

## NOTICE

**NOTICE** is hereby given that the **SIXTY EIGHTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held on Thursday, 6<sup>th</sup> August 2020 at 3.00 p.m. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Report of the Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2020.
4. To appoint a Director in place of Mr. Bhaskar Bhat (DIN: 00148778), who retires by rotation, and being eligible, offers himself for re-appointment.

### Special Business

#### 5. Re-appointment of Mr. Philip N. Auld, with the designation Executive Director of the Company

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time or any other law and such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed by the Board of Directors, the consent of the Company be and is hereby accorded for the re-appointment and terms and conditions including remuneration of Mr. Philip N. Auld (DIN: 03543080) with the designation 'Executive Director' of the Company from the period commencing from 1<sup>st</sup> May 2020 to 2<sup>nd</sup> September 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his

re-appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Philip N. Auld.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### NOTES:

- i. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020 and 17/2020 dated 13<sup>th</sup> April 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated 12<sup>th</sup> May 2020 ('SEBI Circular') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be place from where the Chairman of the Board conducts the meeting.
- ii. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 5 set out above and details under Regulations 26(4) and 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM are annexed hereto.
- iii. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this

AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

- iv. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [trent.scrutinizer@gmail.com](mailto:trent.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- v. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vi. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, the matter of Special Business as appearing at Item No. 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
- vii. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
- viii. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.westside.com](http://www.westside.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
- ix. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- x. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 28<sup>th</sup> July 2020 to Thursday, 30<sup>th</sup> July 2020 (both days inclusive) for the purpose of AGM and for determining the names of members eligible for dividend on equity

shares, if declared at the AGM. If the dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, such dividend will be paid, subject to deduction of tax at source, on or after Wednesday, 12<sup>th</sup> August 2020 as under:

- a. To all Beneficial Owners in respect of shares held in dematerialized form as per details furnished by the depositories for this purpose, as of the close of business hours on Monday, 27<sup>th</sup> July 2020;
  - b. To all Members in respect of shares held in physical form after giving effect to valid requests for transmission/transposition lodged with the Company, as of the close of business hours on Monday, 27<sup>th</sup> July 2020.
- xi. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to shareholders at prescribed rates mentioned in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company and/or Registrar and Transfer Agent of the Company, TSR Darashaw Consultants Private Limited (TSRD CPL) by sending documents through e-mail by Saturday, 18<sup>th</sup> July 2020. For detailed process, please click here: '[Communication on Tax Deduction on Dividend](#)'.
  - xii. Payment of dividend through electronic mode has the following advantages:
    - Shareholder need not make frequent visits to his bank for depositing the physical warrants;
    - Prompt credit to the bank account of the shareholder through electronic clearing;
    - Fraudulent encashment of warrant is avoided;
    - Delays/loss in postal transit is avoided.

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

As per circular issued by SEBI dated 20<sup>th</sup> April 2018, the Company through TSRDCPL had sent letters in July 2018, September 2018, October 2018 and October 2019, to those physical shareholders whose PAN and/or Bank account details were not available.

Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents at [Csg-KYC@tsrdarashaw.com](mailto:Csg-KYC@tsrdarashaw.com) latest by Saturday, 18<sup>th</sup> July 2020:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
  - iii) 11 digit IFSC Code
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- xiii. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.

xiv. 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 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.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities.

- xv. Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March 2013 or any subsequent financial years, are requested to make their claim to TSRDCPL.

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

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 1<sup>st</sup> August 2019 on the website of the Company [www.westside.com](http://www.westside.com).

- xvi. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only and not to Company's Registrar and Transfer Agent, TSRDCPL. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDCPL to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSRDCPL .

SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to TSRDCPL.

- xvii. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form is available for download on the Company's website [www.westside.com](http://www.westside.com). Members are requested to submit the said form to TSRDCPL at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) in case the shares are held in physical form and Members holding shares in electronic form are requested to contact their respective Depository Participants for the same.

xviii. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) or to TSRDCPL in physical mode, after normalcy is restored or in electronic mode at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

xix. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to TSRDCPL, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

xx. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) up to date of this Meeting.

**xxi. Process for registering e-mail addresses to receive this Notice and Annual Report electronically and cast votes electronically:**

**i. Registration of email addresses with TSRDCPL:**

The Company has made special arrangements with TSRDCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/Depository Participants are required to provide the same to TSRDCPL on or before Thursday, 30<sup>th</sup> July 2020 (5:00 p.m. IST).

