 Board / the Nomination and Remuneration Committee, which will be payable after Annual Accounts have been approved. 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 Nomination and Remuneration Committee) 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 Mr. Auld, 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 as required under Schedule V of the Act or any modification(s) thereto.

**D. Other Terms of re-appointment:**

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

In compliance with the provisions of 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 the such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. Auld as the Managing Director as specified above are now being placed before the Members for their approval.

The Special Resolution at Item No. 8 is recommended by the Board of Directors for approval by the Members.

Mr. Auld is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice relating to his own re-appointment. Other than him, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

Mr. Auld 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 COMPANIES ACT, 2013

### I GENERAL INFORMATION

- 1) Nature of Industry:  
The Company operates 108 Westside Stores, a private label fashion apparel format across the Country. The Company also operates 5 Landmark Stores, engaged in retailing of books, music, toys etc.
- 2) Date or expected date of commencement of commercial production:  
The Company was incorporated on 5<sup>th</sup> December 1952.
- 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 31.03.2017	For the year ended 31.03.2016
Total Revenue	1,797.05	1,580.66
Profit before tax	135.04	109.26
Profit after Tax	106.87	86.55
Profit as computed u/s 198 of the Act	83.80	88.63

- 5) Foreign investments or collaborations, if any:  
The Company has invested US\$ 8,70,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius as on 31<sup>st</sup> March 2017.

### II. INFORMATION ABOUT THE APPOINTEE

- 1) Background details:  
Mr. Philip N. Auld has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets. Starting with Marks and Spencer in 1980, his career has been a rich journey during which he has added immense value to various other organizations such as B&Q plc, Asda plc, Caludia Strater and M&S Mode. The last assignment he held before joining the Company was that of CEO at M&S Model (Vendex KBB), Netherlands.  
Mr. Auld's career has various achievements – accelerating growth in varied businesses across multiple formats, enhancing customer experience through improved product offerings & merchandising practices, improving product margins through efficient operations & stock management and engaging people through meaningful management interventions.  
Mr. Auld has managed large businesses, has lead multi –functional international teams and has acquired insights that drive customer satisfaction across multiple product lines.  
Mr. Auld has experience in managing front-end store operations as well as handling large networks of warehouses at the back end and has rich insights on the numerous interface that define the retail value chain.  
Mr. Auld has been working with the Company since April 2011.
- 2) Past remuneration:  
Mr. Auld's remuneration during the financial year 2016-17 was ₹ 6.08 Crores.
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability:  
Mr. Auld has been with the Company since April 2011. Considering the excellent background of Mr. Auld and the International and domestic experience of over 36 years in the retail industry, he is well suited for the position of Managing Director of the Company.
- 5) Remuneration proposed:  
Please refer page no. 9 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. Auld has no pecuniary relationship with the Company, other than his remuneration and is not related to any managerial personnel.

### 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 Landmark).

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

As the Company continues to invest into new stores across the Country, it is difficult to predict the increase in revenue and profit of the Company for future years as in the medium term the business plans envisage targeting of scale and not just profitability.

#### Item No. 9

Section 42 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, governs private placement of securities by a Company.

Sub rule (2)(a) of the said Rule 14 states that in case of an offer or invitation to subscribe is for Non-Convertible Debentures ("NCDs") on a private placement basis, the Company shall obtain the prior approval of its shareholders by means of a special resolution. The resolution would be valid for a period of one year for all the offers or invitations for such NCDs during the year.

In order to finance general corporate purposes etc., the Company may offer or invite subscription for secured / unsecured, listed / unlisted redeemable NCDs, in one or more series / tranches on a private placement basis.

The issue price shall be based around the prevailing market pricing of similar rated securities issued by other companies.

The Company had obtained Members' approval for borrowing of an amount not exceeding ₹ 300 crores by way of NCDs at the Annual General Meeting held on 12<sup>th</sup> August 2016, which was valid for a period of one year from the date of the said approval. Out of the amount sanctioned by aforesaid Members' approval, the Company has borrowed ₹100 Crores by way of NCDs, upto May 2017.

The Resolution set out at Item No. 9 of the Notice, once approved by the member would enable the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company from time to time during a period of one year from the date of passing the resolution.

The proposed borrowings along with existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) would not exceed the aggregate of the paid up share capital and free reserves of the Company.

