

NOTICE

NOTICE is hereby given that the **SIXTY SEVENTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held on Thursday, 1st August 2019 at 3.30 p.m. at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400020 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 31st March 2019, 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 31st March 2019, together with the Report of the Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31st March 2019.
4. To appoint a Director in place of Mr. H. Bhat (DIN: 00478198) who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business

5. Re-appointment of Mr. Z. S. Dubash as an Independent 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 Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Z. S. Dubash (DIN: 00026206), who was appointed as an Independent Director at the Sixty Second Annual General Meeting of the Company and who holds office upto 13th August 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby

re-appointed with effect from 14th August 2019 as an Independent Director of the Company, not liable to retire by rotation, for a second term upto 25th April 2020.”

6. Re-appointment of Mr. S. Susman as an Independent 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 Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. S. Susman (DIN: 03503013), who was appointed as an Independent Director at the Sixty Second Annual General Meeting of the Company and who holds office upto 13th August 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed with effect from 14th August 2019 as an Independent Director of the Company, not liable to retire by rotation, for a second term upto 10th May 2021.”

7. Re-appointment of Mr. B. N. Vakil as an Independent 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 Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. B. N. Vakil (DIN: 00283980), who was appointed as an Independent Director at the Sixty

Second Annual General Meeting of the Company and who holds office upto 13th August 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed with effect from 14th August 2019 as an Independent Director of the Company, not liable to retire by rotation, for a second term upto 24th June 2022."

NOTES:

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), setting out material facts concerning the businesses under Item Nos. 5 to 7 set out above and details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 Annual General Meeting ('AGM') are annexed hereto.
- b) 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. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form for the Meeting is enclosed.
- c) Corporate members intending to send their authorized representative to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
- d) The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 23rd July 2019 to Thursday, 25th July 2019 (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 on or after Wednesday, 7th August 2019, as under:

- i. 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, 22nd July 2019;
 - ii. 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, 22nd July 2019.
- e) Members, Proxies and Authorized Representatives are requested to bring to the Meeting the enclosed Attendance Slip, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
 - f) In case of joint holders attending the AGM, 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.
 - g) Pursuant to the order of the National Company Law Tribunal and approval of the Securities and Exchange Board of India ('SEBI'), the Registry Business of TSR Darashaw Limited ('TSRDL') (the Registrar and Transfer Agent of the Company), is transferred to TSR Darashaw Consultants Private Limited ('TSRDCPL') with effect from 28th May 2019, pursuant to the de-merger of the Registry business from TSRDL to TSRDCPL. Accordingly, Members are requested to note that TSRDCPL is now the Registrar and Transfer Agent of the Company. However, the address and other contact details of Registrar and Transfer Agent of the Company remain unchanged.
 - h) 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 Permanent Account Number (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.
 - i) Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2012 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agent of the Company.

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 are requested to claim

their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. 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. 9th August 2018 on the website of the Company www.mywestside.com.

- j) 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 Participant 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.

- k) 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.

Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number, 9 digit MICR code and 11 digit IFS Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, TSRDCPL.

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 20th April 2018, the Company through its Registrar and Transfer Agent of the Company had sent letters in July 2018, September 2018 and October 2018, to those physical shareholders whose PAN and/or Bank account details were not available.

- l) 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 1st April 2019, except in case of request received for transmission or transposition of securities. The Company through its Registrar and Transfer Agent had sent letters in July 2018, September 2018 and October 2018, to physical shareholders requesting them to dematerialize their shareholding.

- m) 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 enclosed herewith and is also available for download on the Company's website www.mywestside.com. Members are requested to submit the said form to TSRDCPL 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.
- n) The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For other Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that the Notice and the Annual Report 2018-19 will also be available on the Company's website www.mywestside.com. To support 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with TSRDCPL/their Depository Participants, in respect of shares held in physical or electronic mode, respectively.

o) The route map showing directions to reach the venue of the Sixty Seventh AGM is annexed to this Notice.

p) 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 or TSRDCPL. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

q) Voting through electronic means

In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for remote e-voting are as under:

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' 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, your 'initial password' is communicated to you on your postal address.
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.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 E-voting Event Number ('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.

General Guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.co.in.

2. 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 to reset the password.
3. In case of any queries, 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- i. The remote e-voting period commences on Monday, 29th July 2019 (9.00 a.m. IST) and ends on Wednesday, 31st July 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Thursday, 25th July 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The facility for voting through ballot paper shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- iii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. A Member can vote either through remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- v. The voting rights of Members 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, 25th July 2019. 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 or voting at the Meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- vi. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
- vii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 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.
- ix. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mywestside.com and on the website of NSDL www.evoting.nsdl.com 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. The results will also be displayed on the Notice Board at the Registered office of the Company.
- x. 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, 1st August 2019.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 18th June 2019

Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai - 400001

E-mail Id - investor.relations@trent-tata.com;

Tel: 022-67008090

Website - www.mywestside.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 Nos. 5 to 7 in the accompanying Notice dated 18th June 2019.

