

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each, as amended from time to time, that the Resolution appended below is proposed to be passed by the Members of Trent Limited (the "Company") by way of Postal Ballot including voting by electronic means ("e-voting").

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Resolution setting out the material facts and the reasons thereof, is appended along with a Postal Ballot Form. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, has appointed Mr. P. N. Parikh (Membership No. FCS 327 CP 1228) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331 CP 9511) and failing him Ms. Sarvari Shah (Membership No. FCS 9697 CP 11717) of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Tuesday, 24th January 2023. Postal Ballot Forms received after that date will be strictly treated as if no reply from such Member has been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically on or before 5.00 p.m. (IST) on Tuesday, 24th January 2023. Members are requested to follow the procedure as stated in the Notes.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized. The results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot. The said results would be displayed on the Notice Board at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.trentlimited.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

SPECIAL BUSINESS:

Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Trent Hypermarket Private Limited ("THPL"), a Joint Venture Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and THPL, for an aggregate value not exceeding ₹ 700 Crores during the financial year 2022-23, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 19th December 2022

Registered Office:

Bombay House, 24, Homi Mody Street,

Mumbai - 400 001

Tel: 022-67008090

Email id - investor.relations@trent-tata.com; Website - www.trentlimited.com

Corporate Identity Number (CIN): L24240MH1952PLC008951

NOTES:

1. A relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed Resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered or requests for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, www.trentlimited.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 9th December 2022 (Cut-Off Date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member casts his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall not be considered.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Tuesday, 24th January 2023. Further, Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a duly convened General Meeting of the members.
7. A member cannot exercise his vote by proxy on a Postal Ballot.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investor.relations@trent-tata.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Monday, 26th December 2022 to Tuesday, 24th January 2023. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person with the proof of their authorization.





10. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes either through physical postal ballot or by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
11. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. (IST) on Tuesday, 24th January 2023. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed business reply envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Tuesday, 24th January 2023, it will be considered that no reply from the Member has been received.
12. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsd.com or from the Company's website www.trentlimited.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) on Tuesday, 24th January 2023.
13. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company on investor.relations@trent-tata.com or at its registered office or download the Postal Ballot Form from the Company's website, www.trentlimited.com or from the website of NSDL, www.evoting.nsd.com.
14. The instructions for e-voting are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>d) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>   </p>   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. To login on Easi / Easiest, the users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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 folio number is 001*** and EVEN is 123066 then user ID is 123066001***

5. Password details for shareholders other than Individual shareholders 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 below in process for those 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.
- 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 etc.
- 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 trentlimitedscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
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 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 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager - NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

I. Registration of email addresses with TCPL:

The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose email address are not registered in their account/folio and 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 following to TCPL on or before Monday, 16th January 2023 (5:00 p.m. IST).

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

- a) Visit the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html
- b) Select the name of the Company from dropdown: Trent Limited
- c) Enter the DP ID & Client ID/ Physical Folio Number, Name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- d) Enter Mobile No. and email id and click on Continue button.
- e) System will send OTP on mobile no. and e-mail id.
- f) Upload :
 1. Self-attested copy of PAN card &
 2. Address proof viz Aadhaar Card, passport or front and back side of share certificate in case of Physical folio.
- g) Enter OTP received on mobile no. and e-mail id.
- h) The system will then confirm the e-mail address for receiving this Postal Ballot Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. In case of any queries, Members may write to csg-unit@tcplindia.co.in or evoting@nsdl.co.in

II. Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring User ID and Password for e-voting for the resolution 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1(A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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 TCPL, in respect of physical holding, by writing to them at csg-unit@tcplindia.co.in. 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/ TCPL to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

15. Other Instructions:

- i. The e-voting period commences from 9.00 a.m. (IST) on Monday, 26th December 2022 and upto 5.00 p.m. (IST) on Tuesday, 24th January 2023. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 9th December 2022 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- iii. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website www.trentlimited.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to the Item mentioned in the accompanying Notice.

Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from 1st April 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

In view of the afore mentioned regulatory changes the Resolution as set out in the accompanying notice is placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPTs between the Company and Trent Hypermarket Private Limited ('THPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021, are as follows:

Sr. no.	Description	Details of proposed RPTs between the Company and THPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	THPL is a 50:50 joint venture between the Company and Tesco Plc UK and operates the retail business (under the Star Banner).
b.	Type, material terms, monetary value, tenure and particulars of the proposed RPTs.	The Company and THPL have entered into / propose to enter into the following RPTs during FY 2022-23, for an aggregate value not exceeding ₹ 700 crores: <ul style="list-style-type: none">• Sale of goods• Providing of retail business arrangement service• Rent, common area maintenance, facility charges, related expense reimbursements etc.• Asset sale or purchase
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	15.85 %

2.	Justification for the proposed RPTs.	<ul style="list-style-type: none"> To display, market and promote Zudio branded products from select store locations of THPL, which operates its retail business under the Star banner. Realise cost management efficiencies and administrative convenience and synergies by aggregating spends as well leveraging existing contracts / relationships with service providers / vendors.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not applicable
a.	Details of the source of funds in connection with the proposed transaction.	
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> Nature of indebtedness, Cost of funds and Tenure. 	
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The proposed RPTs have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed RPTs are on arm's length basis. The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in the 'Notes' section forming part of this Notice.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. N. N. Tata - Chairman of the Company is the Chairman of THPL. Mr. P.Venkatesalu – Executive Director and CEO of the Company is a Director of THPL Mr. Neeraj Basur – Chief Financial Officer of the Company is a Director of THPL
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the said Ordinary Resolution for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 19th December 2022

Registered Office:
Bombay House, 24, Homi Mody Street,
Mumbai - 400 001
Tel: 022-67008090
Email id - investor.relations@trent-tata.com; Website - www.trentlimited.com
Corporate Identity Number (CIN): L24240MH1952PLC008951



Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400001;
Corporate office: Trent House, G Block, Plot No. C-60, Besides Citi Bank, Bandra Kurla Complex, Bandra East, Mumbai 400 051;
Tel: (91-22) 6700 8090; Email id: investor.relations@trent-tata.com;
Website - www.trentlimited.com; CIN: L24240MH1952PLC008951

POSTAL BALLOT FORM

1. Name & registered address :
of the sole/first named
Member

2. Name(s) of the joint :
Member(s), if any

3. Registered Folio No./ :
DP ID No. & Client ID No.*
(*Applicable to Members holding
shares in dematerialized form)

4. Number of Equity Shares held :

5. E-voting Event Number (EVEN):

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice of Trent Limited ("Company") by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark in the appropriate box below:

Description of the Ordinary Resolution	No. of equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company			

Place :

Date :

Signature of the Member



ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link www.evoting.nsdl.com. The electronic voting particulars are set out as follows:

EVEN (E-voting Event Number)	USER ID	PASSWORD

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

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Monday, 26 th December 2022	Up to 5:00 p.m. (IST) on Tuesday, 24 th January 2023

Notes:

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

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the Postal Ballot Notice.
4. A Member desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it so as to reach the Scrutinizer, Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretaries in the enclosed postage prepaid self-addressed envelope not later than 5:00 p.m. (IST) on Tuesday, 24th January 2023. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received. Envelope containing Postal Ballot Form, if deposited in person or sent by courier/registered post/speed post at the expense of the Member will also be accepted.
5. The Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by any next named Member.
6. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten or wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
7. In the case of shares held by Institutions, Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization together with the specimen signature(s) of the duly authorised signatories. A Member may sign the Postal Ballot Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form.
8. A Member seeking duplicate Postal Ballot Form can write to the Company, at its registered office, or its Registrar and Share Transfer Agents : TSR Consultants Private Limited; Unit: Trent Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Tuesday, 24th January 2023.
9. The exercise of vote through Postal Ballot Form is not permitted through a proxy.
10. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name(s) of the Member(s)/list of beneficial owners as received from NSDL/CDSL on the cut-off date i.e., Friday, 9th December 2022.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope. If any other papers are found the same will be destroyed by the scrutinizer.
12. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Members.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right as on the cut-off date should treat the Notice for information purpose only.
15. The results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.trentlimited.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com