The Special Resolution at Item No. 9 is recommended by the Board of Directors for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

By Order of the Board of Directors

M. M. Surti  
Company Secretary

Mumbai, 26<sup>th</sup> May 2017

#### Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

Tel: 022-67009000

Email id - investor.relations@trent-tata.com Website - www.mywestside.com

Corporate Identification Number (CIN): L24240MH1952PLC008951

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

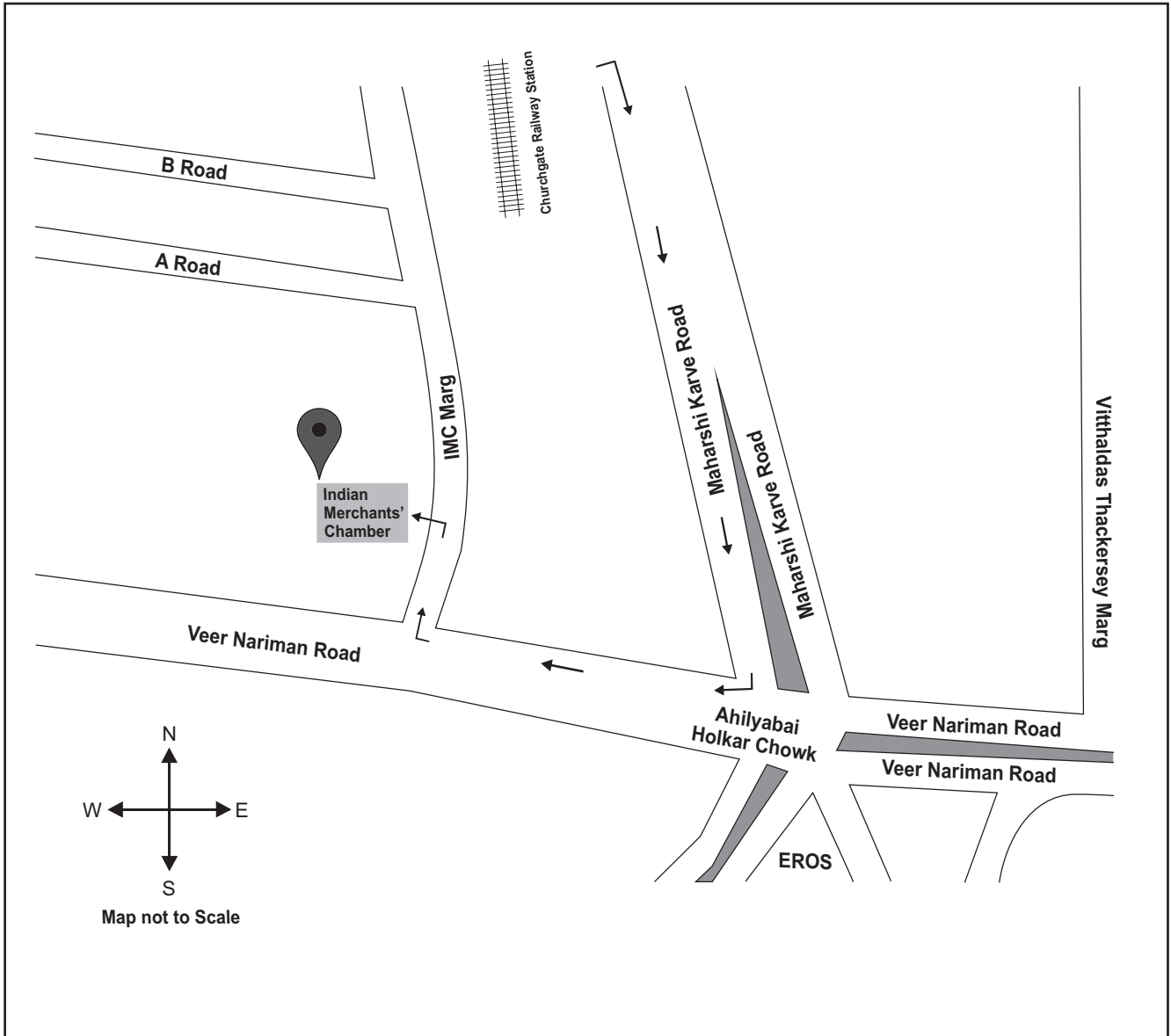
[Pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings]