Item Nos. 5, 6 and 7

At the Sixty Second Annual General Meeting of the Company held on 14th August 2014, the Members had appointed Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil as Independent Directors of the Company for a term commencing from 14th August 2014 to 13th August 2019.

The Board of Directors on recommendation of the Nomination and Remuneration Committee, has proposed the re-appointment from 14th August 2019 of the Independent Directors viz., Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil, not being liable to retire by rotation, for their second term upto 25th April 2020, 10th May 2021 and 24th June 2022 respectively.

The Company has, in terms of Section 160(1) of the Act received a notice in writing from a Member of the Company proposing the candidatures of Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil for the office of Directors of the Company.

The Board considers that the proposed re-appointment of Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil as Independent Directors, based on skills, experience & knowledge in diverse areas & performance evaluation, will be in the best interest of the Company.

Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have consented to act as Directors of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil, are eligible to be re-appointed as Independent Directors of the Company and have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and under the Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, these directors fulfill the conditions specified in the Act read with the Rules made there under and the Listing Regulations, for re-appointment as Independent Directors and they are independent of the management.

The terms and conditions of re-appointment of Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company and also at the Meeting.

Mr. Z. S. Dubash has varied experience in field of Finance, Management and Business Development.

Mr. S. Susman has valuable overseas experience in the retail business. Currently, he is the Chairman of Woolworths Holdings Limited, South Africa and is a Director of many eminent companies overseas.

Mr. B. N. Vakil has varied experience in field of Infrastructure and Project Finance, Banking, Finance and Derivatives, Joint Ventures, Acquisitions, Restructuring of Companies, Corporate Law, Private Equity Funds and Venture Capital.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil as Independent Directors is now being placed before the Members in general meeting for their approval.

The Board recommends the resolutions as set out at Item Nos. 5 to 7 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolutions.

Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil and their relatives, are concerned or interested in the Resolutions mentioned at Item Nos. 5 to 7 of the Notice, respectively relating to their own re-appointment. Other than these Directors, none of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the Resolutions mentioned at Item Nos. 5 to 7 of the Notice.

Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil are not related to any other Directors of the Company. The details of the Directors along with a brief resume are given in the Annexure to the Notice.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 18th June 2019

Registered Office:

Bombay House, 24, Homi Mody Street,
Mumbai - 400001

Email Id - investor.relations@trent-tata.com;