Process to be followed for registration of e-mail address is as follows:

- a) Visit the link: <https://green.tsrdarashaw.com/green/events/login/lk>
- b) Enter the DP ID & Client ID/Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate number.
- c) If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation and authentication.
- d) Enter your e-mail address and mobile number

e) The system will then confirm the e-mail address for receiving this AGM Notice.

The above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the same is not updated in accordance with the requirements prescribed by SEBI.

ii. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring User ID and Password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- In case shares are held in **demat mode**, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.

**xxii. Registration of e-mail address permanently with Company/Depository Participant:**

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with TSRDCPL, in respect of physical holding, by writing to them at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/TSRDCPL to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

xxiii. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.

xxiv. The remote e-voting period commences on Monday, 3<sup>rd</sup> August 2020 (9.00 a.m. IST) and ends on Wednesday, 5<sup>th</sup> August 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in

physical form or in dematerialized form, as on cut-off date i.e. Thursday, 30<sup>th</sup> July 2020 may cast their vote electronically. The remote 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. The voting rights of Members (for voting through remote e-voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e. Thursday, 30<sup>th</sup> July 2020.

xxv. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM at the AGM and Members participating at the AGM, who have not already cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.

xxvi. 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 before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

xxvii. The Chairman shall, at the AGM allow voting by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

xxviii. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting before and during the AGM, in a fair and transparent manner.

xxix. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than 48 hours of conclusion of the

Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

xxx. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.westside.com](http://www.westside.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

xxxi. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. Thursday, 6<sup>th</sup> August 2020.

xxxii. Instructions for attending the AGM through VC/OAVM and remote e-voting (before and during the AGM) are given below:

#### **A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM or through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ members login by using their remote e-voting credentials where the E-voting Event Number ('EVEN') of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 68<sup>th</sup> AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile

number to reach the Company's e-mail address at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) on or before 4<sup>th</sup> August 2020. Such questions by the Members shall be suitably replied to by the Company.

4. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) from Friday, 31<sup>st</sup> July 2020 (9:00 a.m. IST) to Monday, 3<sup>rd</sup> August 2020 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact
  - NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990; or
  - Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360; or
  - Ms. Soni Singh, Assistant Manager – NSDL at [sonis@nsdl.co.in](mailto:sonis@nsdl.co.in)/ 022-24994559.

**B. INSTRUCTIONS FOR E-VOTING BEFORE/DURING THE AGM**

➤ **INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned 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 are mentioned below:

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then User ID is 123456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned above for the shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

➤ **INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting before the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

**General Guidelines for shareholders**

1. 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.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](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) or contact Ms. Pallavi Mhatre, Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545/ 1800-222-990.

By Order of the Board of Directors

M. M. Surti  
Company Secretary  
FCS: 4043

Mumbai, 22<sup>nd</sup> May 2020

**Registered Office:**

Bombay House, 24, Homi Mody Street,  
Mumbai - 400001  
Tel: 022-67008090  
E-mail Id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com)  
Website - [www.westside.com](http://www.westside.com)  
Corporate Identity 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. 5 in the accompanying Notice dated 22<sup>nd</sup> May 2020.

### Item No. 5

At the Sixty Fifth Annual General Meeting of the Company held on 1<sup>st</sup> August 2017, the Members vide Special Resolution approved the re-appointment and the revised remuneration of Mr. Philip N. Auld (DIN: 03543080) as Managing Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> May 2017 to 30<sup>th</sup> April 2020.

Under Mr. Auld's leadership and the guidance of the Board of Directors and its Committees, the turnover and profits & number of new stores of the Company has grown over the years. Mr. Auld's efforts to improve the product offerings has played a significant role in the last few years in developing long term sustainable fashion business for Westside and Zudio. The Company has established its presence in several major retail market segments and was acknowledged to be one of the leading and respected organized retailers in India with national presence. Westside and Zudio, as a format continues to be profitable and the intent was to further scale up presence by opening as many stores in the near to medium term.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 20<sup>th</sup> March 2020, subject to the approval of the shareholders of the Company, approved the re-appointment of Mr. Auld, with designation Executive Director of the Company, liable to retire by rotation, for a term from 1<sup>st</sup> May 2020 to 2<sup>nd</sup> September 2021 i.e., till he reaches his superannuation (in accordance with the governance guidelines adopted earlier by the Board) and the terms and conditions of his re-appointment as hereinafter indicated, including remuneration pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder. He continues to be a Key Managerial Personnel of the Company under Section 203 of the Act during this period. Separately, Mr. Stephen Rayfield has joined as the Chief Executive Officer of the Company.

