

## NOTICE OF POSTAL BALLOT

### Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, that the Resolution appended below is proposed to be passed by the Members of Trent Limited ("Company") by way of Postal Ballot including voting by electronic means ("e-voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Resolution setting out the material facts and the reasons thereof, is appended along with a Postal Ballot Form. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on 18<sup>th</sup> June 2019, has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Mr. Mitesh Dhaliwala, (Membership No. FCS 8331) and failing him Ms. Sarvari Shah (Membership No. FCS 9697) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically on or before 5.00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019. Members are requested to follow the procedure as stated in the Notes.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any Director authorised by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.mywestside.com](http://www.mywestside.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### Issue of equity shares on a preferential basis

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), as amended from time to time, to the extent applicable and subject to such approvals as may be necessary or required from regulatory or other appropriate authorities, the 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 be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this Resolution) to create, issue, offer and allot, up to 2,46,50,000 (Two Crores Forty Six Lakhs Fifty Thousand) fully paid Equity Shares of ₹ 1/- each ("Equity Shares") of the Company for cash to the Promoter of the Company viz. Tata Sons Private Limited, on such terms and conditions as mentioned in the explanatory statement and at such price not less than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations on a preferential allotment basis.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this Resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company, shall be listed on recognised stock exchanges and shall rank *pari passu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, modify any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Relevant Date for the purpose of determining the minimum price of the Equity Shares under SEBI (ICDR) Regulations is Monday, 24<sup>th</sup> June 2019.

RESOLVED FURTHER THAT for the purpose of giving effect to above Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Equity Shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred by the above Resolution to any Committee of Directors or any Director/ officer(s) of the Company as the Board may at its discretion deem appropriate, to do all such acts, deeds and things as also to execute such documents as may be necessary to give effect to the aforesaid Resolution."

**By Order of the Board of Directors**

M. M. Surti  
Company Secretary

Mumbai, 18<sup>th</sup> June 2019

Registered Office:

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

Email id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com); Website - [www.mywestside.com](http://www.mywestside.com)

Tel: 022-67008090

Corporate Identity Number (CIN): L24240MH1952PLC008951

**NOTES:**

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed Special Resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, [www.mywestside.com](http://www.mywestside.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 14<sup>th</sup> June 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member casts his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, 24<sup>th</sup> July 2019.

7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed business reply envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iii) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the Company's website [www.mywestside.com](http://www.mywestside.com) and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Wednesday, 24<sup>th</sup> July 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, [www.mywestside.com](http://www.mywestside.com) or from the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The instructions for e-voting are as under:

The details of the process and manner for remote e-voting are explained herein below:

**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 is mentioned below:

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

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) 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.*

- d) 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 folio number is 001*** and EVEN is 123456 then user ID is 123456001***

- e) Your password details are given below:
  - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii. 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.
  - iii. How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) 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?

- a) 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.
- b) 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.
- c) Select "EVEN" of the Company.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- a) 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](mailto:trent.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](http://evoting@nsdl.co.in).

- b) 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](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## 12. Other Instructions:

- i. The e-voting period commences from 9.00 a.m. (IST) Tuesday, 25<sup>th</sup> June 2019 to 5.00 p.m. (IST) Wednesday, 24<sup>th</sup> July 2019. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 14<sup>th</sup> June 2019 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 / she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, 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 voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- iii. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website [www.mywestside.com](http://www.mywestside.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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## EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

### Issue of equity shares on a preferential basis

The Board at its meeting held on 18<sup>th</sup> June 2019 has accorded its approval for raising funds through preferential issue by issuing up to 2,46,50,000 (Two Crores Forty Six Lakhs Fifty Thousand) fully paid Equity Shares of ₹ 1/- each ("Equity Shares") of the Company for cash, to the Promoter of the Company.

As per Sections 42, 62(1)(c) and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), as amended from time to time, approval of the Members by way of Special Resolution is required for allotment of Equity Shares on a preferential basis.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations, as amended from time to time, are as under:

#### a) The objects of the preferential issue:

The Company is witnessing significant traction for its fashion and food retail concepts. Consequently, we are pursuing a substantially accelerated growth programme across Westside, Zudio and Star concepts. In the foregoing context, the Company shall utilise the proceeds from the preferential issue to fund the various related growth plans, projects & future investments including:

- Contracting retail space also involving on-brand built to suit developments
- Substantial expansion and automation of supply chain/warehouse capacity
- Significantly scaling up and upgrading information technology/digital infrastructure
- Exploring trial/scale up of proximate concepts that leverage the existing platforms
- Select investments in retail real estate developments

The proceeds of the issue may also be utilized to address existing borrowings in the interim and other general corporate purposes of the Company and any other purposes as may be permissible under applicable law. The proceeds may be committed by our Company including through its Subsidiaries, Joint Ventures or Associates (through equity, debt instruments or loans, or a combination of any of them) for the above purposes.

