

NOTICE

NOTICE is hereby given that the **SIXTY THIRD ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Rangaswar Auditorium, Y. B. Chavan Centre, 4th Floor, General Jagannath Bhosale Marg, Nariman Point, Mumbai – 400 021 on Friday, 7th August 2015 at 11.00 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 2015, 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 2015, together with the Report of the Auditors thereon.
2. To declare a dividend on the Equity Shares for the financial year ended 31st March 2015.
3. To appoint a Director in place of Mr. H. Bhat (DIN 00478198), 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 with or without modification(s), 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 Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. N.M. Raiji & Co., Chartered Accountants (Firm Registration No.108296W), as 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 2016 to examine and audit the accounts of the Company for the Financial Year 2015-16 on such remuneration, as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the Auditors."

Special Business

5. Appointment of Ms. S. Singh as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: "RESOLVED THAT Ms. S. Singh (DIN 07108778) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 3rd March 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 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 of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreements, Ms. S. Singh, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term commencing with effect from 3rd March 2015 to 2nd March 2017."

6. Appointment of Mr. A. Sen as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: "RESOLVED THAT Mr. A. Sen (DIN 00002593) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th May 2015 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 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 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed there under read with Schedule IV to the Act, as amended from time to time and Clause 49 of the Listing Agreements, Mr. A. Sen, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term commencing with effect from 27th May 2015 to 26th May 2017."

7. Appointment of Mr. P. Auld as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. P. Auld (DIN 03543080), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th November 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation.”

8. Appointment of Mr. P. Venkatesalu as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. P. Venkatesalu (DIN 02190892), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st June 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation.”

9. Appointment of Mr. P. Venkatesalu as an Executive Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and subject to the approval of the Central Government, 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 to by the Board of Directors (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), the Company hereby approves the appointment and the terms of remuneration of Mr. P. Venkatesalu as an Executive Director of the Company with effect from 1st June 2015 for a period of 3 years i.e. from 1st June 2015 to 31st May 2018 on the terms and conditions 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 appointment), as approved by the Nomination and Remuneration Committee, with liberty to the Board to alter and vary the terms and conditions of the said appointment and/ or remuneration, in such manner as may be agreed to by the Board and Mr. Venkatesalu.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take 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.”

10. Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (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 here by 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, 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 Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

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.”

NOTES:

- [a] The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the business under Item No. 4 to 10 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting are annexed hereto.
- [b] A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. 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. 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.
- [c] The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 29th July 2015 to Friday, 31st July 2015 (both days inclusive). If the dividend on equity shares, as recommended by the Board of Directors, is approved at the Annual General Meeting, such dividend will be paid on or after Wednesday, 12th August 2015, to those members whose names appear on the Register of Members on 31st July 2015 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 28th July 2015. In respect of shares held through the depositories, dividend will be paid on the aforesaid date to the beneficial owners of shares whose names appear at the close of business hours on 28th July 2015 as per details furnished by the depositories for this purpose.
- [d] Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2008 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agents 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 said IEPF.
- [e] 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 Registrars and Transfer Agents, 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.
- [f] 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 Circular no. CIR/MRD/DP/10/2013 dated 21st March 2013 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.

- [g] 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.

- [h] 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 Annual General Meeting.
- [i] The Notice of the AGM along with the Annual Report 2014-15 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 Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

[j] Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 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 Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

[k] In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by 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 in the enclosed ballot form.
- 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, 4th August 2015 (9.00 a.m. IST) and ends on Thursday, 6th August 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 31st July 2015 i.e. cut-off date, 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 or polling 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 or by ballot form shall be able to exercise their right at the meeting.
- iii. The Members who have cast their vote by remote e-voting or by ballot form 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 in the paid up equity share capital of the Company

as on cut-off date i.e 31st July 2015. 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, voting through ballot form, as well as voting at the meeting through ballot.

