

NOTICE

NOTICE is hereby given that the **SIXTY SIXTH 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 Thursday, 9th August 2018 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 31st March 2018, 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 31st March 2018, together with the Report of the Auditors thereon.
3. To declare dividend on the Equity Shares for the financial year ended 31st March 2018.
4. To appoint a Director in place of Mr. P.Venkatesalu (DIN: 02190892), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Re-appointment of Mr. P. Venkatesalu as Executive Director (Finance) and Chief Financial Officer of the Company

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

"RESOLVED THAT pursuant to Sections 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 and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment 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 consent of the Company be and is hereby accorded for re-appointment and remuneration of Mr. P. Venkatesalu (DIN:02190892) as Executive Director (Finance) and Chief Financial Officer of the Company for a period of 5 (five) years i.e. from 1st June 2018 to 31st May 2023 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. P. Venkatesalu.

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."

6. 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 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) or re-enactment 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 ₹ 500 Crores (Rupees Five 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 & 6 set out above and details under Regulation 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) Corporate members intending to send their authorized representative to attend the AGM are requested to send a certified copy of the board resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
- d) The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 31st July 2018 to Thursday, 2nd August 2018 (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 AGM. 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 Tuesday, 14th August 2018, 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 Monday, 30th July 2018;
 - 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 Monday, 30th July 2018.
- e) 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.
- f) In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
- g) Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2011 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agent of the Company.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends remain unclaimed for seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual Report.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 1st August 2017 on the website of the Company www.mywestside.com.

- h) 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 ("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 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.

- i) 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, 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.

Shareholders may please note that under instruction from SEBI, furnishing of bank particulars by the shareholders has also become mandatory.

- j) 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 as 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. Members may note that the Notice and the Annual Report 2017-18 will also be available on the Company's website www.mywestside.com. 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 or electronic mode respectively.

- m) The route map showing directions to reach the venue of the Sixty Sixth AGM is annexed to this Notice.

- n) Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ 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 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.

- o) Voting through electronic means

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:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company, which is **108424**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to trent.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- i. The remote e-voting period commences on Monday, 6th August 2018 (9.00 a.m. IST) and ends on Wednesday, 8th August 2018 (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. Thursday, 2nd August 2018 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 held in the paid up equity share capital of the Company as on cut-off date i.e. Thursday, 2nd August 2018. 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. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- v. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (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.
- 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.
- 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 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.
- 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. Thursday, 9th August 2018.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 29th May 2018

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

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 & 6 in the accompanying Notice dated 29th May 2018.

Item No. 5

The Shareholders of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board, had approved the appointment and the remuneration of Mr. P. Venkatesalu as Executive Director designated as Executive Director (Finance) and Chief Financial Officer of the Company for a period of 3 years with effect from 1st June 2015 to 31st May 2018.

Mr. P. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the Group Finance team. He joined the Company in 2008 and has been with the Company for 10 years and heads the Finance & Accounts, Legal and Secretarial Functions. He is also responsible for Strategy and Investment activities of the Company. He is also a Director of the subsidiaries and Joint Venture companies of the Company, details of which are annexed hereto.

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 3rd May 2018, approved the re-appointment and remuneration of Mr. P. Venkatesalu as Executive Director (Finance) and Chief Financial Officer of the Company for a term of 5 years from 1st June 2018 to 31st May 2023, pursuant to the provisions of Sections 196, 197, 203 and all 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 and subject to the approval of the shareholders of the Company.

The re-appointment of Mr. P. Venkatesalu as Executive Director (Finance) and Chief Financial Officer of the Company and his 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. P. Venkatesalu as the Executive Director (Finance) and Chief Financial Officer of the Company are, as follows:

1. Tenure of Agreement:

For a period of 5 years i.e. from 1st June 2018 to 31st May 2023.

2. Nature of Duties:

- i) The Executive Director (Finance) and Chief Financial Officer 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 Executive Director (Finance) and Chief Financial Officer by the Board of Directors from time to time by serving on the Boards of Directors of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
- ii) The Executive Director (Finance) and Chief Financial Officer shall not exceed the powers so delegated by the Board pursuant to clause 2 (i) above.
- iii) The Executive Director (Finance) and Chief Financial Officer 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.

