

NOTICE

NOTICE is hereby given that the **SIXTY FOURTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 12th August 2016 at 10.45 a.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Mr. B. Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment.

4. Ratification of Appointment of Auditors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. N.M. Rajji & Co., Chartered Accountants (Firm Registration No. 108296W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company for financial year 2016-17 on such remuneration, as may be mutually agreed between the Audit Committee / Board of Directors of the Company and the Auditors."

Special Business

5. Commission to Non- Whole-time Directors 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 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, a sum not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1st April 2016."

6. Offer or invitation to subscribe to Non-Convertible Debentures on a 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 Sections 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) on a private placement basis to subscribe to Non-Convertible Debentures ("NCDs") in one or more series / tranches, during a period of one year from the date of passing this Resolution, upto an amount not exceeding ₹ 300 Crores (Rupees Three 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 the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution."

7. Sub-division of Equity shares of ₹ 10/- each to Equity shares of ₹ 1/- each

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereof, for the time being in force), such other regulations as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from concerned authorities or bodies, 4,72,50,000 Equity shares having face value of ₹ 10/- each be sub-divided into 47,25,00,000 Equity Shares of ₹ 1/- each.

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face Value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed by the Board of Directors of the Company and the Company may without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificates in lieu thereof in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of the Equity Shares held in dematerialized form or in respect of Members who opt to receive the sub-divided Equity Shares in dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary account of the Members with their respective Depository Participants.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to sign and execute necessary applications, documents and writings and settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary and generally do all acts, deeds, matters and things that may be necessary and to delegate all or any of the powers herein vested to the Board of Directors for giving effect to this Resolution."

8. Alteration of Memorandum of Association 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 13, 61 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof, for the time being in force), such other regulations as may be applicable and subject to such other approval(s) from the concerned authorities, if any, the existing Clause V of the Memorandum of Association of the Company be altered by substituting with the following:

'V. The Authorised Share Capital of the Company is ₹ 85,55,00,000 (Rupees Eighty Five Crores Fifty Five Lacs Only) divided into 47,25,00,000 Equity Shares of ₹ 1 each, 30,00,000 Unclassified Shares of ₹ 10 each, 16,30,000 Preference Shares of ₹ 100 each, 70,000 Redeemable Preference Shares of ₹ 1,000 each and 1,20,00,000 Cumulative Convertible Preference Shares of ₹ 10 each with rights privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.'

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to sign and execute necessary applications, documents and writings and settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary and generally do all acts, deeds, matters and things that may be necessary and to delegate all or any of the powers herein vested to the Board of Directors for giving effect to this Resolution."

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. 4 to 8 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 ANNUAL GENERAL MEETING 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 Wednesday, 3rd August 2016 to Friday, 5th August 2016 (both days inclusive) for the purpose of AGM.
- 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 31st March 2009 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agent of the Company. Pursuant to Sections 205A and 205C and 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, have been transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. However, for the amount of dividend so transferred, no claims shall lie against the Company or the IEPF.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 7th August 2015 under 'Investors' section on the website of the Company viz. www.mywestside.com.

- f) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), 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 ("TSRDL"). 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 ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore are 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 (NECS) 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.
 - Delay / loss in postal transit is avoided.

Reserve Bank of India has initiated Electronic Clearing Service ("ECS") for credit of dividend directly to the bank account of Members. We would also like to draw your attention to the instructions issued by Securities and Exchange Board of India to all listed companies, depositories, etc. to update bank details of shareholders holding shares in demat mode and / or physical mode, to enable usage of electronic mode of remittance i.e. ECS, NEFT, etc. for distributing dividends and other cash benefits to the shareholders. Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number and 9 digit MICR 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, 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 2015-16 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, physical copies are being sent. To support "Green Initiative", Members who have not registered their email addresses are requested to register the same with the 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 Fourth 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, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars 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.
 - 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 with a copy marked to 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 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 Tuesday, 9th August 2016 (9.00 a.m. IST) and ends on Thursday, 11th August 2016 (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. Friday, 5th August 2016, 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, either through electronic voting system or 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. Friday, 5th August 2016. 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. FCS327) or failing him Ms. Sarvari Shah (Membership No. ACS 27572) 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
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 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 two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mywestside.com and on the website of NSDL 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.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 28th June 2016

Registered Office:

Bombay House, 24, Homi Mody Street,
Mumbai - 400 001

Tel: 022-67009000, Fax: 022-67008100

Email id - investor.relations@trent-tata.com Website - 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. 4 to 8 in the accompanying Notice dated 28th June 2016.

Item No. 4

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

M/s. N.M. Raiji & Co., Chartered Accountants (Firm Registration No. 108296W) were appointed as the statutory auditors of the Company for a period of three years at the Sixty Second Annual General Meeting (AGM) of the Company held on 14th August 2014 to hold the office from the conclusion of Sixty Second AGM till the conclusion of Sixty Fifth AGM to be held in 2017.