The re-appointment of Mr. Auld with designation as an Executive Director of the Company and his terms and conditions including remuneration is subject to the approval of shareholders of the Company and such other approval, if any.

The main terms and conditions including remuneration relating to the re-appointment of Mr. Philip Auld with designation Executive Director of the Company (hereinafter referred as 'Executive Director') are as follows:

### A. Tenure of Agreement:

With effect from 1<sup>st</sup> May 2020 to 2<sup>nd</sup> September 2021

### B. Nature of Duties:

- i. The Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Executive Director by the Board of Directors from time to time by serving on the boards 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 policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.

### C. Remuneration with effect from 1<sup>st</sup> May 2020 to 2<sup>nd</sup> September 2021:

- i. Salary:  
Salary not exceeding ₹ 20,83,334/- per month. Upto a maximum of ₹ 27,00,000/- per month. The annual increments which will be effective 1<sup>st</sup> April each year will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.
- ii. Benefits, Perquisites & Allowances:  
In addition to the Salary referred to in (i) above, the Executive Director shall be entitled to:
  - a) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation



- b) Reimbursement of hospitalization and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium)
- c) Car facility as per Rules of the Company
- d) Telecommunication and other communication facility as per Rules of the Company
- e) To and fro passage of self and family to home country
- f) Annual Club Membership, entertainment and fitness and health club
- g) Personal Accident Insurance coverage as per policy
- h) Other perquisites and allowances subject to a maximum of ₹ 1,00,000/- per month
- i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company

iii. Performance Linked Bonus:

In addition to the Salary, Benefits, Perquisites and Allowances, the Executive Director may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 30% of annual basic salary. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board/the Nomination and Remuneration Committee, which will be payable after Annual Accounts have been approved. An indicative list of factors that may be considered for determination of the extent of the Performance Linked bonus by the Board (supported by the Nomination and Remuneration Committee) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites & 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, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Executive Director and the agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereinafter in this regard in such manner as may be agreed between the Board and the Executive Director, subject to such approvals as may be required.
- iii. Either party may terminate the agreement earlier without any cause, by giving to the other party six months' notice of such termination or by surrendering six months' remuneration in lieu thereof.
- iv. The employment of the Executive Director 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 any holding company, in subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company, if any; and return vacant possession of the Company's premises occupied by him and / or his family

- b) he shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
- vii. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Executive Director, unless specifically provided otherwise.
- viii. The terms and conditions of appointment of the Executive Director also includes clauses pertaining to adherence with the Tata Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- ix. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Auld will cease to be the Executive Director, and also cease to be a Director of the Company. If at any time, Mr. Auld 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. Auld 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 Section 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 such other approvals, as may be required, the re-appointment and terms of remuneration of Mr. Auld as the Executive Director as specified above are now being placed before the Members for their approval.

The copy of draft Agreement to be executed between the Company and Mr. Auld for his re-appointment with the designation Executive Director would be available for inspection by the members, by writing an email to the Company at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com).

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

Mr. Auld is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice relating to his own re-appointment. Other than him, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Mr. Auld 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.

## INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

### I. GENERAL INFORMATION

#### 1) Nature of Industry:

The Company operates 165 Westside stores across 87 cities in India that offers branded fashion apparel, footwear and accessories for women, men and children, along with a range of home furnishings & decor, 80 Zudio stores across 44 cities in India, a value fashion concept that offers fashion at irresistible prices for women, men and children and 4 Landmark stores, a family entertainment concept that offers a curated range of toys, front-list books and sports merchandize.

#### 2) Date or expected date of commencement of commercial production:

The Company was incorporated on 5<sup>th</sup> 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:

(₹ in Crores)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Total Revenue	3329.43	2567.98
Profit before tax	245.52	189.16
Profit after tax	154.58	127.49
Profit as computed u/s 198 of the Act	153.81	187.64

#### 5) Foreign investments or collaborations, if any:

The Company has invested US \$ 8,70,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius as on 31<sup>st</sup> March 2020.

### II. INFORMATION ABOUT THE APPOINTEE

#### 1) Background details:

Mr. Philip N. Auld has more than 37 years of experience in retail industry which includes 30 years of overseas experience. 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. Auld's career has various achievements – accelerating growth in varied businesses across multiple formats, enhancing customer experience through improved product offerings & merchandising practices, improving product margins through efficient operations & stock management and engaging people through meaningful management interventions.

