

**Quarterly Corporate Governance Report**

1. Name of Listed Entity Trent Limited  
 2. Quarter ending 31st March 2020

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ in dependent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso ro regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Noel Tata	PAN: AAAPT5602P DIN: 00024713	Chairman related to Promoter- Non-Independent Non-Executive	19/08/2010	02/08/2013		N.A.	12-11-1956	5	1	3	1
Mr.	Zubin Dubash	PAN: AADPD3169N DIN: 00026206	Independent- Non-Executive	26/04/2010	14/08/2019		8 Months	16-08-1959	2	2	2	1
Mr.	Bhaskar Bhat	PAN: AANPB3013D DIN : 00148778	Non - Independent Non - Executive	27/09/2010	12/08/2016		N.A.	29-08-1954	5	1	5	NIL
Mr.	Simon Susman	PAN: Not Applicable DIN: 03503013	Independent Non- Executive	11/05/2011	14/08/2019		8 Months	01-05-1950	1	1	1	NIL
Mr.	Bahram Vakil	PAN: AABPV1253D DIN: 00283980	Independent Non- Executive	25/06/2012	14/08/2019		8 Months	12-09-1958	2	2	3	NIL
Mr.	Harish Bhat	PAN: ABPPB0072K DIN: 00478198	Non - Independent Non - Executive	01/04/2014	01/08/2019		N.A.	08/11/1962	3	NIL	2	1
Ms.	Sonia Singh	PAN: ABSPS4206M DIN: 07108778	Independent Non- Executive	03/03/2015	03/03/2017		3 Years 1 Month	05/09/1964	2	2	2	1
Mr.	Abhijit Sen	PAN: AAHPS6626D DIN: 00002593	Independent Non- Executive	27/05/2015	27/05/2017		2 Years 10 Months	17/11/1950	6	6	8	5
Mr.	Philip Auld	PAN: AWZPA3044M DIN: 03543080	Non - Independent Executive	04/11/2014	01/05/2017		N.A.	02/09/1956	1	NIL	NIL	NIL

Mr.	Palaniswamy Venkatesalu	PAN: ACRPV6412C DIN: 02190892	Non - Independent Executive	01/06/2015	01/06/2018		N.A.	27/02/1977	1	NIL	2	1
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Whether Regular chairperson appointed - YES

Whether Chairperson is related to Managing Director or CEO - NO

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\*Also includes no. of post of Chairperson in Audit / Stakeholders Relationship Committee

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)\$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Abhijit Sen Mr. Noel Tata Mr. Zubin Dubash Mr. Bahram Vakil	Chairman-Independent- Non-Executive Non- Independent- Non-Executive Independent-Non-Executive Independent - Non-Executive	27-05-2017 28-09-2010 14-08-2019 14-08-2019	
2. Nomination & Remuneration Committee	Yes	Mr. Bahram Vakil Mr. Noel Tata Mr. Bhaskar Bhat Mr. Abhijit Sen	Chairman-Independent-Non Executive Non-Independent-Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	14-08-2019 06-08-2012 14-10-2010 27-05-2017	
3. Risk Management Committee	Yes	Mr. Abhijit Sen Mr. Bahram Vakil Mr. Harish Bhat Mr. Philip Auld Mr. Palaniswamy Venkatesalu	Chairman-Independent- Non-Executive Independent-Non Executive Non-Independent-Non-Executive Non-Independent-Executive Non-Independent-Executive	01-04-2019 14-08-2019 01-04-2019 01-04-2019 01-04-2019	
4. Stakeholders Relationship Committee	Yes	Mr. Harish Bhat Mr. Simon Susman Mr. Palaniswamy Venkatesalu	Chairman-Non-Independent-Non-Executive Independent-Non-Executive Non-Independent-Executive	24-08-2015 14-08-2019 24-08-2015	
5. Corporate Social Responsibility Committee	Yes	Mr. Abhijit Sen Mr. Noel Tata Mr. Bhaskar Bhat Ms. Sonia Singh	Chairman-Independent- Non-Executive Non- Independent- Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	27-05-2017 31-01-2014 31-01-2014 03-03-2017	

<sup>§</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (in number of days)
7th November 2019 29th November 2019	6th February 2020 20th March 2020	Yes Yes	10 10	5 5	68 42

\* to be filled in only for the current quarter meetings

**IV. Meeting of Committees**

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Whether requirement of Quorum met (details)*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	5th February 2020	Yes	3	2	3 members were present	16th October 2019 7th November 2019	89
Stakeholders Relationship Committee	-	-	-	-	-	-	-
Nomination and Remuneration Committee	6th February 2020 20th March 2020	Yes Yes	4 4	2 2	Yes, all members were present Yes, all members were present	7th November 2019	90 42

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

\*\* to be filled in only for the current quarter meetings

**V. Related Party Transactions**

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

**Note**

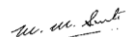
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Board took note of the same.

For Trent Limited



M. M. Surti  
Company Secretary

ANNEXURE II		
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)		
<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status</b> (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		Yes
New name and the old name of the listed entity		NA
Advertisements as per regulation 47 (1)		Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments		Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend Distribution policy as per Regulation 43A		Yes
It is certified that these contents on the website of the listed entity are correct.		Yes
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Quorum of board meeting	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b>		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been compiled.		
<b>For Trent Limited</b>		
 <b>M. M. Surti</b> <b>Company Secretary</b>		