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of members is being sought for the appointment of statutory auditors as per proposal contained in the Resolution set out at Item no. 4 of the Notice.

The Board recommends the Resolution at Item No. 4 for the approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

Section 197 of the Act permits payment of remuneration to Non- whole-time Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of members. The members of the Company at the Fifty Ninth Annual General Meeting held on 5th August 2011, approved the remuneration payable to Non-Whole-time Directors of the Company by way of commission not exceeding 1% of the net profits of the Company for each year for a period of five years commencing from 1st April 2011. Since the validity of the earlier resolution passed by the shareholders is upto 31st March 2016, fresh approval is sought from Shareholders for a further period of 5 years commencing from 1st April 2016.

Considering the rich experience and expertise brought to the Board by the Non- whole-time Directors, it is proposed that, remuneration not exceeding 1% of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Whole-time Directors (other than the Managing Director and Whole-time Directors) of the Company in accordance with the approval by the Board of Directors of the Company, for a further period of five years commencing from 1st April 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings. This remuneration will be distributed amongst all or some or any of the Non-Whole-time Directors in accordance with the directions given by the Board.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members. None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non- whole-time Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Item No. 6

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 previous 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 facilitate redemption of existing NCDs, finance general corporate purposes etc., the Company may offer or invite subscription for secured / unsecured 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 7th August 2015, 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 not borrowed any funds by way of NCDs upto June 2016.

The Resolution set out at Item No. 6 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. 6 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. 6 of the Notice.

Item Nos. 7 and 8

In order to improve liquidity of the Company's share and with a view to encourage the participation of small investors on the stock market, the Board of Directors at its meeting held on 28th June 2016, considered and approved sub division of 4,72,50,000 Equity Shares of the Company having face value of ₹ 10/- each into 47,25,00,000 Equity Shares of ₹ 1/- each, subject to the approval of the Members of the Company and any other statutory and regulatory approvals, as applicable. This would make the Equity Shares of the Company more affordable. The Record Date for the said sub-division of Equity Shares will be fixed by the Board of Directors after approval of the Members is obtained.

Presently, the Authorised Equity Share Capital of your Company is 4,72,50,000 Equity shares having face value of ₹ 10/- each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 8 of the Notice to reflect change in face value of Equity Shares from ₹ 10/- each to ₹ 1/-each.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection at the Registered Office and Corporate Office of the Company during normal business hours from 9.00 a.m. to 6.00 p.m. on all working days of the Company and shall also be made available at the Annual General Meeting of the Company.

The Board recommends the Resolutions set forth in Item Nos. 7 and 8 for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolutions mentioned at Item Nos. 7 and 8 except to the extent of their respective shareholding in the Company, if any.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 28th June 2016

Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

Tel: 022-67009000, Fax: 022-67008100

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 Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings.]

Particulars	Mr. B. Bhat
Date of Birth	29 th August 1954
Date of Appointment	27 th September 2010
Qualifications	IIT Chennai, IIM Ahmedabad
Expertise in specific functional area	Rich experience in Retail, Sales, Marketing, HR, International Business etc.
Directorships held in other bodies corporate as on 31 st March 2016	<ul style="list-style-type: none"> • Titan Time Products Limited • Titan Company Limited (Managing Director) • Bosch Limited • Tata Ceramics Limited (Chairman) • Titan Engineering & Automation Limited • Rallis India Limited (Chairman) • Tata Chemicals Limited • Snowcap Retail (India) Private Limited • Tata SIA Airlines Limited (Chairman) • Titan International Middle East FZE • Favre Leuba AG, Switzerland
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2016	Memberships <ul style="list-style-type: none"> • Titan Company Limited –Stakeholder Relationship Committee • Bosch Limited – Audit Committee
Number of shares held in the Company as on 31 st March 2016	Nil
Relationship with other Directors and Key Managerial Personnel	None

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



Corporate Identity No. (CIN) L24240MH1952PLC008951
 Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400 001
 Tel: (91-22) 6700 9000, Fax: (91-22) 6700 8100 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-FOURTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, 12th August 2016 at 10.45 a.m. at Walchand Hirachand Hall, 4th 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
Ordinary Business	
1.	a. the Audited Financial Statements of the Company for the financial year ended 31 st March 2016, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2016, together with the Report of the Auditors thereon.
2.	To confirm the payment of Interim Dividend on Equity Shares for the financial year ended 31 st March 2016.
3.	To appoint a Director in place of Mr. B. Bhat (DIN: 00148778), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Ratification of appointment of Auditors
Special Business	
5.	Commission to Non- Whole-time Directors of the Company
6.	Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis
7.	Sub- division of Equity shares of ₹ 10/- each to Equity shares of ₹ 1/- each
8.	Alteration of Memorandum of Association of the Company

Signed this _____ day of _____ 2016

Affix Revenue Stamp

Signature of Shareholder: _____ Signature of Proxy holder: _____

NOTES:

- 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.
- Those Members who have multiple folios with different jointholders may use copies of this Proxy.

Route Map of the Venue of the 64th Annual General Meeting