Mr. Auld has managed large businesses, has lead multi-functional international teams and has acquired insights that drive customer satisfaction across multiple product lines.

Mr. Auld has experience in managing front-end store operations as well as handling large networks of warehouses at the back end and has rich insights on the numerous interface that define the retail value chain.

Mr. Auld has held the position of Chief Executive Officer and Manager of the Company since May 2011. He was then re-appointed as the Manager of the Company w.e.f. 1<sup>st</sup> May 2014 for a period of 3 years. He was then appointed as the Managing Director of the Company w.e.f. 4<sup>th</sup> November 2014 for a period of 3 years. He was re-appointed as the Managing Director of the Company w.e.f. 1<sup>st</sup> May 2017 to 30<sup>th</sup> April 2020 for a period of 3 years on fresh terms and conditions.

2) Past remuneration:

Mr. Auld's remuneration during the financial year 2019-20 was ₹ 5.40 Crores.

3) Recognition or awards: Not Applicable

4) Job profile and his suitability:

Mr. Auld has been with the Company since May 2011. Under Mr. Auld's leadership and the guidance of the Board of Directors and its Committees, the turnover and profits & number of new stores of the Company has grown over the years. Mr. Auld's efforts to improve the product offerings has played a significant role in the last few years in developing long term sustainable fashion business for Westside and Zudio. The Company has established its presence in several major retail market segments and was acknowledged to be one of the leading and respected organized retailers in India with national presence.

Considering the excellent background of Mr. Auld and the International and domestic experience of over 37 years in retail industry, 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. Philip Auld 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.

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, Zudio 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.

By Order of the Board of Directors

M. M. Surti  
Company Secretary  
FCS: 4043

Mumbai, 22<sup>nd</sup> May 2020

**Registered Office:**

Bombay House, 24, Homi Mody Street,  
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Tel: 022-67008090

E-mail Id - [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com)

Website - [www.westside.com](http://www.westside.com)

Corporate Identity Number (CIN): L24240MH1952PLC008951

## Details of the Directors seeking re-appointment at the Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Mr. Bhaskar Bhat	Mr. Philip N. Auld
Director Identification No. (DIN)	00148778	03543080
Age	65 years	63 years
Date of first Appointment	27 <sup>th</sup> September 2010	4 <sup>th</sup> November 2014
Qualifications	IIT Chennai, IIM Ahmedabad	Belfast Technical College – A level
Expertise in specific functional area	Rich experience in Retail, Sales, Marketing, HR, International Business etc.	Mr. Auld has held the position of Chief Executive Officer and Manager of the Company since May 2011. He was then re-appointed as the Manager of the Company w.e.f. 1 <sup>st</sup> May 2014 for a period of 3 years. He was then appointed as the Managing Director of the Company w.e.f. 4 <sup>th</sup> November 2014 for a period of 3 years. He was re-appointed as the Managing Director of the Company w.e.f. 1 <sup>st</sup> May 2017 to 30 <sup>th</sup> April 2020 for a period of 3 years on fresh terms and conditions. He has more than 37 years of experience in retail industry which includes 30 years of overseas experience. 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
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• Titan Company Limited</li> <li>• CaratLane Trading Private Limited</li> <li>• Bosch Limited</li> <li>• Rallis India Limited</li> <li>• Tata Chemicals Limited</li> <li>• Tata SIA Airlines Limited</li> <li>• Tata Sons Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Tata Unistore Limited</li> <li>• Massimo Dutti India Private Limited</li> </ul>
Membership/ Chairmanships of committees of other companies	<ul style="list-style-type: none"> <li>• Titan Company Limited <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Stakeholders Relationship Committee (Member)</li> </ul> </li> <li>• Bosch Limited <ul style="list-style-type: none"> <li>- Corporate Social Committee (Chairman)</li> <li>- Audit Committee (Member)</li> <li>- Stakeholders Relationship Committee (Member)</li> <li>- Nomination &amp; Remuneration Committee (Member)</li> </ul> </li> <li>• Tata SIA Airlines Limited <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> </li> <li>• Rallis India Limited <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee (Member)</li> </ul> </li> <li>• Tata Chemicals Limited <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee (Member)</li> </ul> </li> </ul>	-
Relationship with other Directors and Key Managerial Personnel	None	None

For other details such as number of meetings attended during the year, number of equity shares held and remuneration drawn by the Directors, please refer to the Corporate Governance Report in the Annual Report.