

**Quarterly Corporate Governance Report**

1. Name of Listed Entity Trent Limited  
 2. Quarter ending 30th September 2022

**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* (in months)	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 to 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	-	2	1
Mr.	Bhaskar Bhat	PAN: AANPB3013D DIN: 00148778	Non - Independent Non - Executive	27-09-2010	06-08-2020		N.A.	29-08-1954	5	2	5	NIL
Mr.	Harish Bhat	PAN: ABPPB0072K DIN: 00478198	Non - Independent Non - Executive	01-04-2014	10-06-2022		N.A.	08-11-1962	2	NIL	1	1
Mr.	Jayesh Merchant	PAN: AAEPM8808Q DIN: 00555052	Independent Non - Executive	07/08/2020	-		26 months	27-11-1957	1	1	5	1
Ms.	Susanne Given	PAN: Not Applicable DIN: 08930604	Independent Non- Executive	17/11/2020	-		23 months	03-11-1964	1	1	NIL	NIL
Mr.	Ravneet Singh Gill	PAN: AAEPG1658A DIN: 00091746	Independent Non- Executive	29-12-2021	29-12-2021		9 months	19-11-1962	1	1	1	Nil
Ms.	Hema Ravichandar	PAN: AASPR0583P DIN: 00032929	Independent Non- Executive	29-12-2021	29-12-2021		9 months	14-05-1961	4	4	4	Nil
Mr.	Johannes C F Holtzhausen	PAN: Not Applicable DIN: 09577682	Independent Non- Executive	27-04-2022	27-04-2022		5 months	09-08-1949	1	1	NIL	NIL

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Mr.	Palaniswamy Venkatesalu	PAN: ACRPV6412C DIN: 02190892	Non - Independent Executive	01-06-2015	06-10-2021		N.A.	27-02-1977	1	NIL	2	Nil
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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

<sup>\*</sup> 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.

<sup>\*\*</sup>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) <sup>§</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Jayesh Merchant Mr. Noel Tata Mr. Ravneet Singh Gill	Chairman - Independent - Non-Executive Non- Independent - Non-Executive Independent-Non-Executive	07-08-2020 28-09-2010 29-12-2021	
2. Nomination & Remuneration Committee	Yes	Mr. Noel Tata Mr. Jayesh Merchant Ms. Hema Ravichandar	Non-Independent-Non-Executive Independent-Non-Executive Chairperson Independent-Non-Executive	06-08-2012 11-05-2021 29-12-2021	
3. Risk Management Committee	Yes	Mr. Harish Bhat Mr. Palaniswamy Venkatesalu Mr. Jayesh Merchant	Chairman - Non-Independent-Non-Executive Non-Independent-Executive Independent-Non Executive	01-04-2019 01-04-2019 18-11-2020	
4. Stakeholders Relationship Committee	Yes	Mr. Harish Bhat Mr. Palaniswamy Venkatesalu Mr. Jayesh Merchant	Chairman-Non-Independent-Non-Executive Non-Independent-Executive Independent-Non-Executive	24-08-2015 24-08-2015 11-05-2021	
5. CSR & Sustainability Committee	Yes	Mr. Noel Tata Mr. Bhaskar Bhat Ms. Hema Ravichandar	Chairman-Non- Independent- Non-Executive Non-Independent-Non-Executive Independent-Non-Executive	31-01-2014 31-01-2014 10-02-2022	

<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* (All Directors including Independent Director)	No. of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
27-Apr-22	11-Aug-22	Yes	9	5	105

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

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**IV. Meeting of Committees**

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present* (All Directors including Independent Director)	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	10th August 2022	Yes	3	2	Yes, all members were present	18th April 2022	105 days
	-	-	-	-	-	26th April 2022	-
CSR & Sustainability Committee	10th August 2022	Yes	3	1	Yes, all members were present	-	-
Risk Management Committee	9th August 2022	Yes	3	1	Yes, all members were present	-	-
Nomination and Remuneration Committee	6th July 2022	Yes	3	2	Yes, all members were present	18th April 2022	70 days
	10th August 2022		3	2	Yes, all members were present		34 days
	-		-	-	-		26th April 2022
Stakeholders Relationship Committee	-	-	-	-	-	-	-

\* 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**

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

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 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.
- 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*

M. M. Surti  
 Company Secretary



**ANNEXURE III**

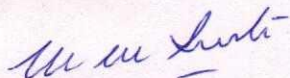
**Corporate Governance Report at the end of 6 months after end of financial year along-with  
second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**For Trent Limited**



**M. M. Surti**  
Company Secretary



**ANNEXURE IV**

**Corporate Governance Report on a half yearly basis at the end of every 6 months of the financial year for the half year ended 30th September 2022**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

Entity	In Rs.	
	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
<b>1. Tata International Ltd.</b>	-	480000000.00
Promoter Group or any other entity controlled by them		
<b>1. Tata UniStores Ltd.</b>		73090000.00
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

**Notes:**

- a) Trent holds Perpetual Non Convertible debenture of Tata International Ltd. amounting to Rs. 48 Crores
- b) Trent holds optionally convertible debenture of Tata Unistore Ltd. amounting to Rs. 7.31 Crores

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

**Not Applicable**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		-	-
Promoter Group or any other entity controlled by them		-	-
Directors (including relatives) or any other entity controlled by them		-	-
KMPs or any other entity controlled by them		-	-



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: Not Applicable

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Trent Limited



Neeraj Basur  
CFO

**Note**

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.