Particulars	Mr. Philip N. Auld	Ms. Sonia Singh	Mr. Abhijit Sen
Date of Birth	2 <sup>nd</sup> September 1956	5 <sup>th</sup> September 1964	17 <sup>th</sup> November 1950
Date of first Appointment	3 <sup>rd</sup> November 2014	3 <sup>rd</sup> March 2015	27 <sup>th</sup> May 2015
Qualifications	Belfast Technical College – A level	Business Graduate from faculty of Management Studies, University of Delhi	MBA, Finance and Information Systems, IIM Calcutta, Engineering Technology (Honors), IIT Kharagpur.
Expertise in specific functional area	Mr. Auld has held the position of Chief Executive Officer and 'Manager' of the Company since May 2011. He was then re-appointed as the Manager of the Company w.e.f. 1 <sup>st</sup> May 2014 for a period of 3 years. He was then appointed as the Managing Director of the Company w.e.f. 4 <sup>th</sup> November 2014 for a period of 3 years. He has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets namely, Marks and Spencer, B&Q plc, Asda plc, Claudia Strater and M&S Mode (Vendex KBB), Netherlands.	Ms. Singh has an experience of over 27 years in marketing and sales. She has lead a variety of team roles in Lakme and thereafter with Hindustan Lever and Unilever. She has also overseas experience with renowned companies like Nokia, Pepsi, Friesland Foods, Heineken etc. She was also a Guest lecturer at the University of Warsaw through University of Illinois USA and the Chartered Institute of Marketing, Warsaw.	Mr. Sen held the position of CFO, India Subcontinent Citigroup and was a Director of some of their associate Companies until his retirement. Prior to that he held several other responsible positions with Tata Tea Ltd., RPG group, Citibank India and Ceat Ltd. Currently, he is also on the Board of Directors of the other prominent companies.
Directorships held in other body corporate as on 31 <sup>st</sup> March 2017	Landmark Etail Limited	Nil	<ul style="list-style-type: none"> <li>• Kalyani Forge Limited</li> <li>• IDFC Bank Limited</li> <li>• Ujjivan Financial Services Limited</li> <li>• Cashpor Micro Credit</li> <li>• IndiaFirst Life Insurance Company Limited</li> <li>• Radaur Holdings Private Limited</li> </ul>
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 <sup>st</sup> March 2017	Nil	Nil	<ul style="list-style-type: none"> <li>• Radaur Holdings Private Limited- Audit Committee (Member)</li> <li>• Ujjivan Financial Services Limited – Audit Committee (Member)</li> <li>• IDFC Bank Limited - Audit Committee (Chairman)</li> <li>• Kalyani Forge Limited - Audit Committee (Member)</li> </ul>
Number of equity shares held in the Company as on 31 <sup>st</sup> March 2017	Nil	1220	Nil
Relationship with other Directors and Key Managerial Personnel	None	None	None

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



# Route Map of the Venue of the 65<sup>th</sup> Annual General Meeting





Corporate Identity No. (CIN) L24240MH1952PLC008951  
 Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400 001  
 Tel: (91-22) 6700 9000 E-mail: investor.relations@trent-tata.com Website: www.mywestside.com

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./ DP ID-Client ID No.:

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our Proxy to attend and vote (on a ballot) for me/ us and on my/ our behalf at the SIXTY-FIFTH ANNUAL GENERAL MEETING of the Company, to be held on Tuesday, 1<sup>st</sup> August 2017 at 10.45 a.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2017, together with the Reports of the Board of Directors and the Auditors 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 2017, together with the Report of the Auditors thereon.
3.	To declare dividend on the Equity Shares for the financial year ended 31 <sup>st</sup> March 2017
4.	To appoint a Director in place of Mr. Philip N. Auld (DIN: 03543080), who retires by rotation and being eligible, offers himself for re-appointment
5.	Appointment of Statutory Auditors of the Company
<b>Special Business</b>	
6.	Re-appointment of Ms. Sonia Singh as an Independent Director of the Company
7.	Re-appointment of Mr. Abhijit Sen as an Independent Director of the Company
8.	Re-appointment of Mr. Philip N. Auld as the Managing Director of the Company
9.	Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

Signature of Shareholder: \_\_\_\_\_ Signature of Proxy holder: \_\_\_\_\_

**NOTES:**

- 1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Bombay House, 24, Homi Mody Street, Mumbai - 400 001, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
- 2. Those Members who have multiple folios with different jointholders may use copies of this Proxy.