- v. Mr. P.N. Parikh or failing him Mrs. Jigyasa N. Ved of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) 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. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer at the Registered Office of the Company not later than 3rd August 2015. For this purpose, a self- addressed prepaid envelope is also enclosed and postage will be paid by the Company, if posted in India.
- viii. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor.relations@trent-tata.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 3rd August 2015. Ballot Form received after this date will be treated as invalid.
- ix. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and physical Ballot shall be treated as invalid.
- x. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 three 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.
- xi. 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 within two days of the passing of the resolutions at the Sixty Third AGM of the Company on 7th August 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 27th May 2015

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 No. 4 to 10 in the accompanying Notice dated 27th May 2015.

Item No. 4

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

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

As per 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 the 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 commends the Resolution at Item No. 4 for 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

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. S. Singh as an Additional Director as also an Independent Director, not being liable to retire by rotation, for a term of 2 (two) years i.e. from 3rd March 2015 to 2nd March 2017, 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 Annual General Meeting of the Company to be held on 7th August, 2015 and is eligible to be appointed 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 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 Clause 49 of the Listing Agreements, Ms. Singh, is eligible to be 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 clause 49 of the listing agreement.

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.

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

The terms and conditions of 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.

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

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.

Ms. Singh is concerned or interested in the Resolution mentioned at Item No.5 of the Notice relating to her own 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.5 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. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. A. Sen as an Additional Director as also an Independent Director, not being liable to retire by rotation, for a term of 2 (two) years i.e. from 27th May 2015 to 26th May 2017, 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 Annual General Meeting of the Company to be held on 7th August, 2015 and is eligible to be appointed 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 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 Clause 49 of the Listing Agreements, Mr. Sen, is eligible to be 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 clause 49 of the listing agreement.

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.

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

The terms and conditions of 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.

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

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 an Ordinary Resolution.

Mr. Sen is concerned or interested in the Resolution mentioned at Item No.6 of the Notice relating to his own 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.6 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. 7

Mr. P. Auld was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Act, from 4th November 2014. The Board had also appointed him as a Managing Director effective the same date, for a period of three years. The Members have approved his appointment as the Managing Director by a Special Resolution passed through postal ballot in December 2014.

As an Additional Director Mr. Auld holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible to be appointed a Director. A notice has been received from a Member pursuant to Section 160 of the Act, as required, signifying his intention to propose Mr. Auld for appointment as a Director of the Company.

Mr. Auld has held the position of Chief Executive Officer and 'Manager' of the Company since May 2011. 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.

The Board considers it desirable that the Company should avail itself of the services of Mr. Auld and accordingly commends the Resolution at Item No. 7 for acceptance by the Members.

Mr. Auld is deemed to be interested in Resolution at Item No. 7. Other than Mr. Auld, 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. Auld is not related to any other Director of the Company. The details of the director along with a brief resume are given in the Annexure to the Notice.

Item 8 and 9

The Board of Directors at its Meeting held on 27th May 2015, appointed Mr. P. Venkatesalu as an Additional Director of the Company with effect from 1st June 2015, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company. At the said meeting, the Board has also appointed Mr. Venkatesalu as an Executive Director of the Company (designated as Executive Director and Chief Financial Officer) for a period of three years with effect from 1st June 2015 pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V to the Act and the Rules made thereunder on the terms and conditions as hereinafter indicated.

As an Additional Director Mr. Venkatesalu holds office as Director upto the date of the forthcoming Annual General Meeting of the Company and is eligible to be appointed a Director. A notice has been received from a Member pursuant to Section 160 of the Act, as required, signifying his intention to propose Mr. Venkatesalu for appointment as a Director of the Company.

Mr. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team. He has been with the Company for 7 years as Chief Financial Officer and headed the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for Strategy and Investment activities of the Company. He is also a Director on several of the subsidiary and Joint Venture companies of the Company.

The appointment of Mr. Venkatesalu as an Executive Director and payment of remuneration to him is subject to the approval of shareholders of the Company. Since his remuneration may exceed the prescribed limit as mentioned in the Act, his remuneration is also subject to the approval of the Central Government.

The main terms and conditions relating to the appointment and remuneration of Mr. Venkatesalu as an Executive Director are as follows:

A. Tenure of Agreement:

The appointment of the Executive Director is for a period of 3 years i.e. from 1st June 2015 to 31st May 2018.

B. Nature of Duties:

- i) The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors, 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 by the Board of Directors from time to time by serving on the Board 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 shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.

- iii) The Executive 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 directions 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 for a period of 3 years i.e. from 1st June 2015 to 31st May 2018

Remuneration

i) Salary:

Current Salary of ₹4,37,500 per month; Upto a maximum of ₹5,80,000 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 (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

ii) Benefits, Perquisites & Allowances:

Within the overall ceiling of 140% of the annual salary, Mr. Venkatesalu would be entitled to the following by way of perquisites & allowances in such form and manner as the Board of Directors of the Company may decide: House Rent and Maintenance Allowance, Telecommunication facility, Housing loan facility as per Rules of the Company, Other perquisites and allowances (Medical allowance, Leave Travel Concession/Allowance, Other Allowances, Personal Accident Insurance Premium, Annual club membership fees, etc.)

Mr. Venkatesalu would also be entitled to reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium). Car facility as per Rules of the Company. Contribution to Provident Fund and Gratuity as per the Rules of the Company. 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, Mr. Venkatesalu may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 110% of 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 NRC) 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. Venkatesalu, 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 Schedule V of the Act, or any modification(s) thereto.

D. Other terms of Appointment:

- i) The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- ii) The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board/its committee 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/its committee and the Executive Director, subject to such approvals as may be required.
- iii) Either party may terminate this agreement by giving to the other party three months' notice of such termination or by surrendering three months' remuneration in lieu thereof.
- iv) The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of Notice:
- (a) If the Executive 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 Executive Director of any of the stipulations contained in the agreement to be executed between the Company and the Executive Director; or
- (c) In the event the Board of Directors expresses its loss of confidence in the Executive Director.
- v) In the event the Executive 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 Executive Director's employment:
 - a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; 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 Company 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, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Executive Director also include 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. Venkatesalu will cease to be the Executive Director, and also cease to be a Director. If at any time, Mr. Venkatesalu ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director, and the Agreement shall forthwith terminate. If at any time, Mr. 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 of the Company.

In compliance with the provisions of Sections 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 approval of the Central Government, the appointment and terms of remuneration of Mr. Venkatesalu as an Executive Director as specified above are now being placed before the Members for their approval.

The Resolutions at Item No. 8 and 9 are recommended by the Board of Directors for approval by the Members. Mr. Venkatesalu is deemed to be interested in aforesaid Resolutions. Other than Mr. Venkatesalu, none of the other Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 and 9 of the Notice. Mr. Venkatesalu is not related to any other Director of the Company. The details of the director along with a brief resume are 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 86 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 5th 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:

Particulars	For the year ended 31.03.2015 (₹ in Crores)	For the year ended 31.03.2014 (₹ in Crores)
Gross Revenue	1432.47	1306.36
Earnings before interest, depreciation and tax	185.76	100.90
Profit after Tax	100.03	54.24
Profit as computed u/s 198 of the Act	11.94	39.34

- 5) Foreign investments or collaborations, if any:
The Company has invested US\$ 8,00,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius.

II. INFORMATION ABOUT THE APPOINTEE

- 1) Background details:
Mr. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team. He has been with the Company for 7 years as Chief Financial Officer and headed the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for Strategy and Investment activities of the Company. He is also a Director on several of the subsidiary and Joint Venture companies of the Company. He is a commerce graduate, has completed Masters in Management from Symbiosis, Pune and is also a CFA from the Institute of Chartered Financial Analysts of India.

- 2) Past remuneration:
Mr. Venkatesalu's total remuneration during the financial year 2014-15 was ₹171.47 lakhs.
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability:
Considering the qualifications, excellent background of Mr. Venkatesalu and the experience of over 13 years in the finance function, he is well suited for the position of Executive Director of the Company.
- 5) Remuneration proposed:
Please refer page no. 8 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. Venkatesalu 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. The proposed remuneration to be paid to Mr. Venkatesalu with effect from 1st June 2015 for a period of 3 years i.e. 1st June 2015 to 31st May 2018 may therefore be beyond 5% of the net profit of the Company calculated as per Section 197(8) of the Act.
- 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. 10

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) of the said Rule 14 states that in case of an offer or invitation to subscribe 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.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice. This resolution enables 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 the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the 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.10 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.10 of the Notice.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 27th May 2015

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 Directors seeking appointment/re-appointment at the Annual General Meeting

Particulars	Ms. S. Singh	Mr. H. Bhat	Mr. A. Sen
Date of Birth	5 th September 1964	8 th November 1962	17 th November 1950
Date of Appointment	3 rd March 2015	1 st April 2014	27 th May 2015
Qualifications	Business Graduate from faculty of Management Studies, University of Delhi	Alumnus of BITS Pilani and IIM Ahmedabad	MBA, Finance and Information Systems, IIM Calcutta, Engineering Technology (Honors), IIT Kharagpur.
Expertise in specific functional area	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.	Mr. H. Bhat is a member of the Group Executive Council (GEC) of Tata Sons. During his career with the Tata Group, he has served in several senior roles which include Managing Director and CEO of Tata Global Beverages, COO of the Watches and Jewellery business of Titan Company.	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.
Directorships held in other companies (excluding foreign companies)	NIL	<ul style="list-style-type: none"> • Tata Coffee Limited • Tata Global Beverages Limited • Tata Starbucks Limited • Infinity Retail Limited • Tata Unistore Limited • Titan Company Limited 	<ul style="list-style-type: none"> • Rabo India Finance Limited • Radaur Holdings Private Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	<ul style="list-style-type: none"> • Tata Global Beverages Limited-Audit Committee (Member) • Tata Coffee Limited-Stakeholders Relationship Committee (Member) • Tata Starbucks Limited - Audit Committee (Member) 	<ul style="list-style-type: none"> • Rabo India Finance Limited - Audit Committee (Member) • Radaur Holdings Private Limited - Audit Committee (Member)
Number of shares held in the Company	122	NIL	NIL

Particulars	Mr. P. Auld	Mr. P. Venkatesalu
Date of Birth	2 nd September 1956	27 th February 1977
Date of Appointment	4 th November 2014	1 st June 2015
Qualifications	Belfast Technical College – A level	Commerce Graduate, Masters in Management from Symbiosis, Pune, CFA from the Institute of Chartered Financial Analysts of India.
Expertise in specific functional area	Mr. Auld has held the position of Chief Executive Officer and 'Manager' of the Company since May 2011. 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.	Mr. Venkatesalu joined Tata Administrative Services in 2001 and was formerly with Tata Sons Limited as a part of the group finance team. He has been with the Company for 7 years as Chief Financial Officer and headed the Finance & Accounts, Legal and Secretarial Functions. He was also responsible for Strategy and Investment activities of the Company. He is also a Director on several of the subsidiary and Joint Venture companies of the Company.
Directorships held in other companies (excluding foreign companies)	Landmark Etail Limited	<ul style="list-style-type: none"> • Trent Hypermarket Limited • Fiora Services Limited • Trent Brands Limited • Nahar Retail Trading Services Limited • Inditex Trent Retail India Private Limited • Westland Limited • Simto Investment Company Limited • Massimo Dutti India Private Limited • Fiora Hypermarket Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Fiora Hypermarket Limited - Audit Committee (Chairman)
Number of shares held in the Company	NIL	NIL