**b) Maximum number of specified securities to be issued**

The Company will issue a maximum of 2,46,50,000 (Two Crores Forty Six Lakhs Fifty Thousand) fully paid Equity Shares of ₹ 1/- each pursuant to the proposed preferential allotment to Tata Sons Private Limited ("Tata Sons"), Promoter of the Company.

**c) Intent of the Promoters / Directors / Key Management Persons of the issuer to subscribe to the offer:**

The Equity Shares shall be offered to Tata Sons, Promoter of the Company. Tata Sons has indicated its intention to subscribe to the offer. No Equity Shares are being offered to directors or key managerial personnel of the Company.

**d) Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern before and after the preferential issue (assuming full subscription of Equity Shares proposed to be allotted herein) is as follows:

Sl. No.	Category	Pre-issue holding (as on 31 <sup>st</sup> May 2019)		Post-issue holding	
		No. of equity shares of ₹ 1/- each	%	No. of equity shares of ₹ 1/- each	%
<b>A</b>	<b>Promoters and Promoter Group holding (Indian)</b>				
	Promoter (Body Corporate)	9,21,69,610	27.74	11,68,19,610	32.73
	Promoter Group (Body Corporate)	1,62,10,540	4.88	1,62,10,540	4.54
	<b>Sub Total (A)</b>	<b>10,83,80,150</b>	<b>32.61</b>	<b>13,30,30,150</b>	<b>37.27</b>
<b>B</b>	<b>Non-Promoter holding</b>				
1	Institutions:				
	Mutual Funds/ UTI	4,44,62,107	13.38	4,44,62,107	12.46
	Alternate Investment Funds	16,91,016	0.51	16,91,016	0.47
	Foreign Portfolio Investors	7,40,43,928	22.28	7,40,43,928	20.74
	Financial Institutions / Banks	1,06,682	0.03	1,06,682	0.03
	Insurance Companies	1,02,28,518	3.08	1,02,28,518	2.87
2	Non Institutions:				
	Individuals	5,31,17,135	15.98	5,31,17,135	14.88
	NBFC's registered with RBI	78,560	0.02	78,560	0.02
	Bodies Corporate	3,32,00,602	9.99	3,32,00,602	9.30
	Clearing Member	12,26,759	0.37	12,26,759	0.34
	Directors and their relatives	9,30,740	0.28	9,30,740	0.26
	Foreign Nationals	700	0.00	700	0.00
	Hindu Undivided Family	11,87,007	0.36	11,87,007	0.33
	Investor Education and Protection Fund	8,26,684	0.25	8,26,684	0.23
	Limited Liability Partnership	3,31,066	0.10	3,31,066	0.09
	Non-Resident Indians	19,60,655	0.59	19,60,655	0.55
	Trust and charitable institutions	5,44,421	0.16	5,44,421	0.15
	<b>Sub Total (B)</b>	<b>22,39,36,580</b>	<b>67.39</b>	<b>22,39,36,580</b>	<b>62.73</b>
	<b>Grand Total = (A)+(B)</b>	<b>33,23,16,730</b>	<b>100.00</b>	<b>35,69,66,730</b>	<b>100.00</b>

**e) Time frame within which the allotment shall be completed:**

The Equity Shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the shareholders. Provided where the allotment is pending on account of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approval or permission, as the case may be.

**f) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of pre and post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Name of the proposed allottee	Category	Pre-issue shareholding		No. of Equity Shares to be allotted*	Post-issue Shareholding		Name of the natural persons who are ultimate beneficial owners of the proposed allottee
		No. of equity shares	%	No. of equity shares	No. of equity shares	%	
Tata Sons Private Limited	Promoter	9,21,69,610	27.74	2,46,50,000	11,68,19,610	32.73	The majority of the Ordinary Shares of Tata Sons Private Limited are held by certain Public Charitable Trusts ("Tata Trusts") and as such, there is no identifiable beneficiary, other than public at large. The names of the current Trustees of Tata Trusts are disclosed below <sup>#</sup>

\* The proposed allottee specified above, shall be issued and allotted maximum up to the number of Equity Shares stated against its name.

The aforesaid chart of natural persons is given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficial owner of the shares that may be allotted.

The proposed preferential allotment will not result in any change in control of the Company.

Tata Sons Private Limited holds beneficial interest in Trent Limited to the extent of its shareholding.

# Mr. R N Tata, Mr. V Srinivasan, Mr. V Singh, Dr. Amrita Patel, Mr. R K Krishna Kumar, Mr. V R Mehta, Mr. J N Tata, Mr. N N Tata, Mr. Jehangir H C Jehangir and Mr. J N Mistry.

**g) Pricing of the issue:**

The pricing of the Equity Shares to be allotted on a preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations.

SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made by a company, whose shares are frequently traded, at a price not less than the higher of the following:

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

The price shall be determined on the basis of the quotes available on the Stock Exchange having highest trading volume during the preceding twenty six weeks prior to the Relevant Date.

**h) Relevant Date:**

The Relevant Date for the purpose of pricing of the Equity Shares shall be Monday, 24<sup>th</sup> June 2019.

**i) Auditor's Certificate:**

The certificate from the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations will be made available for inspection at the Registered Office of the Company during 10:00 a.m. to 5:00 p.m. (office hours) on all the working days up to the date of declaration of results of Postal Ballot.

**j) Lock in Period:**

The Equity Shares to be allotted on a preferential basis shall be subject to lock-in as per SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the above allottee shall be locked-in from the Relevant Date up to a period of 6 months from the date of trading approval.

**k) Undertakings:**

The Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

**l) Other disclosures:**

- No report of registered valuer is required for the offer, issue and allotment of the Equity Shares pursuant to the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.
- The Company has not made any preferential allotment of shares during the year.
- The Equity Shares to be offered, issued and allotted shall rank *pari passu* with the existing equity shares of the Company.
- Neither the Company nor any of its Promoters or Directors are a willful defaulter in terms of the SEBI (ICDR) Regulations.
- The proposed allottee has not sold any equity shares during the six months preceding the Relevant Date.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution for your approval.

Mr. B. Bhat, Director of the Company, is deemed to be interested in the passing of the above Resolution since he is also a Director of Tata Sons. None of the other Directors or any Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested in the above Resolution.

**By Order of the Board of Directors**

M. M. Surti  
Company Secretary

Mumbai, 18<sup>th</sup> June 2019

Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

Email id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com); Website - [www.mywestside.com](http://www.mywestside.com)

Tel: 022-67008090

Corporate Identity Number (CIN): L24240MH1952PLC008951





Corporate Identity No. (CIN): L24240MH1952PLC008951  
Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400001  
E-mail: [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com); Tel: (91-22) 6700 8090; Website: [www.mywestside.com](http://www.mywestside.com)

## POSTAL BALLOT FORM

1. Name and registered address :  
of the sole/first named  
Member
  
2. Name(s) of the joint Member(s), :  
if any
  
3. Registered Folio No./ :  
DP ID No. & Client ID No.\*  
(\*Applicable to Members holding  
shares in dematerialized form)
  
4. Number of Equity Shares held :
  
5. E-voting Event Number (EVEN) :
  
6. User ID :
  
7. Password :
  
8. I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 18<sup>th</sup> June 2019 of Trent Limited ("Company") by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Description of Special Resolution	No. of Equity Shares	I/We assent to the Resolution ( <b>FOR</b> )	I/We dissent to the Resolution ( <b>AGAINST</b> )
Issue of Equity Shares on a preferential basis			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Tuesday, 25 <sup>th</sup> June 2019	Up to 5:00 p.m. (IST) on Wednesday, 24 <sup>th</sup> July 2019

### Notes:

- 1) Please read the instructions printed overleaf carefully before exercising your vote.
- 2) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

## INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
4. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it so as to reach the Scrutinizer, Mr. P. N. Parikh of Parikh & Associates, Practising Company Secretaries, in the enclosed postage prepaid self-addressed envelope not later than 5:00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier/registered post/speed post at the expense of the Member will also be accepted.
5. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form, respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
6. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
7. In the case of shares held by Institutions, Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
8. A Member seeking duplicate Postal Ballot Form can write to the Company, at its registered office, or its Registrar and Share Transfer Agents : TSR Darashaw Consultants Private Limited; Unit: Trent Limited, 6-10 Haji Moosa Patrawala Ind. Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Wednesday, 24<sup>th</sup> July 2019.
9. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
10. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s)/list of beneficial owners as on the cut-off date i.e., Friday, 14<sup>th</sup> June 2019.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope. If any other papers are found the same will be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.mywestside.com](http://www.mywestside.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).