3. Terms of Remuneration for a period of 5 years i.e. from 1st June 2018 to 31st May 2023

- i) Salary:

Current Basic Salary of ₹ 5,59,560/- per month; Upto a maximum of ₹ 9,78,675/- per month. The annual increments which will be effective 1st April each year will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

ii) **Benefits, Perquisites & Allowances:**

In addition to the Salary referred to in (i) above, the Executive Director (Finance) and Chief Financial Officer shall be entitled to:

- 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 OR House Rent, House Maintenance and Utility Allowances aggregating to 85% of the annual basic salary (in case no accommodation is provided by the Company).
- b) Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per the Rules of the Company.
- c) Other perquisites and allowances subject to a maximum of 55% of the annual basic salary; this shall include medical allowance, leave travel concession/allowance and other allowances, personal accident insurance, club membership fees.
- d) Contribution to Provident Fund and Gratuity Fund as per the Rules of the Company.
- e) Leave and encashment of unavailed leave as per the Rules of the Company.

iii) **Performance Linked Bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, the Executive Director (Finance) and Chief Financial Officer may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 200% of annual basic salary. 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. 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) 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 the Executive Director (Finance) and Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Scheduled V of the Act or any modification(s) thereto.

4. Other terms of re-appointment:

- i) The Executive Director (Finance) and Chief Financial Officer, 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 Executive Director (Finance) and Chief Financial Officer 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 Executive Director (Finance) and Chief Financial Officer, 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 Executive Director (Finance) and Chief Financial Officer may be terminated by the Company without notice or payment in lieu of notice:

- a) If the Executive Director (Finance) and Chief Financial Officer 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 Executive Director (Finance) and Chief Financial Officer of any of the stipulations contained in the agreement to be executed between the Company and the Executive Director (Finance) and Chief Financial Officer; or
- c) In the event the Board of Directors expresses its loss of confidence in the Executive Director (Finance) and Chief Financial Officer.
- v) In the event the Executive Director (Finance) and Chief Financial Officer 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 Executive Director (Finance) and Chief Financial Officer'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 Executive Director (Finance) and Chief Financial Officer, unless specifically provided otherwise.
- viii) The terms and conditions of re-appointment of the Executive Director (Finance) and Chief Financial Officer 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. P. Venkatesalu will cease to be the Executive Director (Finance) and Chief Financial Officer, and also cease to be a Director of the Company. If at any time, Mr. P. Venkatesalu ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director (Finance) and Chief Financial Officer, and the Agreement shall forthwith terminate. If at any time, Mr. P. Venkatesalu ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Executive Director (Finance) and Chief Financial Officer of the Company.

In compliance with the provisions of Section 196, 197 and all 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 such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. P. Venkatesalu as the Executive Director (Finance) and Chief Financial Officer as specified above are now being placed before the Members for their approval.

The draft Agreement to be executed between the Company and Mr. P. Venkatesalu for his re-appointment as the Executive Director (Finance) and Chief Financial Officer would be available 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.

The Resolution at Item No. 5 is recommended by the Board of Directors for approval by the Members.

Mr. P. Venkatesalu is concerned or interested in the Resolution mentioned at Item No. 5 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. 5 of the Notice.

Mr. P. Venkatesalu 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. 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.

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.

The Company proposes to issue NCDs to augment resources for general corporate purposes, etc. and hence, 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 ₹ 400 crores by way of NCDs at the Annual General Meeting held on 1st August 2017, which was valid for a period of one year from the date of the said approval. Out of the aforesaid amount sanctioned by the Members, the Company has not borrowed any funds by way of NCDs, upto the date of this Notice.

The Resolution set out at Item No. 6 of the Notice, once approved by the Members would enable the Board of Directors of the Company to offer or invite subscription for NCDs, for an amount not exceeding ₹ 500 crores 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, free reserves and securities premium 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 are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 29th May 2018