Tel: 022-67008090

Website - www.mywestside.com

Corporate Identity Number (CIN) : L24240MH1952PLC008951

Details of the Director seeking re-appointment at the Annual General Meeting

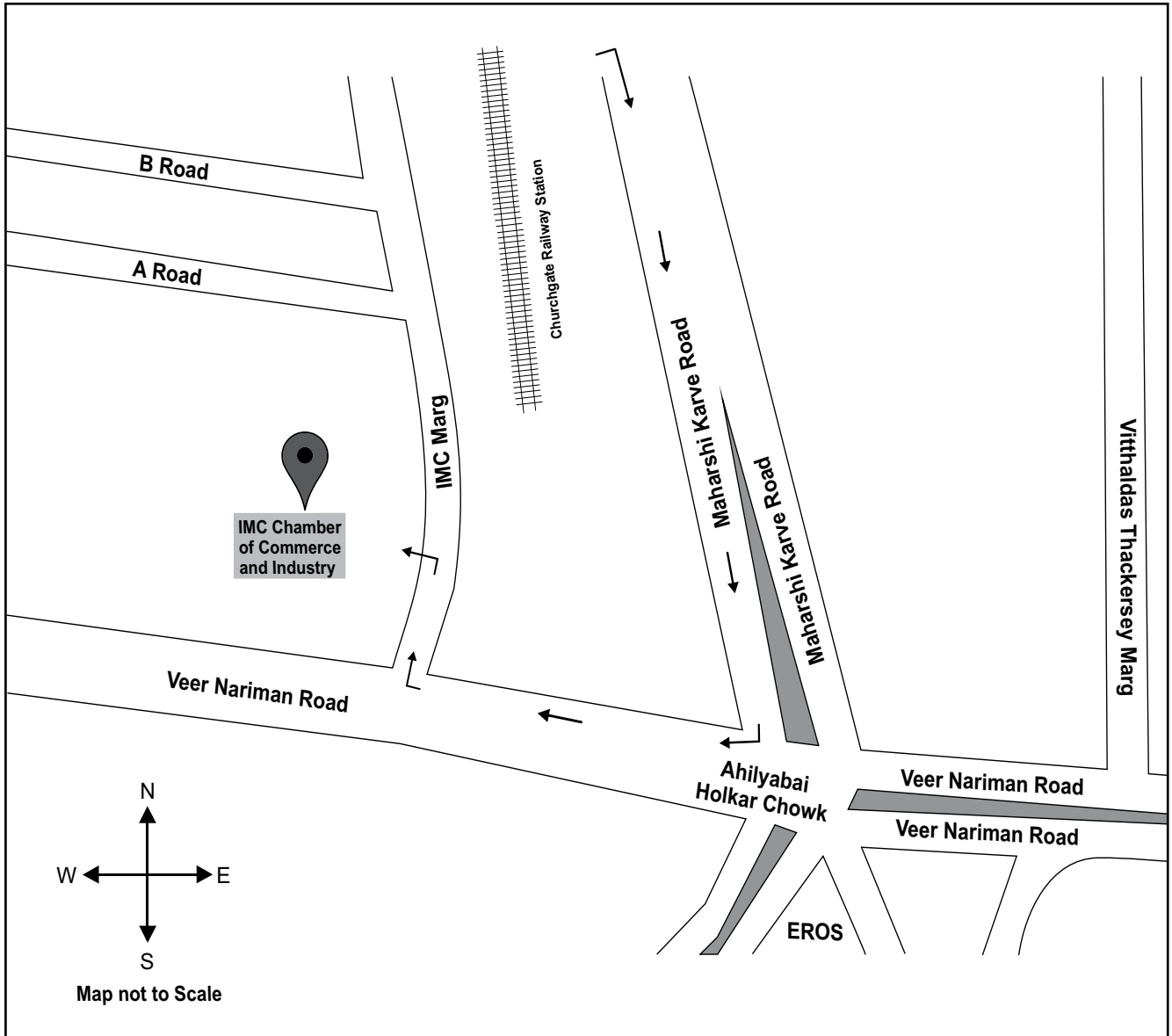
[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Particulars	Mr. H. Bhat	Mr. Z. S. Dubash
Director Identification No. (DIN)	00478198	00026206
Age	56 years	59 years
Date of first Appointment	1 st April 2014	26 th April 2010
Qualifications	Alumnus of BITS Pilani and IIM Ahmedabad	B. Com., MBA (Wharton), A.C.A. (England and Wales)
Expertise in specific functional area	Mr. H. Bhat has over 32 years of valuable experience with the Tata group. He is currently the Non- Executive Chairman of Tata Coffee Limited. He is also a Director of many eminent companies.	Mr. Z. S. Dubash has over 39 years of valuable experience in the field of finance, management and business development. He is currently COO of Warburg Pincus India Pvt. Ltd. He is also a Director of many eminent companies.
Directorships held in other body corporates as on 31 st March 2019	<ul style="list-style-type: none"> • Tata Global Beverages Ltd. • Tata Coffee Ltd. • Tata Starbucks Pvt. Ltd. • Infiniti Retail Ltd. • Tata Unistore Ltd. • Titan Company Ltd. • Tata AIA Life Insurance Company Ltd. • The Advertising Standards Council of India 	<ul style="list-style-type: none"> • Tata Investment Corporation Ltd. • Computer Age Management Services Pvt. Ltd. (Nominee Director – Representative of Great Terrain Investments Ltd.)
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2019	<p>Tata Global Beverages Ltd. - Audit Committee (Member)</p> <p>Tata Coffee Ltd. - Stakeholders Relationship Committee (Member)</p> <p>Titan Company Ltd. - Audit Committee and Stakeholders Relationship Committee (Member)</p> <p>Tata Starbucks Pvt. Ltd. - Audit Committee (Member)</p>	Computer Age Management Services Pvt. Ltd. – Audit Committee (Member)
Number of equity shares held in the Company as on 31 st March 2019	-	-
Relationship with other Directors and Key Managerial Personnel	None	None