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

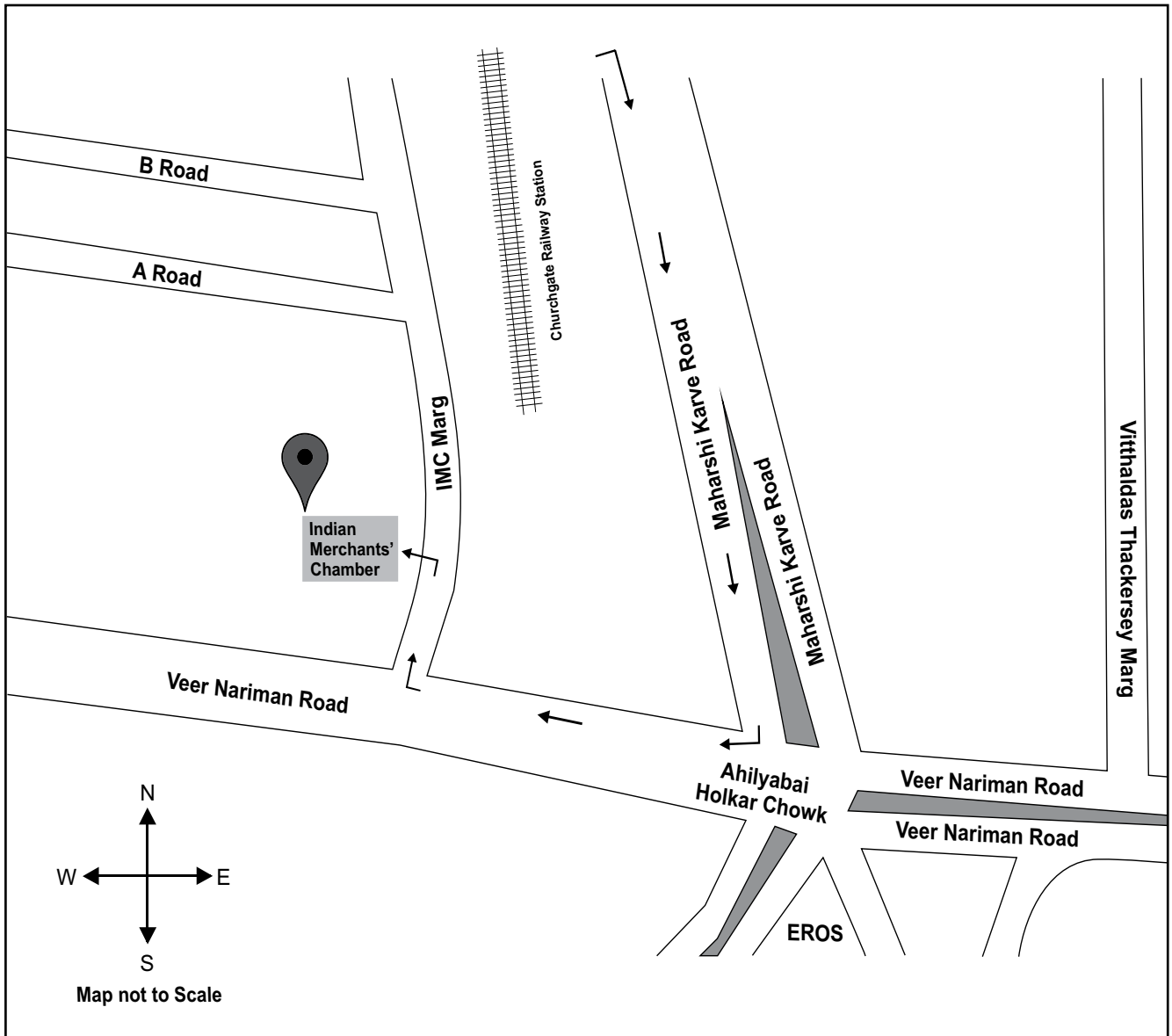
Details of the Director seeking re-appointment at the Annual General Meeting

[Pursuant to Regulation 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. P. Venkatesalu
Director Identification No. (DIN)	02190892
Age	41 Years
Date of first Appointment	1 st June 2015
Qualifications	Commerce Graduate, Masters in Management from Symbiosis (SIIB) Pune, CFA from the Institute of Chartered Financial Analysts of India (ICFAI)
Expertise in specific functional area	Mr. P. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team. He joined the Company in 2008 and has been with the Company for 10 years and heads the Finance & Accounts, Legal and Secretarial Functions. He is also responsible for strategy and investment activities of the Company. He is also a Director of the subsidiaries and Joint Venture Companies of the Company.
Directorships held in other body corporates as on 31 st March 2018	<ul style="list-style-type: none"> • Trent Hypermarket Private Limited • Inditex Trent Retail India Private Limited • Fiora Business Support Services Limited (formerly Westland Limited) • Massimo Dutti India Private Limited • Simto Investment Company Limited • Fiora Services Limited • Nahar Retail Trading Services Limited • Trent Brands Limited • Fiora Hypermarket Limited • Fiora Online Limited • Trent Global Holdings Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2018	Trent Hypermarket Private Limited- Member of Audit Committee
Number of equity shares held in the Company as on 31 st March 2018	Nil
Terms of re-appointment and remuneration sought to be paid	Please refer the explanatory statement annexed to Item No. 5 of the Notice
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 the Director, please refer to the Corporate Governance Report in the Annual Report.

Route Map of the Venue of the 66th 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 SIXTH ANNUAL GENERAL MEETING of the Company, to be held on Thursday, 9th August 2018 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2018, 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 st March 2018, together with the Report of the Auditors thereon
3.	To declare dividend on the Equity Shares for the financial year ended 31 st March 2018
4.	To appoint a Director in place of Mr. P. Venkatesalu (DIN: 02190892), who retires by rotation and, being eligible, offers himself for re-appointment
Special Business	
5.	Re- appointment of Mr. P. Venkatesalu as Executive Director (Finance) and Chief Financial Officer of the Company
6.	Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

Signature of Shareholder: _____ Signature of Proxy holder: _____

NOTE:

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.

Notes

Notes