Particulars	Mr. S. Susman	Mr. B. N. Vakil
Director Identification No. (DIN)	03503013	00283980
Age	69 years	60 years
Date of first Appointment	11 th May 2011	25 th June 2012
Qualifications	St. Andrew's College Grahamstown (Mat.)	<ul style="list-style-type: none"> • Bachelor of Law, Bombay University • Advocate Bar Council of Maharashtra & Goa • LL.M, Columbia University, New York, USA • Member, New York State Bar Association • Solicitor, India
Expertise in specific functional area	Mr. S. Susman has valuable overseas experience of over 48 years in the retail business. Currently, he is the Chairman of Woolworths Holdings Limited, South Africa and is a Director of many eminent companies overseas.	Mr. B. N. Vakil has varied experience of over 36 years in the field of Infrastructure and Project Finance, Banking, Finance and Derivatives, Joint Ventures, Acquisitions, Restructuring of Companies, Corporate Law, Private Equity Funds and Venture Capital. Mr. Vakil is one of the founding Partners of AZB & Partners. He is also a Director of many eminent companies.
Directorships held in other body corporates as on 31 st March 2019	<ul style="list-style-type: none"> • Woolworths Holding Ltd. (South Africa) • Capstone Assets Proprietary Ltd. (South Africa) • Capstone Asset Management Proprietary Ltd. (South Africa) • Smalblaar River Farm (Pty) Ltd. (South Africa) • Versim Investments (Pty) Ltd. (South Africa) • Intercontinental Group of Department Stores (Switzerland) • Conservation International (South Africa) • Business Against Crime South Africa (South Africa) • Centre for Environmental (Leadership & Business USA) • University of Stellenbosch Business School (South Africa) • Virgin Active Group Limited Active Topco Roadtown, Tortola British Virgin Islands • Al Tayer Ltd. (Dubai) • CapitalGro (Pty) Ltd. (South Africa) 	<ul style="list-style-type: none"> • Peninsula Trustee Ltd. • Axis Capital Ltd. • Voltas Ltd. • Bodhi Global Services Pvt. Ltd. • Cashpor Financial and Technical Services Pvt. Ltd. • Ge- Hitachi Nuclear Energy India Pvt. Ltd. • Grameen Capital Investment Advisors Pvt. Ltd. • Grameen Capital India Pvt. Ltd. • Inarco Pvt. Ltd. • Aakar Innovations Pvt. Ltd. • Sashakt India Asset Management Ltd. • Indian Council on Global Relations • Centre for Advancement of Philanthropy • World Monuments Fund India Association • Cashpro Micro Credit (Nominee Director) • Aayushya Foundation
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2019	-	<p>Axis Capital Ltd. - Audit Committee (Member)</p> <p>Grameen Capital India Pvt. Ltd.- Audit Committee (Member)</p> <p>Voltas Ltd. – Stakeholders Relationship Committee (Member)</p>
Number of equity shares held in the Company as on 31 st March 2019	-	-
Relationship with other Directors and Key Managerial Personnel	None	None

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

Route Map of the Venue of the 67th Annual General Meeting





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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./DP ID-Client ID No. :

I/We, being the Member(s) of shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our Proxy to attend and vote (on a ballot) for me/us and on my/our behalf at the SIXTY SEVENTH ANNUAL GENERAL MEETING of the Company, to be held on Thursday, 1st August 2019 at 3.30 p.m. at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, 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 st March 2019, together with the Report of the Auditors thereon		
3.	To declare dividend on Equity Shares for the financial year ended 31 st March 2019		
4.	To appoint a Director in place of Mr. H. Bhat (DIN: 00478198) who retires by rotation, and being eligible, offers himself for re-appointment		
Special Business			
5.	Re-appointment of Mr. Z. S. Dubash as an Independent Director of the Company		
6.	Re-appointment of Mr. S. Susman as an Independent Director of the Company		
7.	Re-appointment of Mr. B. N. Vakil as an Independent Director of the Company		

Signed this _____ day of _____ 2019

Affix Revenue Stamp

Signature of Shareholder: _____ Signature of Proxy holder: _____

NOTE:

This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Bombay House, 24, Homi Mody Street, Mumbai - 400001, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To,
TSR Darashaw Consultants Private Limited
Unit: **Trent Limited**
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi,
Mumbai 400011

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF SECURITIES (in respect of which nomination is being made) :

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of Birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness(s)

Signature(s)



Corporate Identity No. (CIN): L24240MH1952PLC008951
Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400001
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ATTENDANCE SLIP

**67TH ANNUAL GENERAL MEETING ON THURSDAY, 1ST AUGUST 2019 AT 3.30 P.M.
at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry , IMC Building, IMC Marg, Churchgate, Mumbai – 400020**

I/We hereby record my/our presence at the SIXTY SEVENTH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, IMC Chamber of Commerce and Industry , IMC Building, IMC Marg, Churchgate, Mumbai – 400020 on Thursday, 1st August 2019 at 3.30 p.m.

Member's Folio/ DP ID-Client ID No. Member's/ Proxy's name in Block Letters Member's/ Proxy's Signature

NOTES:

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, at the entrance of the Meeting Hall.
3. Shareholder/ Proxyholder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting.