

TRENT
LIMITED

A **TATA** Enterprise

60th Annual Report
2011-12



**Changing Styles.
Timeless Values.**









landmark



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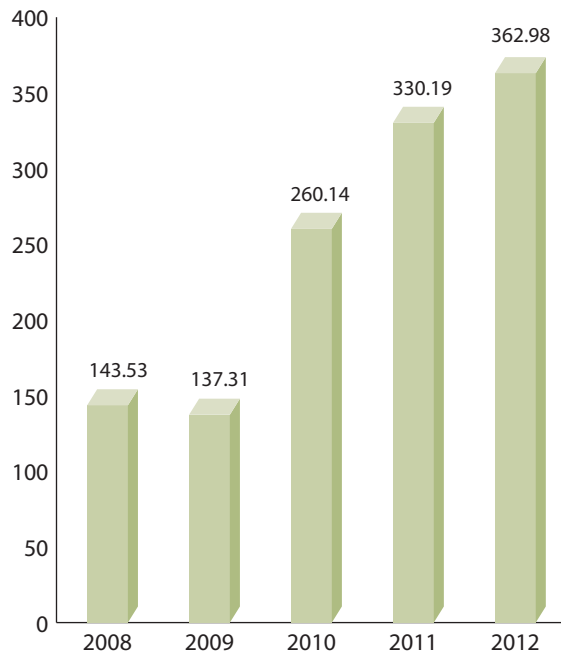
Annual General Meeting	: 10 th August 2012
Time	: 3.00 p.m.
Venue	: Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

BOOK CLOSURE DATES
WEDNESDAY, 25TH JULY 2012 — FRIDAY, 27TH JULY 2012

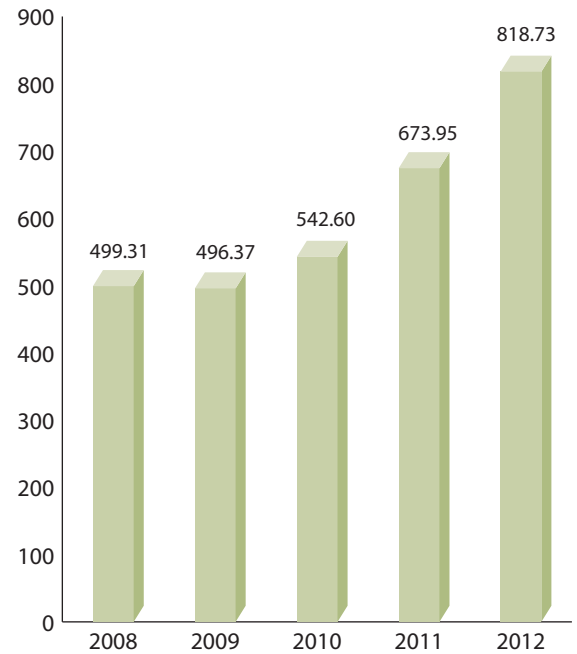
Financial Highlights

₹ in Crores

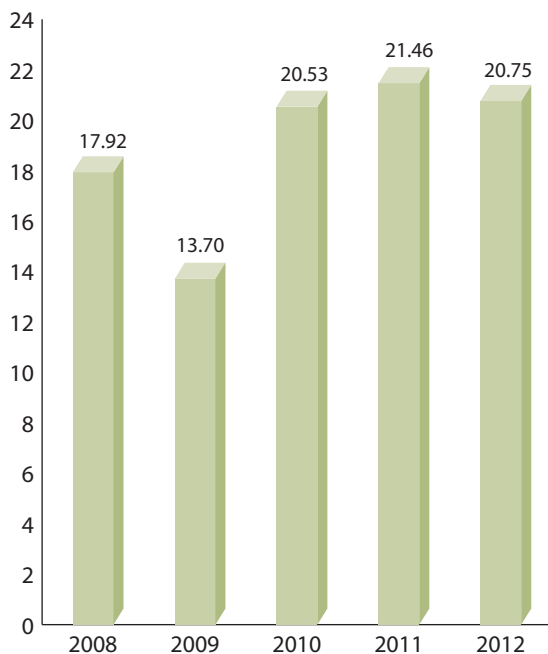
Gross Fixed Assets



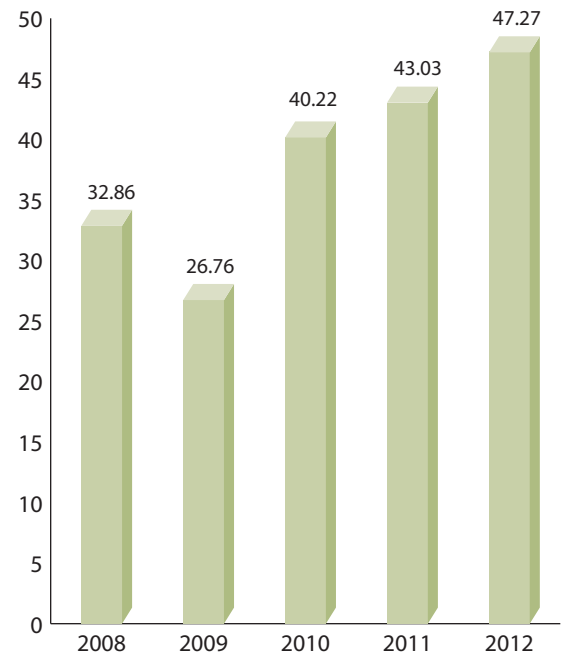
Turnover (Sales)



EPS - Basic (₹ per share)



Profit After Taxes



Chairman Emeritus

S. N. Tata

Board of Directors

F. K. Kavarana (Chairman)

N. N. Tata (Vice Chairman)

A. D. Cooper

K. N. Suntook (upto 17th April 2012)

Z. S. Dubash

B. Bhat

S. Susman

B. N. Vakil (w.e.f. 25th June 2012)

Company Secretary

M. M. Surti

Registered Office

Bombay House,

24, Homi Mody Street,

Mumbai - 400 001

Tel:022-6665 8282

Fax:022-2204 2081

E-mail: investor.relations@trent-tata.com

Visit us: www.mywestside.com

Registrar and Transfer Agents

TSR Darashaw Limited

6-10, Haji Moosa Patrawala Industrial Estate,

20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Tel: 022-6656 8484

Fax: 022-6656 8494

E-mail: csg-unit@tsrdarashaw.com

Solicitors

AZB and Partners

Auditors

M/s. N. M. Rajji & Co.,

Chartered Accountants

Bankers

Citibank N.A.

ICICI Bank Limited

HDFC Bank Limited

TRENT LIMITED
Financial Statistics

(₹ in Crores)

Year	CAPITAL ACCOUNTS					REVENUE ACCOUNTS							
	Capital	Reserves and Surplus	Borrowings	Net Block	Investments	Net Revenue	Net Expenditure	Depreciation	Profit Before Taxes	Profit After Taxes	Dividend including Div. Tax	Dividend Per Equity Share %	Earnings Per Share Basic-Rupees
2002-03	13.12	184.89	0.29	40.11	112.82	115.62	100.82	2.75	12.05	16.89	8.14	55	12.88
2003-04	13.12	193.95	0.28	51.13	110.45	160.51	136.97	3.06	20.48	17.20	8.14	55	13.11
2004-05	13.12	204.02	0.26	62.49	113.13	237.15	208.05	4.54	24.56	19.06	8.99	60	14.11
2005-06	14.43	255.17	65.72	71.96	232.97	342.66	300.35	8.00	34.29	24.38	10.69	65	17.19
2006-07	15.76	371.73	65.67	85.02	308.22	450.31	401.41	7.91	40.99	32.41	12.91	70	20.66
2007-08	19.53	586.30	65.61	125.29	469.34	521.02	474.84	8.86	37.32	32.86	15.25	70	17.92
2008-09	19.53	587.23	165.55	108.69	395.85	521.02	483.51	9.23	28.28	26.76	12.57	55	13.70
2009-10	27.04	613.47	250.52	223.45	395.18	581.58	531.25	11.85	49.85	40.22	15.19	65	20.53
2010-11	35.96	1,046.00	275.00	291.76	424.97	729.32	652.51	13.63	60.32	43.04	17.53	75	21.46
2011-12	38.70	1,315.48	240.00	304.71	705.15	912.04	842.36	15.95	44.58	47.27	19.95	65	20.75

Note : Figures are regrouped wherever necessary

DIRECTORS' REPORT

**TO THE MEMBERS OF
TRENT LIMITED**

The Directors present their Sixtieth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2012.

1. Financial Results	2011-2012	2010-2011
	₹ Crores	₹ Crores
Total Income	912.04	729.32
Profit before tax	44.58	60.32
Less: Provision for taxation	(2.69)	17.28
Profit after tax	47.27	43.04
Add: Balance brought forward from previous year	52.79	37.27
Balance available for Appropriations	100.06	80.31
Appropriations		
Proposed Dividend on:		
Equity Shares	17.72	15.05
Preference Shares	0.01	0.01
Dividend Paid on Equity/Preference Shares	0.00	0.01
Tax on dividend	2.21	2.45
Transfer to Debenture Redemption Reserve	5.00	5.00
Transfer to General Reserve	5.00	5.00
Balance carried forward	70.12	52.79
	100.06	80.31

Income for the year at ₹912.04 crores increased by 25% from the previous year's ₹729.32 crores while profit after tax for the year at ₹47.27 crores increased by 9.8% from the previous year's ₹43.04 crores.

2. Conversion of Cumulative Compulsorily Convertible Preference Shares into Equity Shares

The Company had issued Cumulative Compulsorily Convertible Preference Shares (CCPS) on a Right basis to the Members of the Company in August 2010, comprising of 44,51,414 CCPS Series A and 44,51,414 CCPS Series B aggregating to ₹489.66 crores. Each CCPS of face value of ₹10 has been issued at a premium of ₹540 each.

44,51,414 CCPS Series A were compulsorily and automatically converted into 44,51,414 fully paid-up Equity Shares of ₹10 each on 1st September 2011. Consequent upon which, the paid up equity share capital of the Company has increased from ₹20.06 crores to ₹24.51 crores.

One CCPS Series B will be compulsorily and automatically converted into One fully paid-up Equity Share of ₹10 each on 1st September 2012. CCPS Series B are traded on the BSE Limited and the National Stock Exchange of India Limited.

3. Qualified Institutions Placement

The Company on 16th March 2012 allotted 27,41,228 Equity Shares of ₹10 each at a price of ₹912 per Equity Share aggregating to ₹250 Crores to Qualified Institutional Buyers, in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended. Consequent upon which, the paid up equity share capital of the Company has increased from ₹24.51 crores to ₹27.25 crores.

The Qualified Institutions Placement Issue was carried out in accordance with the Special Resolution passed by the Members of the Company through postal ballot on 14th November 2011.

4. Dividend

The Board of Directors recommend payment of dividends, subject to the approval by the Members at the Annual General Meeting:

(i) 0.1% Redeemable Preference Shares

The Board of Directors recommend the payment of a Dividend @ 0.1% for the year ended 31st March 2012 on the 70,000 Redeemable Preference Shares of ₹1000 each allotted on 26th March 2010.

(ii) 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series B

The Board of Directors recommend the payment of a Dividend @ 0.1% per annum on CCPS Series B of ₹10 each, from the date of allotment i.e. 28th August 2010 and upto the date on which the CCPS Series B will be compulsorily and automatically converted into fully paid up Equity Shares of ₹10 each i.e. on 1st September 2012.

(iii) Equity Shares

The Board of Directors recommend the payment of a Dividend @ 65 % i.e. ₹6.50 per Equity Share on 2,72,49,519 Equity Shares of ₹10 each for the year ended 31st March 2012 (previous year @ 75% i.e. ₹7.50 per share on 2,00,56,877 Equity Shares of ₹10 each). This alongwith dividend distribution tax represents a pay-out ratio of over 42% of the profit after tax.

5. Management Discussion and Analysis

A separate section on Management Discussion and Analysis (MD&A) is included in the Annual Report as required in Clause 49 of the Listing Agreement with the BSE Limited and the National Stock Exchange of India Limited. The MD&A includes discussion on the following matters within the limits set by the Company's competitive position: industry prospects and developments, opportunities and risks, the performance of key retail formats and the outlook for the business, risks and concerns, internal control systems & their adequacy and discussion on financial performance.

6. Subsidiaries

a) Key operating subsidiaries

Details on the performance of the two key operating subsidiaries of the Company viz., Trent Hypermarket Limited (Star Bazaar - Hypermarket business) and Landmark Limited (books, music, gaming and toys business) is included in the MD&A.

b) Fiora Services Limited

Fiora continues to render various services to the Company in terms of sourcing activities, warehousing, distribution, clearing and forwarding. The services have been improved recently to help reduce turnaround time.

The other subsidiaries of the Company continue to support primarily the Company's real estate needs etc.

c) Subsidiary Accounts

The Ministry of Corporate Affairs vide its circular dated 8th February 2011 granted general exemption to Holding Companies from attaching the annual accounts of its subsidiary companies subject to certain conditions.

Accordingly the said documents are not attached to the Balance Sheet of the Company. A statement containing financial details of the Company's subsidiaries is included in the consolidated Balance Sheet in the Annual Report. The Annual Accounts of the subsidiary companies and the related detailed information will be made available to the members of the holding and subsidiary companies seeking such information at any point of time. Further, the Annual Accounts of the subsidiary companies will also be kept open for inspection by any member at the Registered Office of the Company, the Corporate Office of the Company and also at the Registered Offices of the subsidiary companies.

7. Quality Initiatives

The Company participates in the Tata Business Excellence Model (TBEM), which emphasizes quality, leadership, strategic planning, customer orientation and services, process orientation, human relations, shareholder value and commitment to community development.

8. Corporate Sustainability

Corporate Sustainability at Trent integrates economic progress, environmental concerns and social commitment.

As a retail organization, having a trained talent pool with a strong orientation for customer service is very important to business. Trent decided to address this challenge by tapping into the huge pool of talent available from the underprivileged sections of society. This initiative called Saksham (*Sanskrit for capable*) was pioneered, that aims to enhance the employability skills and provide gainful employment to these sections of society. Since its inception in 2009, this initiative has yielded 474 employable aspirants out of which, 370 have gained employment so far.

This programme supports our affirmative action policy that encourages and recognizes equal employment opportunity to underprivileged sections of society.

We understand our responsibility as a good corporate citizen to help strengthen the communities in which we live and work. We encourage our employees to become involved in the communities by lending their voluntary support by conducting knowledge sharing sessions to the Saksham programme. These programmes enrich the quality of life and opportunities for all.

Recognizing our efforts for our affirmative action initiatives, this year at the Business Excellence convention, Trent has been the recipient of two prestigious awards for the second consecutive year. While one award was for our special initiatives in the area of providing employment to the underprivileged people, the other was for being assessed at a higher score band (50-60%) than last year (40-50%).

As every year a special fund is created from the sale of Diyas and Stars from our stores during Diwali and Christmas respectively. This year 23 projects, that are aligned with our areas of concern- "Child: Education and Nutrition", of NGOs are being supported.

9. Corporate Governance

A separate section on Corporate Governance is included in the Annual Report along with the certificate from the Company's Auditors confirming compliance with conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreements with the BSE Limited and the National Stock Exchange of India Limited.

10. Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the Operating Management, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have, in the selection of accounting policies, consulted the Statutory Auditors, and have applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis.

11. Directors

Mr. K. N. Suntook was associated with the erstwhile Lakme Ltd. (now Trent Ltd.) since 1968 and held significant leadership positions including that of a Whole-time Director of the Company. He was thereafter appointed as President of Tata Services Ltd., pursuant to which he stepped down as the Whole-time Director of the Company. Mr. Suntook was thereafter re-appointed as a Non-executive Director of the Company which position he held for over 18 years until 17th April 2012 when he stepped down from the Board of Directors in accordance with the Tata Policy on retirement of Non-executive Directors. The Board places on record its sincere appreciation of the valuable contribution made by Mr. Suntook to the Company in providing advice and counsel with regard to the business strategies and investments which have significantly contributed to the Company's growth and stature over the last 40 years.

The Board on 25th June 2012 had appointed Mr. B. N. Vakil as an Additional Director of the Company. He holds office upto the date of the forthcoming Annual General Meeting and the Company has received a notice from a member intending to propose the candidature of Mr. Vakil as a Director of the Company. In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Z. S. Dubash and Mr. A. D. Cooper are liable to retire by rotation and are eligible for re-appointment.

Brief particulars of Mr. Vakil, Mr. Dubash and Mr. Cooper are annexed to the Notice of the Annual General Meeting in accordance with the Listing Agreement entered with the Stock Exchanges.

12. Auditors

The Auditors, M/s. N. M. Rajji & Co., Chartered Accountants, retire and are eligible for reappointment. It is proposed to reappoint the Auditors to hold office up to the conclusion of the Annual General Meeting for the year ending 31st March 2013.

13. Statutory Information

A. Fixed Deposits

During the year under review, the Company has not accepted any fixed deposit from the public. As on 31st March 2012, there were no deposits which were unclaimed and due for repayment.

B. Particulars of employees

The particulars of employees as required to be disclosed in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, and the Companies (Particulars of Employees) Rules, 1975, as amended, are annexed to the Directors' Report. However, as per the provisions of Section 219 (1)(b)(IV) of the Companies Act, 1956, the Report and the Accounts are being sent to all members of the Company excluding the aforesaid information. The aforesaid information is also available for inspection at the Registered Office of the Company. Any member interested in obtaining such particulars may write to the Company Secretary.

14. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of Energy:

The Company consciously makes all efforts to conserve energy across all its operations.

B. Technology Absorption : Nil

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange earnings and outgo are stated on page 68 in the notes to the Balance Sheet and Profit and Loss Account. The Company earned ₹14.44 crores in foreign currency from retail sales through International credit cards.

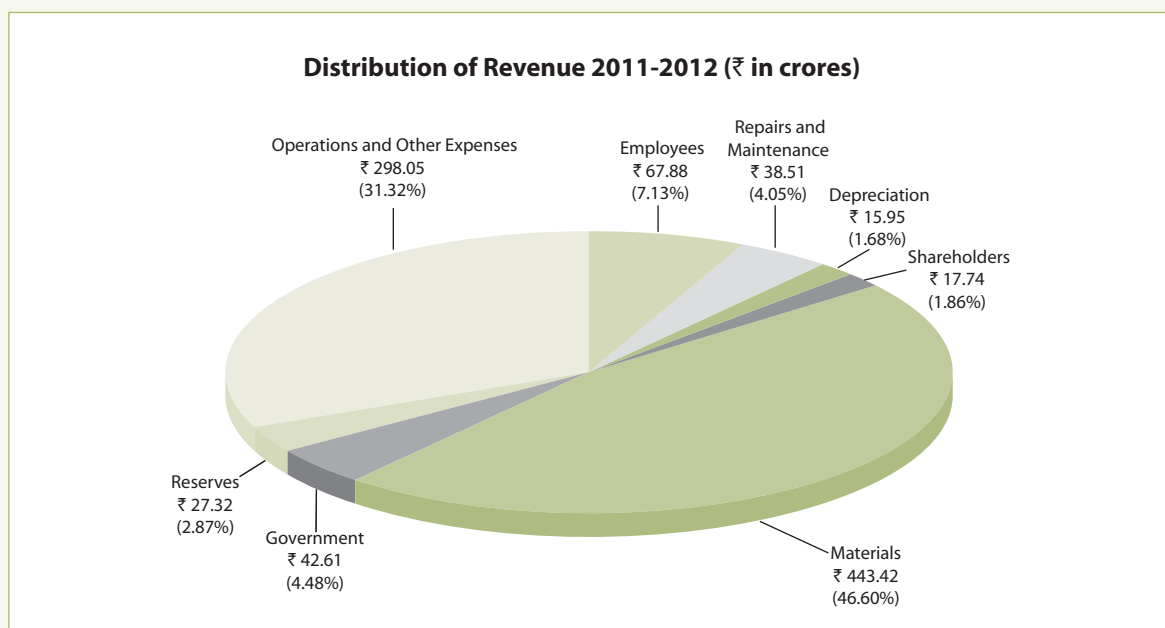
15. Acknowledgements

The Board wishes to place on record their sincere appreciation for the continued support which the Company has received from its customers, suppliers, shareholders, promoters, bankers, group companies and above all, its employees.

On behalf of the Board of Directors

F. K. Kavarana
Chairman

Mumbai, 25th June 2012



MANAGEMENT DISCUSSION AND ANALYSIS

The economic backdrop continued to be an important factor impacting the performance of Companies across sectors including organized retail. Consumer sentiment and business confidence registered a significant improvement in the first three quarters of the Financial Year 2010-11, and a host of sectors including Auto, IT services and NBFC's witnessed strong off take. However, in the period thereafter economic growth has decelerated and both business & consumer sentiment has been increasingly muted. Inflation continues to be an important concern area. Elevated inflation and inflation expectations has meant that the Reserve Bank of India has been compelled to maintain the bench mark interest rates at a much higher level than was seen warranted or expected earlier.

As observed in prior years, the organized retail space in the first decade of this century was viewed as offering enormous potential for growth in India. However, post FY08 the industry witnessed a sharp moderation in expectations with most retailers across formats facing significant head winds in terms of like-for-like growth, and challenge to viability of stores at rentals contracted during FY07 and FY08. While the same store sales growth was impacted during this period, nevertheless the slowdown was positive, especially from a real estate and talent availability perspectives. Following the pronounced slowdown, the industry witnessed a modest recovery in FY09-10, especially in the second half. This recovery gathered further momentum in the first three quarters of FY10-11 and yielded strong double-digit like-for-like growth across most credible retail formats. The recovery also meant that key business Groups with interest in the organized retailing revived their expansion plans shelved during the prior economic slowdown.

FY11-12 has again been a difficult year for the organized retail industry with economic headwinds leading to a decline in consumer's discretionary spending given higher inflation and interest rates. During the period under review, weaker players with less compelling retail offerings and especially those also burdened with significant financial leverage have been severely constrained. This play-out has reinforced our belief that building a long term sustainable business model is of paramount importance. And only those retailers with more robust format offerings would be in a position to take advantage of the enormous potential for growth offered by the Indian economy.

Near term issues notwithstanding the organized retail opportunity in India continued to attract significant interest from both large Indian business houses and multinational retailers overseas. It is our continued belief that over the medium to long term, most of the earlier arguments in favour of the sector (demographics, penetration of organized retail and consumer profile) continue to be valid, as they were previously. Consistent with the discussion presented in the last year's report, consider the following:

- **Demographic dividend and augmented domestic consumption:** India's population of over 1.2 billion is the second largest population in the world after China and continues to grow at over 1.3% per annum *adding* a number each year equivalent to the total population of some of the developed countries. In both China and India, the population has grown significantly over the past decade. But India's population growth (16%) vs. China's (5%) makes it likely that India will replace China as the world's most populous country in the next 15 years. India benefits from a large youth population that is being increasingly well absorbed into the workforce.

Of this, India's urban population is estimated to be in region of 300 million people. The pace of urbanization in India is expected to increase significantly going forward, with an estimated compound annual growth rate of 2.1%, double that of China's in the period upto 2050. Urban population represents the highest potential from an organized retail perspective and is concentrated largely in the top 180 cities, with the remaining population in about 5,000 urban centers. Urban consumption has been repeatedly cited as the primary growth driver across sectors, and in many respects the following underlying trends seem to confirm this hypothesis:

1. A more evolved consumption basket vis-à-vis the non-urban audience, with higher proportion of spend towards housing, travel, apparel and medical needs;
2. Higher & growing proportion of people in middle and upper income classes;
3. Superior and improving performance of the urban population in terms of 'quality of life' measures including infant mortality, birth rate and death rate.

The play-out of the above trends has largely been aided by the services and industrial sectors, which have led the underlying GDP growth over the past decade. These trends look set to continue, and should also continue to aid increase in consumption levels over the medium term.

Further, empirical evidence from other countries like China and Brazil indicates that discretionary household spending tends to significantly take-off when per-capita income increases beyond certain thresholds. Observers note that per-capita income of US\$3000 is one such possible threshold – incidentally China crossed this level in the early 2000s and India is estimated to have crossed this level in purchasing power parity terms in 2010.

- **Economic growth:** While India has witnessed deceleration in GDP growth rate in the recent quarters due to various factors, the play-out is still significantly positive vis-à-vis the developed countries. The GDP growth levels in India has averaged at just over 8% in the period since 2004 and compares very favorably vis-à-vis the FY92 to FY03 average of 5.4%. Relatively India is one of the fastest growing economies in the world and the nominal private final consumption expenditure is expected to increase by about four times to over US Dollar 3.5 trillion in 2020 from the current level. Demographics is expected to be a significant factor impacting GDP growth over the next decade and consequently facilitating increased penetration of organized retailing.
- **Growing organized retail penetration footprint:** The penetration level currently is estimated to be in the region of 7% and is the lowest amongst even emerging market economies of any consequential size. The trend in the last decade points to continued increase in the share of organized retail and is expected to accelerate further in the coming years given the following drivers:
 - Growing middle class with greater disposable income; with a large number of young people becoming a part of work force each year;
 - Availability driven adoption – with both incumbent Indian retailers and foreign retailers (subject to FDI regulations in multi-brand retail) executing/ planning substantial store rollouts across the country;
 - Greater financial inclusion and easy availability of credit as the banking sector expands and consciously targets financing of consumption spending.
- **Rapidly changing consumer profile and aspirational consumption:** The demographics coupled with less than 10% of the work force being directly employed by the organized sector seems to contribute to a constant shift upwards in the reference point of the average consumer – in terms merchandize aspired for and value sought. Further, the following factors/ trends are seen contributing to growth in spending overall, and particularly for organized retail over the medium term:
 - Changing family level organization/ role definitions and exposure
 - More nuclear families
 - Increase in the number of working women
 - Kids being more informed and demanding
 - Increasing exposure to and influence of cosmopolitan media; consequent adoption of Western values and markedly higher brand consciousness

- Easier availability of jobs (especially Outsourcing & IT related); BFSI & related employment is expected to increase to over 12 million in the coming decade from about 3 million currently
- Increased availability of credit/ social acceptance of consumption aided by borrowings; it is estimated that about 13% of the people in urban cities are currently making monthly payments for loans.

Organized retail's structural challenges:

There are nevertheless a few structural challenges to the growth of organized retail in India as discussed in brief below:

➤ **Real estate availability:** Much has been written about over supply of retail mall space, but the ground level situation for retailers is quite to the contrary. The issue is of non-availability of retail space especially for larger formats in terms of:

- desirable location
- acceptable scheme and access
- sustainable economics

Also, retail developments in retailer friendly locations are difficult to come by given the relative attractiveness of alternate use developments like residential apartments.

➤ **Regulations & taxation:** The regulatory framework at the ground level is complex and is a serious stumbling block to growth in many respects. For instance:

- most of operational compliance requirements for organized retail are a state subject and consequently there is limited uniformity. The applicable regulations like APMC in various States for instance prevent dis-intermediation whereby the retailer could consider sourcing directly from the farmer for instance and pass on the benefit of lower sourcing cost to customers.
- current state of indirect tax regulations seriously challenges the economics of many retail formats given the applicability for instance of VAT, Service Tax on rentals and excise on branded garments (introduced in the last year's budget) coupled with no setoffs.

➤ **Supply chain infrastructure and logistics:** The logistics industry is itself in a nascent development phase in India and is ill-equipped to support especially sourcing and movement of a very large number of SKU's efficiently. This backdrop has meant that the retailers have had to tackle this activity in-house and have borne the down-side of related dis-economies.

The above structural challenges notwithstanding, we firmly believe the longer term opportunity in the organized retail space in India continues to be sizeable and attractive.

Organized retail industry in FY11-12

In our view, during the financial year under review the key factors that impacted the performance of the organized retail industry in India were:

- the near term consumption triggers (inflation & interest rate levels)
- supply chain issues and cost pressures (including taxes; especially excise duty on branded apparel)
- the intensity of micro market competition

With varying degrees of impact the retailers in India have witnessed during the Financial Year 2011-2012:

- a) Consumer confidence and off-take especially in volume terms was muted through the year, with consumer spending possibly getting impacted by a lower level of discretionary household budget given the pronounced inflation witnessed in various categories coupled with sharply higher borrowing costs.

- b) Significant operating cost pressures including in respect of merchandise inputs (especially pronounced in the first half of FY11-12), wages, electricity and common area maintenance.
- c) The imposition of 10% excise duty on branded garments and the consequent disruption of supply chain given both the protests seeking withdrawal of the charge and the operational compliance formalities for branded apparel manufacturers.
- d) The pronounced rentals involved in taking up of additional real estate for expansion especially in the backdrop of most key participants in the organized retail industry having revived their respective expansion plans and this coupled with a limited pipeline of acceptable retail real estate developments. The limited pipeline of developments is in turn explained for the most part by:
 - attractiveness of alternate developments like residential apartments;
 - the operational difficulties in managing retail mall/ shopping centre; and
 - importantly the significant liquidity squeeze faced by the real estate sector given related RBI policy.
- e) Higher intensity of competition in certain micro market due to pronounced clustering of retailer presence with similar offerings.

These macro observations have applied, though with varying emphasis to the predominant retailing formats (Westside, Landmark & Star bazaar through respective subsidiaries) managed by the Company. In aggregate, the Company registered encouraging growth, with consolidated income from operations increasing from ₹1,511 Crores in FY 10-11 to ₹1,845 Crores in FY 11-12 an increase of over 22%.

Consolidated Revenue from Operations (₹ Crores)



* includes stores operated by our JV Inditex Trent Retail India Private Limited.

OPERATIONS – WESTSIDE

The Westside stores, the predominantly private label fashion apparel format, continues to be the mainstay of the retailing business of the Company. This format over the years has been rolled out across the country and currently covers over 38 cities.

In the year under review, thirteen stores were opened including the following - Bhopal (DB City Mall), Pune (Phoenix Market City), Mumbai (Infinity Mall), Varanasi (Dhanushree Complex), New Delhi (Moments Mall), Mumbai (R-City Mall), Bilaspur (City Mall), Udaipur (Rkay Mall) and Bangalore (Orion Mall).

In the first quarter of the current financial year two further stores have been opened in Jalandar (Model Town) and Vizag (R K Estate) taking the total number of operational Westside stores to 69.

Number of Westside Stores

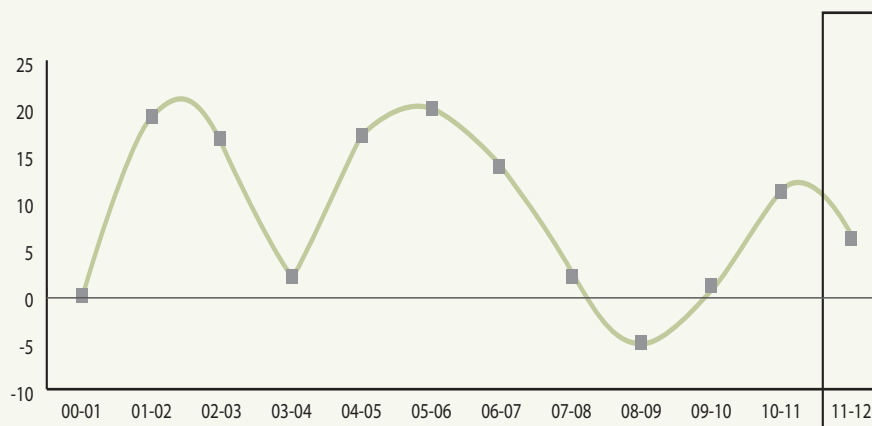


During FY11-12, as can be observed from the above chart the Company recorded thirteen new store openings - being the highest in any year since the inception of this format. However, from an operating perspective, the period under review was difficult for the Westside format:

- Significant costs pressures, including on account of the 10% excise duty imposed on branded apparel; this compelled price increases in the region of 15% to 20%;
- Customer off-take declined in volume terms especially in the first half and sales were skewed significantly to discounted end of season sale periods; this play-out implied lower realized gross margins;
- Inventory buildup was on the higher side vis-à-vis target levels given that same-store-sale growth was significantly below budgeted levels; essentially, slowing demand and customer resistance to accept new price points resulted in higher inventory days;
- Some of the stores opened (especially those in larger malls) in the FY11 and during the period under review witnessed slower ramp up in sales and on the other hand involved higher operating costs including on account of common area maintenance cost charge-outs.

The conviction of the Board and the management on the attractiveness of the Westside format as a business model was one of the primary reasons to continue significant expansion of the chain during this period. Further, during the year under review, key steps were initiated to refresh the product offering and also the look and feel of the stores. The initial response from customers in these respects has been encouraging.

Westside Stores – Like for Like Sales Growth



As in the previous years, we continue to emphasize the role of private label merchandize and Westside is ranked to be in the top quartile in terms contribution of private label merchandize to overall revenues. We believe higher private label content facilitates not only realization of better margins but also affords other benefits like control over the merchandize design and quality - which should allow for a better competitive position over the medium term. At the same time, the intent is to make the offering complete and collectively more attractive through the inclusion of select brands that account for upto 15% of the overall merchandize range on offer.

Further, during the period under review, we have continued to emphasize improving the efficiency of our supply chain to effectively replenish our store network and significantly improve merchandize availability levels in stores. While we seek to exercise restraint on costs, we consciously continue to invest in areas like significantly refurbishing the look and feel of certain stores in the portfolio and have concluded implementation of a warehouse management system. We believe incurring of these additional costs on the above initiatives is warranted especially from a long term business model sustainability perspective, and we expect to realize tangible benefits over the medium term.

From a cost perspective, in the period under review, there have been pressures across line items including:

- sharply higher merchandize input costs given the rally in commodity prices in the second half of FY10-11.
- increase in wage bill (with minimum wage levels witnessing sharp increase in several States); also fueled by improved hiring sentiment across industries at the entry level
- higher energy costs in States like Maharashtra and escalating Common Area Maintenance charges in select malls
- increase in tax costs (service tax on rentals, higher VAT in most States and the 10% excise on branded garments).

These pronounced cost pressures across several line items and the significant inflation levels in various categories in the recent quarters continues to be a cause for concern. However, moderation in input prices for apparel in recent quarters is providing some relief.

In summary, despite various challenges, including the current difficult economic backdrop and the cost pressures, Westside as a format continues to be sustainable and as stated previously, the intent is to further scale up presence by opening as many new stores in the near to medium term, subject to availability of acceptable retail locations and estimated viability of economics at the store level.

OPERATIONS – STAR BAZAAR

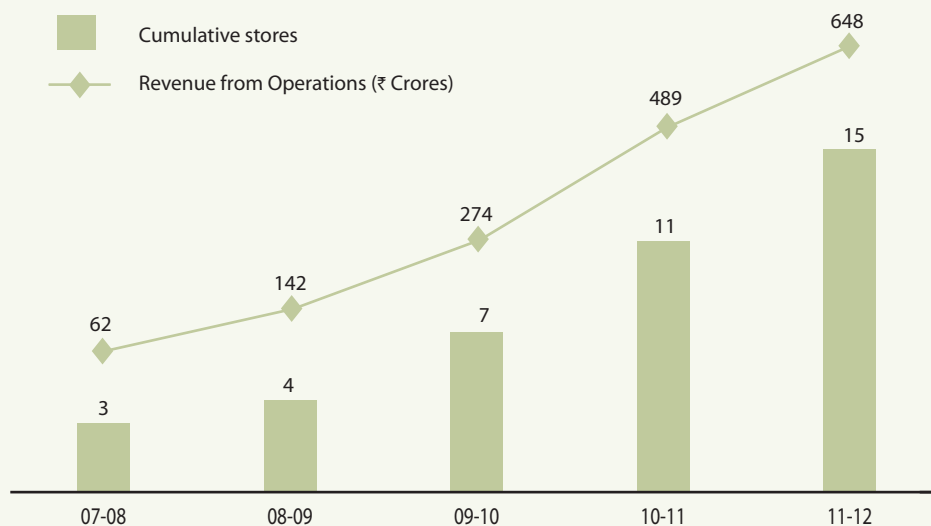
Star Bazaar, the discount hypermarket format, has continued to receive augmented commitment of resources in the period under review, and there are now fifteen operational stores [three in Mumbai (Andheri, Dahisar & Thane), four in Bangalore, two in Ahmedabad and Pune, one each in Aurangabad, Surat, Chennai and Kolhapur]. Each Star Bazaar is modeled to be a one stop shop offering a wide range of products including fresh foods – fruits, vegetables & non vegetarian products, dairy, home care, health and beauty products, apparel, home décor, gifts and household items. During the year under review, the like-for-like sales growth of Star Bazaar stores was 5.4%. This was down from strong double digit growth rates witnessed in the preceding three years.

Consistent with the commentary in previous years, the company continues to view food and grocery (F&G) retailing as a substantial opportunity, which is worthy of being seriously pursued in the medium term. F&G remains one of the largest categories and is estimated at around 60% of consumer spending.

Nevertheless, given the significantly lower gross margins on F&G vis-à-vis other merchandize (and therefore formats), the need to evolve a economically viable business model is viewed to be critical. The performance of the Star Bazaar business over the last few years has been encouraging and has aided the pursuit of the stated expansion plans. Nevertheless, this business continues to incur operational losses, especially on account of the under absorption of shared services and corporate costs. We believe this trend would continue until the business reaches a critical mass over the next few years and registering strong same store sales growth in the interim would also be a key prerequisite for eventual profitability of this format.

Trent Hypermarket Limited has a franchise and a wholesale supply arrangement with Tesco Plc and its wholly owned subsidiary [Tesco Hindustan Wholesaling Pvt Limited (THWPL)] in India respectively, in respect

Star Bazaar Hypermarkets



of the Star Bazaar business. The exclusive franchise agreement is allowing the Star Bazaar business access to Tesco’s extensive retail expertise and technical capability including world class IT systems, processes and best practices in functions like marketing, stock management, retail information systems, supply-chain

infrastructure and front-end services to drive the growth of hypermarket business. Under the wholesale supply arrangement, Star Bazaar also sources merchandise from Tesco's wholesale cash-and-carry business in India, benefiting from Tesco's sourcing capability and supply chain expertise. Given concerted efforts from both teams, a significant share of merchandise retailed across Star Bazaar stores is being sourced by THWPL.

Trent Hypermarket Limited recorded a 32.62% increase in total income to ₹649.51 Crores (₹489.74 Crores in FY10-11) during the period under review, EBIT was negative ₹51.86 Crores (negative ₹34.58 Crores in FY 10-11).

Consistent with commentary in previous reports, the plan and key initiatives in respect of the Star Bazaar format include:

- The intent is to scale up the number of stores significantly over the medium term. The pace of roll-out is hindered primarily on account of slower than expected pace of delivery of signed properties by developers and we see this to be a continuing challenge even going forward. Also, we are actively revisiting opening of certain Star Bazaar properties contracted earlier given downside risks at currently estimated economics at the store level (for instance Common Area Maintenance in certain of the upcoming malls is one of primary triggers in this regard).
- Large box format – as with the existing store portfolio, the intent in the medium term is to continue to focus on rollout of Star Bazaar stores with a footprint in the region of fifty thousand square feet, especially given the need to contain per square foot rentals. Further, as a conscious strategy additional square footage has been secured in select locations in order to facilitate sub-lease to adjacent retail offerings and improve realization.
- Local sourcing and consumer catchment - establishing robust regional sourcing arrangements is seen to be inevitable in-order to service a chain of large hypermarkets in a profitable manner. Also, primarily from a traffic and consumer behavior perspective, we do not see 'outside city limits' stores being sustainable and hence the intent is to continue to focus on the immediate hinterland of a proposed store and the catchment it affords.
- Emphasis in Star Bazaar to be on Food as well as Non-Food merchandize - this from a gross margin as well as from range availability perspective for the customer. However, we are yet to witness any material shift in mix towards non-food merchandize.
- Own label offerings - over time as the branding of the stores get entrenched, emphasis would be on increasing the contribution of 'own label' offerings across categories. This emphasis is also consistent with the estimated share of private label merchandize seen in the case of entrenched international retailers.

As observed earlier, though the Star Bazaar business is still a mid-sized operation, we see visibility of scaling up this operation into a consequential and *eventually* profitable business over the next few years, aided by the strategies being pursued and the expertise accessed from Tesco through the franchise and wholesale supply arrangements. However, in the interim this business continues to warrant significant investment of capital and is expected to take a few more years before the shared services & central costs get covered by the contribution generated from stores. Also, in the near term the relatively low same store sales growth being registered by this format is a concern, especially in the context of continuing cost pressures.

OPERATIONS – LANDMARK

Landmark stores - the format retailing inter-alia books, music, toys and gaming – are managed by a subsidiary of the company, Landmark Limited. As of date, there are 19 operational stores across the country.

In FY11-12 significant restructuring measures were initiated across the Landmark business with the following primary objectives:

- refreshing the relevance of the format to the target audience in terms of the core customer proposition, especially given the evolving market landscape for retailers in this space
- building a sustainable platform to leverage the brand strength of the Landmark banner to facilitate growth and scale over the medium term.

The principle restructuring and refurbishment measures initiated during the period under review include:

- **Focus of new growth categories** – Landmark over the years was primarily anchored as a store by the wide ranging offer in the books and music categories. However, given market conditions and developments, Landmark is currently in the process of being shaped into a family entertainment format, with focus on toys, front list adult & children’s books, tech accessories & gaming and stationery. Also certain offerings like home furnishing are being phasing out.
- **Redesign of the store look & feel** – Consistent with the revised anchoring of the store to new growth categories, the re-configuration of the stores including in terms of their look & feel has been initiated during the financial year under review. This process is time consuming and also involves commitment of additional resources in certain areas – 3 of the stores in the portfolio have been re-aligned and the effort is on to address other stores in the portfolio in a phased manner.
- **New ERP system** – The Landmark format continued to operate on the legacy information technology systems that were in use when the business was acquired by the Company in 2005. While the systems were possibly appropriate at that time – they had increasingly become difficult to leverage given growing scale, complexity of the business and analytical facilitation required in areas like ordering, replenishment and perpetual stock takes. Given this backdrop coupled with the fact that the other principle formats (Westside and Star Bazaar) of the Company were on the SAP ERP platform - the project to transition the Landmark format to the same platform was initiated and the implementation has been completed during the period under review. Consequent to this transition, we now have all our major retail formats (Westside, Star Bazaar and Landmark) on the SAP ERP platform.
- **Re-launch of the internet platform** - As a retailer of books, music, toys and gaming Landmark holds a leading position in the market; further in order to address the growing market for books, gaming accessories and mobiles through the internet, the Company has invested significantly to refurbish and improve its online offering “landmarkonthenet.com”.
- **Re-alignment of the supply chain** - Unlike the Westside supply chain arrangement - the Landmark format was dependent on a regional, store linked warehouse system. This arrangement meant that the availability & replenishment of merchandize in store locations was skewed and could not take advantage of the scale benefits afforded by a more centralized Distribution Center approach. In this context and in-order to facilitate leveraging of the distribution back-end infrastructure supporting the other principle formats of the Company - the Landmark business is also in the process of being migrated to a more centralized Distribution Center approach. This migration effort is still ongoing and is expected to be completed in principal respects by the end of quarter three of the current Financial Year.

Landmark recorded a 12% decrease in total income to ₹223 Crores (₹250 Crores in FY10-11) during the period under review, and the profit before tax was negative ₹31.27 Crores (profit of ₹1.07 Crores in FY10-11). The Landmark’s results for the year ending March 2012 need to be viewed in the context of the restructuring initiatives discussed above - as each of these efforts involve significant disruption of operations (for instance during store re-design/refurbishment, transition of the IT system, migration to a new distribution approach). The following is brief discussion of the other principle factors contributing to the reported performance:

- Decline of especially the music category and certain sub-categories of books like computers & programming, cooking, maps and coffee table books. In the music category digital downloads have for the most part become the norm, including through mobile phone platforms;
- A key store (at Palladium mall in Mumbai) has been temporarily shut down from August 2011 - given certain structural issues relating to the building which the landlord has contractually committed to redress;
- Under performance of select mature stores vis-à-vis expectations; the key contributing factors include a competing mall location in the relevant Chennai micro-market and timely merchandize availability issues at the store level including on account of the IT system transition related disruptions;
- Under performance of select recent newly opened stores, as these stores take longer to reach break-even sales volumes; key contributing factors include slow ramp-up of immediate mall occupancy, operational mall maintenance and timely merchandize availability issues;
- Costs incurred on closure of the marginal hotel and IT park stores (5 stores) coupled with closure of one underperforming store in Bangalore;
- On the other hand encouraging off-take of certain new categories of focus like gaming, toys, sports merchandise and select tech-accessories; also, the monetization of a freehold property significantly buffered reported performance.

Key observations and intent on approach in respect of the Landmark format:

- As a retail banner Landmark continues to enjoy strong recall and liking amongst a range of audiences and especially with kids and teens; incidentally the format has registered more than 300,000 'likes' on Facebook – the online social networking site;
- Further, in order to address the growing online market for books, mobiles and gaming, the Company continues to commit resources in a significantly refurbished and improved online offering of "landmarkonthenet.com"; consequent to the re-launch of this online platform in the third quarter of FY11-12, an encouraging increase in 'hits' and conversions is being registered;
- Music as a category is de-growing consequent to increasing access of such content through other channels and same is the case with certain sub-categories of books like computers & programming and cooking; in this context Landmark has been consciously introducing newer categories like gaming, technology accessories and sports merchandize. Also, it is relevant to observe that Landmark already derives its income from a wide mix of categories and is consequently less exposed to the risk of systemic de-growth in one of the categories like music.
- Structural changes have been initiated to reconfigure the stores around the new anchor categories - toys, gaming, front-list books and tech-accessories; the initial response in the few stores where this reconfiguration has been completed (Andheri and Vashi stores in Mumbai for instance) have witnessed an encouraging response from customers and we believe this effort would be key to establishing a sustainable growth platform for this business;
- Empirical evidence suggests that in considering a Landmark offering we need to take into account :
 - the rental economics vis-à-vis expected sales density; across retail formats, beyond certain threshold limits of area, sales do not increase proportionately with increase in store area footprint;
 - the decline in the range of music & video titles that warrant to be on offer, given the off-take through other channels like internet and mobiles;
 - the lack of a critical mass of general English books reading audience in Tier 2 locations.

Hence, the intent is to concentrate presence in Tier 1 cities in the near to medium term and also optimize store size to ensure realization of a fair return on investment.

At the time of acquisition of this format and thereafter, the Company (together with its subsidiaries), has made significant investments (₹164.97 Crores as of March 2012). Given the salience of the Landmark retail banner, we believe the Landmark format would prove to be a sustainable growth platform for the Company over the medium term with the significant structural initiatives being undertaken to:

- grow existing & select new categories with significant growth headroom;
- optimize store sizing, merchandize range and renew look & feel;
- grow online presence through "landmarkonthenet.com";
- improve timely availability at the store level of relevant merchandize;
- build an adequate supply chain infrastructure and leverage a more robust & scalable technology platform;
- increasingly integrate the operations of format into and leverage the corporate infrastructure of the Company (for instance in supply chain, back-end service department activities etc).

OTHER FORMATS, JOINT VENTURE AND TREASURY:

- **Sisley:** As of 31st March 2012, the Company operated five small format stores under the Sisley banner, as a franchisee of Benetton in India. Despite significant efforts of the management the format has not turned profitable, primarily on account of high real estate charges. In this context, our Company has reviewed the arrangement with Benetton and has concluded process of substantially restructuring the franchisee operations. The substantial restructuring of the Sisley arrangement has entailed liquidation of inventory, recovery of capital expenditure incurred in respect of the concerned stores, related settlements with certain counterparties etc., which have adversely impacted our Company's results for year ending 31st March 2012.
- **Fashion Yatra:** The Company had over the last few years launched a few stores under the banner 'Fashion Yatra'. This format was an attempt to test the viability of a lower end primarily fashion apparel offering to address Tier 3 cities and towns. While the initial response to Fashion Yatra stores was encouraging, the format continued to incur losses disproportionate to its revenues. In this backdrop, after due consideration, the Company has concluded the process of winding down the Fashion Yatra format in the year ending March 2012. The winding down of Fashion Yatra operations has impacted the results for the period under review. This impact, inter-alia, was also on account of liquidation of residual inventory of the format, write-offs of capital expenditure incurred in respect of the concerned stores and related settlements.
- **Zara:** The Company has a Joint Venture (JV) with the Inditex group of Spain with a shareholding of 51% (Inditex):49% (Trent). The JV entity currently operates eight Zara stores in Delhi, Mumbai, Bangalore and Pune and the customer response has been encouraging. The plans are to open more Zara stores in India over the next three to four years in the major metro cities. The Company views its commitment to this JV primarily as an investment, and consequently it may be appropriate not to consider this as a long term strategic investment integral to its other retail operations. Separately, the Company has also entered into a Memorandum of Understanding (MOU) with the Inditex Group to develop and promote Massimo Dutti stores in India. As per the MOU signed, ZARA Holding BV (an Inditex Group Company) would hold 51% and Trent Ltd would hold 49% in the proposed JV Company. The FIPB approval for the latter JV is still awaited.
- **Treasury:** The Company's treasury income improved over last year on account of favourable market conditions coupled with a prudent treasury policy and profit booked on sale of certain investments.

From an yield perspective, the increase in interest rates prompted by higher inflation, led to better returns for the company's investments in debt instruments particularly FMPs and bank CDs. The parking of proceeds from the rights issue, mostly in mutual funds & CDs, prior to their deployment in operations, also in part explains the increase in treasury income. Out of the proceeds of the issue ₹328 Crores have already been utilized towards objects of the rights issue. The cash and cash equivalents held by the Company includes funds raised through Qualified Institutions Placements (QIP) done by the Company in March 2012 and ₹5.77 Crores have already been utilised towards objects of the issue.

OVERALL FINANCIAL RESULTS

Overall, on a standalone basis the Company has reported a total income of ₹912 Crores (₹729 Crores in FY11) for the period under review and a Profit After Tax of ₹47.27 Crores (₹43.04 Crores in FY11). Exceptional items for the year represent provision for certain disputed claims for expenses of ₹6 Crores and restructuring costs incurred in respect of Fashion Yatra and Sisley stores to the extent of ₹3.16 Crores. The results for the year have been impacted partly by the levy of 10% excise duty on branded garments, considerable increase in raw material prices which were not fully passed to the customers due to market conditions and decision of the company to wind down the loss making Fashion Yatra format (5 stores) and substantial restructuring of the Sisley franchise operations. This restructuring exercise has since been completed. All items have been accounted, including the redemption premium on debentures issued, in a manner consistent with the applicable accounting policy of the Company and the Companies Act.

On a consolidated basis the Company has reported a total income of ₹1900.79 Crores (₹1,546.78 Crores in FY11) for the period under review and a negative Profit After Tax after Minority Interest of ₹37.76 Crores (profit of ₹7.49 Crores in FY11). Results of the Standalone entity contributed positively to the consolidated results while primarily Star Bazaar and Landmark contributed negatively during the period. The consolidated results of the Company primarily reflect the cost of incubation of the hypermarket business (Trent Hypermarket Ltd), losses in Landmark Limited and the profit booked on sale of certain investments by Fiora Services Limited (a subsidiary of the Company).

A review of the performance of the principal formats has been covered in prior sections.

INTERNAL CONTROLS AND ADEQUACY

The Company has a defined system of internal controls for financial reporting of transactions and compliance with relevant laws and regulations commensurate with its size and nature of business. The Company also has a well-defined process for ongoing management reporting, and periodic review of businesses using the Balanced Score Card process to ensure alignment with strategic objectives.

There is an active internal audit function and is carried out partly by internal resources and the balance activity is outsourced to CA firms. As part of the effort to evaluate the effectiveness of the internal control systems, the internal audit department reviews the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

HUMAN RESOURCES

The Company believes that people are one of its greatest assets and training is an investment for organizational excellence. As discussed in the previous year, availability of the right kind of talent in the organized retail space continues to be an issue considering the nascent nature of the industry. Although attrition continues to remain high with the front end store level staff, it is marginal amongst corporate staff.

However, the revival of expansion plans by certain retailers coupled with pronounced hiring appetite has meant increased compensation pressures at all levels.

A lot of emphasis continues to be placed on training and development of store staff and also on the development of leadership skills. Further, during the year under review, the Company has taken several new initiatives to ensure that the knowledge gained is institutionalized and integrated with the processes & embedded into the relevant IT systems. As of 31st March 2012 the staff strength (including corporate staff) was 2,964 at Westside, 305 at Fiora, 2,582 at Star Bazaar, 1,043 at Landmark giving an overall total of 6,894 employees.

OUTLOOK

A pronounced rate of inflation and continued high interest rate levels are the apparent dampeners to near term performance. In fact, on a post tax basis the yield on bank deposits is broadly in line with the inflation rate, implying marginal real interest rates. The above factors continue to impact discretionary consumer spending headroom. Hence the consumption triggers are not positive at this time and there is limited visibility to improvement on this front in the near term. This coupled with the escalating costs (especially wages, electricity and common area maintenance) and significant increase in tax charges (without inter-se setoffs) as discussed earlier imply significant challenges.

On the other hand, we are encouraged by decline in apparel input prices in the recent quarters and believe the same will augur well for the organized retail industry. Also, the continued hiring by various sectors (at the entry level) and consequently improved absorption of youth into the organized workforce should serve as an important positive consumption trigger.

Separately, the deterioration in availability of properties at acceptable rentals and valuations in the real estate space (with most participants in the organized retail pursuing their growth plans) is a cause for continued concern. So we view improving the quantum and quality of our pipeline of new stores especially for the Star Bazaar format as a challenge that we already face and are having to address. However, the property pipeline already contracted should still allow opening a number of new Westside and Star Bazaar stores in FY12-13, and broadly in line with the roll-out witnessed in FY11-12.

The prior observations on the near term consumption triggers notwithstanding, we continue to be positive on the underlying case for growth of organized retailing in India over the coming decade. As observed in the previous years, the intent going forward is to continue substantially scaling up our presence and in doing so across the formats:

- Emphasize sustainable store level profitability and only scale up with new stores locations that are expected to be profitable within an agreeable time frame;
- Concentrate resources on substantially growing the existing anchor formats (Westside, Landmark and Star Bazaar);
- Continue to be primarily "large box"; especially given the rental economics vis-à-vis sales densities in locations of interest to us;
- Selectively commit direct investments in properties, especially for the Star Bazaar business;
- Leverage relationship with global retailers like Tesco and Inditex to further the profitable growth of respective formats.

RISK AND CONCERNS

- **Retail real estate availability and costs:** As observed in last year's report, given that alternative end-uses are seen by developers as more attractive than developing a retail offering (especially malls and shopping centers), new property pipeline is increasingly impacted. Separately, lease rentals in many high street locations have witnessed an increase in rates in the recent quarters despite the economic headwinds, and may continue to remain at levels that make the locations unviable for new retail operations.
- **Talent availability:** As observed in earlier years, the availability of relevant talent at acceptable compensation levels continues to be an issue. And employing expatriates, with the attendant higher costs, becomes inevitable in certain areas due to paucity of talent as we attempt to scale up significantly.
- **Electricity availability & costs:** Electricity is one of the largest components of our costs and has increased significantly in recent years, especially in States like Maharashtra. Separately, higher power deficits in select cities has led to increased load shedding and has meant more reliance on generators, which has added to costs – our stores in Chennai are a case in point.
- **Reconfiguration of Landmark:** Given market conditions and developments, Landmark Limited is currently in the process of being shaped into a family entertainment format, with focus on toys, front list adult & children's books, tech accessories & gaming and stationery. The books and music retail format is a format faced with increasing threats from the internet, which has resulted in decline of the books (in certain sub-categories) and especially the music category wherein digital downloads have for the most part become the norm, including through mobile phone platforms. We have sought to address these concerns by introducing certain safeguards including but not limited to our online offering, "landmarkonthenet.com". The Company is still faced with the challenge of establishing Landmark as a viable the family entertainment format.
- **Indirect taxation:** The indirect tax regime with its multiplicity of charges and levies continues to be an issue (should be addressed at least partly if and when the proposed GST regime is implemented – but even on that account both the rate and mechanics would still have material implications for our operations). The primary negatives currently are twofold: the 10% excise of branded garments which has also caused much upheaval in terms of the documentation & procedural formalities of compliance; secondly the service tax on rentals which has increased the already high cost of occupancy and the continuing litigation in this regard. The excise on branded garments and service tax on rentals is a significant financial charge to an industry which already faces pronounced challenges.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2011-2012

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

1] The Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the Company and help the Company achieve its goal in maximizing value for all its stakeholders. The Company's philosophy is in line with the Tata group's long standing tradition of fair and transparent governance.

The Company has adopted the Tata Code of Conduct for its employees including the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. The Company's Corporate Governance philosophy has been further strengthened through the Tata Business Excellence Model, the Tata Code of Conduct for Prevention of Insider Trading and the Whistle Blower Policy. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreements entered with the Stock Exchanges.

2] Board of Directors

As on 31st March 2012, the Company has 7 directors including a Non-Executive Chairman. Out of 7 Non-Executive Directors, 4 are Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges.

None of the Directors of the Company is a Member of more than 10 Committees or a Chairman of more than 5 committees across all the Companies in which he is a Director.

The names and categories of the Directors on the Board, their attendance at Board meetings and at the last Annual General Meeting held during the year and the number of directorships and committee chairmanships / memberships held by them in other companies is given below. Chairmanship / membership of Board Committees include only Audit and Shareholders/Investors' Grievance Committees.

Name	Category	No. of Board meetings attended during 2011-2012		Whether attended last AGM held on Friday, 5 th August 2011	No. of Directorships in other Public Limited Companies	No. of Committee positions held in other companies		Number of Equity shares held as on 31 st March 2012	Number of CCPS held as on 31 st March 2012
		Held	Attended			Chairman	Member		
Mr. F. K. Kavarana (Chairman) DIN: 00027689	Non-Independent Non-Executive	10	10	Yes	9	2	4	Nil	Nil
Mr. N. N. Tata (Vice Chairman) DIN: 00024713	Non-Independent Non-Executive	10	10	Yes	8	1	1	74,004	14,689 (Series B)
Mr. A. D. Cooper DIN: 00026134	Independent Non-Executive	10	10	Yes	5	4	Nil	Nil	Nil
Mr. K. N. Suntook* DIN: 00025818	Independent Non-Executive	10	7	Yes	2	Nil	1	440	80 (Series B)
Mr. Z.S. Dubash DIN: 00026206	Independent Non-Executive	10	10	Yes	1	Nil	Nil	Nil	Nil
Mr. B. Bhat DIN: 00148778	Non-Independent Non-Executive	10	6	Yes	3	Nil	1	Nil	Nil
Mr. S. Susman DIN:03503013	Independent Non-Executive	10	3	Yes	Nil	Nil	Nil	Nil	Nil
Mr B. N. Vakil ** DIN:00283980	Independent Non-Executive	10	N.A.	N.A.	5	Nil	3	N.A.	N.A.

* Resigned as a Director with effect from 17th April 2012.

** Appointed as an Additional Director with effect from 25th June 2012.

Other directorships do not include alternate Directorships, Directorships of private limited companies, Section 25 companies and of companies incorporated outside India.

The Board of Directors of the Company met 10 times during the year 2011-2012 i.e. on 7th April 2011, 25th May 2011, 27th July 2011, 4th August 2011, 29th September 2011, 21st October 2011, 2nd November 2011, 19th January 2012, 6th February 2012 and 2nd March 2012.

The gap between two meetings did not exceed four months. The required information as enumerated in Annexure IA to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board meetings.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year ended 31st March 2012 except for payment of sitting fees and Commission.

Code of Conduct:

The Company has adopted the Tata Code of Conduct for its Executive Directors, senior management personnel and other executives of the Company. The Company has received confirmations from the senior management personnels regarding compliance of the Code for the year ended 31st March 2012. The Company has also adopted the Code of Conduct for Non-Executive Directors of the Company. The Company has received confirmations from the Non-Executive Directors regarding compliance of the Code for the period ended 31st March 2012. A declaration to this effect duly signed by the CEO is annexed hereto. Both the Codes are posted on the website of the Company.

3] Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. As on 31st March 2012, the Audit Committee comprises of 4 Directors, 3 of which are Independent, Non-Executive Directors.

During the year under review, the Audit Committee of Directors met 7 times and held discussions with the statutory auditors and internal auditor of the Company concerning the accounts of the Company, internal control systems, scope of internal audit and reports of the internal auditor, compliance with accounting standards and Listing Agreement, reviewed quarterly and annual financial statements before they were submitted to the Board of Directors. The Audit Committee of Directors also reviewed the matters prescribed under Clause 49 II [D] of the Listing Agreement. At the Audit Committee meetings, the statutory auditors of the Company were invited and their findings / observations were also discussed.

The Audit Committee meetings are usually held at the Registered Office of the Company and are usually attended by the Chief Financial Officer and the General Manager – Finance & Accounts, representatives of the Statutory Auditors and representatives of the Internal Auditors. The Company Secretary acts as the Secretary of the Audit Committee.

Minutes of the Audit Committee Meetings are circulated to the members of the Board, discussed and taken note of.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Name of Members	Category	No. of Committee Meetings attended during the year 2011-2012	
		Held	Attended
Mr. A. D. Cooper, Chairman	Independent Non-Executive	7	7
Mr. N. N. Tata	Non-Independent Non-Executive	7	7
Mr. K. N. Suntook*	Independent Non-Executive	7	6
Mr. Z. S. Dubash	Independent Non-Executive	7	7

*Resigned as a Director with effect from 17th April 2012.

Members of the Audit Committee have requisite financial, legal and management expertise.

During the year 2011-12, 7 Audit Committee meetings were held on 26th April 2011, 25th May 2011, 27th July 2011, 29th September 2011, 2nd November 2011, 6th February 2012 and 2nd March 2012. The necessary quorum was present at all the meetings.

The Chairman of the Audit Committee, Mr. A. D. Cooper, was present at the Annual General Meeting held on 5th August 2011. The Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meetings.

Whistle Blower Policy

The Board of Directors on the recommendations of the Audit Committee has approved and adopted a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Ethics Counselor/Chairman of the Audit Committee of the Company and make protective disclosure about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

4] Remuneration Committee

a) Composition and Role

The Remuneration Committee of the Company is empowered to review the remuneration and commission payable to the Executive Directors and retirement benefits to be paid under the Retirement Benefit Guidelines adopted by the Board and to deal with matters pertaining to Employees' Stock Option Scheme, etc.

The composition of the Remuneration Committee and the details of Meetings attended by the Directors are given below:

Name of Members	Category	No. of Committee Meetings attended during the year 2011-2012	
		Held	Attended
Mr. A. D. Cooper, Chairman	Independent Non-Executive	2	2
Mr. F. K. Kavarana	Non Independent Non-Executive	2	2
Mr. B. Bhat	Non Independent Non-Executive	2	1
Mr. K. N. Suntook*	Independent Non-Executive	2	1
Mr. Z. S. Dubash	Independent Non-Executive	2	2
Mr. B. N. Vakil **	Independent Non-Executive	2	N.A.

* Resigned as a Director with effect from 17th April 2012.

** Appointed as a member with effect from 25th June 2012.

During the year 2011-12, 2 Remuneration Committee meetings were held on 9th May 2011 and 2nd March 2012.

The non-mandatory requirement of Clause 49 regarding the Remuneration Committee has been complied with by the Company as stated above.

b) Remuneration Policy

The remuneration of the Executive Directors is decided by the Board, based on the recommendation of the Remuneration Committee, within the ceilings fixed by the shareholders of the Company. The Company pays remuneration by way of salary, perquisites and allowances (fixed component), and commission (variable component) to its Executive Directors. Annual increments are decided by the Remuneration Committee with the salary scale approved by the members and are effective from 1st April annually. The Remuneration Committee decides on the commission payable to the Executive Directors on determination of profits for the financial year in terms of the provisions of the Companies Act, 1956 (the Act).

The remuneration by way of commission to the Non-Executive Directors is distributed to them based on their attendance and contribution at the Board and certain Committee meetings, as well as time spent on operational matters other than at the meetings. The members had at the Annual General Meeting held on 5th August 2011, approved the payment of remuneration by way of commission to the non-whole time directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act, for a period of 5 years commencing 1st April 2011. The said commission is distributed amongst the said Directors in accordance with the directives given by the Board.

A sitting fee of ₹20,000 for attendance at each meeting of the Board and Audit Committee, ₹10,000 for attendance at each meeting of the Investment Committee, Remuneration Committee, Property Committee & QIP Issue Committee and ₹6,000 for attendance at each meeting of the

Shareholders'/Investors' Grievance Committee of Directors, is being paid by the Company. The sitting fees paid / payable to the non-whole time directors is excluded whilst calculating the above limits of remunerations in accordance with Section 198 of the Act.

c) Directors' Remuneration

The Directors' remuneration and sitting fees paid / payable in the financial year 2011-12 is given below:

Non-Executive Directors

Name of the Director	Commission for the financial year 2010-2011 paid in 2011-2012 [₹]	Sitting Fees for attending Board and Committee Meetings for 2011-2012 [₹]
Mr. F. K. Kavarana	14,00,000	2,96,000
Mr. N. N. Tata #	-	4,50,000
Mr. B. S. Bhesania*	4,50,000	N.A.
Mr. A. D. Cooper	11,00,000	4,00,000
Mr. K. N. Suntook**	9,00,000	2,90,000
Mr. Z. S. Dubash	6,50,000	4,60,000
Mr. B. Bhat	2,00,000	1,36,000
Mr. S. Susman***	N.A.	60,000

* Retired as a Director with effect from 18th August 2010.

** Resigned as a Director with effect from 17th April 2012.

*** Appointed as a Director with effect from 11th May 2011.

Commission of ₹80 lakhs was paid to Mr. N. N. Tata, former Managing Director of the Company for the financial year 2010-2011.

5] Investment Committee

In order to monitor and optimize returns from investments of surplus funds of the Company, the Board of Directors had constituted an Investment Committee of Directors. The Investment Committee comprises of 4 Directors viz., Mr. F. K. Kavarana, Mr. N. N. Tata, Mr. K. N. Suntook* and Mr. Z. S. Dubash. Mr. F. K. Kavarana is the Chairman of the Committee.

During the year under review, the Committee met three times to review the investments made by the Company and its subsidiaries and to recommend to the Board any new investments to be made by the Company.

* Resigned as a Director with effect from 17th April 2012.

6] Property Committee

The Board of Directors had constituted a Property Committee comprising of 2 Directors viz., Mr. N. N. Tata and Mr. Z. S. Dubash. During the year under review, the Committee held four meetings.

7] Shareholders' / Investors' Grievance Committee

For redressal of Shareholders' and Investors' complaints/grievances, the Board had constituted a Shareholders'/Investors' Grievance Committee comprising of 2 Directors viz., Mr. F. K. Kavarana and Mr. B. Bhat. Mr. F. K. Kavarana is the Chairman of the Committee.

During the year under review, one Shareholders'/Investors' Grievance Committee meeting was held on 29th March 2012.

The Company Secretary acts as the Secretary of the Shareholders'/Investors' Grievance Committee.

[a] Name and contact details

of Compliance Officer : Mr. M. M. Surti
Company Secretary

Corporate Office : Trent Limited
Trent House, 10th Floor, G- Block, Plot No. C-60,
Beside Citi Bank, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Tel: 022-67009000
Fax: 022-67008100
Email Id for correspondence: investor.relations@trent-tata.com

[b] Details of complaints received from SEBI/Stock Exchanges and redressed during the year 2011-2012:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	18	17	1

[c] No. of pending share transfers / requests for dematerialization of shares as on 31st March 2012: 44 (forty four), which have subsequently been approved.

Shareholder Initiatives

[a] As per the notification on 'Green Initiatives' by the Ministry of Corporate Affairs, a circular was sent by the Company in May 2011 to all the shareholders requesting them to register their email ids with their respective Depository Participants in case of electronic shareholding or with the Company's Registrar and Transfer Agents, in case of physical shareholding to enable shareholders to receive the notices/documents including Annual Reports by email.

[b] National Electronic Clearing Service (NECS) Registrations (for direct credit of dividend)

- A circular was sent in January 2012 to shareholders requesting them to register for NECS facility which would enable them to receive dividend through electronic mode.

[c] Nomination Registrations

- A circular was sent in January 2012 to shareholders holding shares physically in single names requesting them to register their nomination/s.

8] Subsidiary Companies

Landmark Limited and Trent Hypermarket Limited are the material non-listed Indian subsidiary companies of the Company. Mr. A. D. Cooper, an Independent Non-Executive Director is on the Board of Landmark Limited and Trent Hypermarket Limited.

The Audit Committee reviews the financial statements, particularly, the investments made by the Company's non-listed subsidiary companies. Attention of the Directors of the Company is drawn to all significant transactions and arrangements entered into by the subsidiary companies.

9] General Body Meetings

Location and time, where last three Annual General Meetings were held:

Annual General Meeting (AGM)	Date	Time	Venue
57 th AGM	14 th August 2009	3.30 p.m.	Walchand Hirachand Hall, 4 th Floor, Indian Merchant Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai- 400 020
58 th AGM	18 th August 2010	3.30 p.m.	
59 th AGM	5 th August 2011	3.00 p.m.	

All resolutions moved at the last Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting.

The following are the special resolutions passed at the Annual General Meeting held in the last three years.

AGM Held on	Special Resolution passed	Summary
14 th August 2009	Yes	Alteration in the Articles of Association of the Company under Section 31 of The Companies Act, 1956.
18 th August 2010	Yes	Change in place of keeping Registers and Records
5 th August 2011	Yes	Commission to Non-Whole Time Directors Appointment of Mr.Philip N.Auld as a 'Manager'

10] Postal Ballot

The Company successfully completed the process of approval of its members on a Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 (the Act) for raising of additional long term resources, through Postal Ballot, as contained in the Postal Ballot Notice to the members dated 29th September 2011.

Voting pattern and procedure for Postal Ballot:

1. The Board of Directors at its meeting held on 29th September 2011 had appointed Mr. P. N. Parikh of Parikh Parekh & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process.
2. The Company had completed on 15th October 2011, the dispatch of postal ballot forms alongwith prepaid business reply envelopes to its members whose name(s) appeared on the Register of members/list of beneficiaries as on 30th September 2011.
3. The postal ballot forms were kept under the safe custody of the Scrutinizer, in sealed and tamper proof ballot boxes before commencing the scrutiny of the postal ballot forms.

4. All postal ballot forms received/receivable upto the close of working hours on 14th November 2011, the last date and time fixed by the Company for receipt of the forms, had been considered for his scrutiny.
5. Envelopes containing postal ballot forms received on or after 15th November 2011, had not been considered for his scrutiny.
6. On 16th November 2011, the Company announced the following result of the Postal Ballot as per the Scrutinizer's Report:

Particulars	In favour			Against			Invalid Votes		Total of shares voted
	No. of Ballot papers	No. of votes in favour	%	No. of Ballot papers	No. of votes against	%	No. of Ballot papers	No. of Invalid votes	
Special Resolution for Raising of Additional Long term Resources	1700	1,28,66,568	99.85	76	19,951	0.15	157	34,460	1,29,20,979

11] Disclosures

- [a] Transactions with the related parties are disclosed on Page 68 in Note 4.17 of the Notes on the Balance Sheet and Profit and Loss Account in the Annual Report.
- [b] A statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee.
- [c] The Company has no material individual transactions with related parties, which are not in the normal course of business.
- [d] Details of material individual transactions with related parties or others, which are not on arm's length basis are placed before the Audit Committee together with management's justification for the same.
- [e] There has been no instance of non-compliance by the Company on any matter related to capital markets, during the last three years. No penalties or strictures have been imposed by SEBI, the Stock Exchange or any statutory authority on the Company.
- [f] The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of the listing agreement with the stock exchanges:
 - (i) The Company has set up a Remuneration Committee, details of which have been given earlier in this Report.
 - (ii) The Company has adopted a Whistle Blower Policy and has established necessary mechanism in line with Clause 7 of Annexure I D to Listing Agreement with the stock exchanges, for employees to report concerns about unethical behaviours. No person has been denied access to the Audit Committee.
- [g] The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India and as prescribed under the Companies Act, 1956.
- [h] The Company has laid down a process of assessing risk management. The scope of Audit Committee includes review of Company's financial and risk management policies.
- [i] The Company discloses to the Audit Committee the uses / applications of funds raised through Rights Issue/QIP Issue, on a quarterly and annual basis as a part of their declaration of financial results.

12] Means of Communication

The annual, half-yearly and quarterly results are posted by the Company on the Tata website www.tata.com and on the Company's website www.mywestside.com.

These are also submitted to the BSE Limited and the National Stock Exchange of India Limited, in accordance with the Listing Agreement and published quarterly in leading newspapers like the Business Standard, Free Press Journal, Navshakti and Jam-e-Jamshed giving adequate coverage of the financial results.

Whenever applicable, the Company also displays official news releases and meets the institutional investors/analysts.

Management Discussion and Analysis Report forms part of the Annual Report.

13] Secretarial Audit for Reconciliation of Capital

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

14] General Shareholder Information

Annual General Meeting:

Date and Time	10 th August 2012, at 3.00 p.m.
Venue	Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Opposite Churchgate Station, Churchgate, Mumbai - 400 020.
Date of book closure	25 th July 2012 to 27 th July 2012 (both days inclusive)
Listing on Stock Exchanges	BSE Limited and The National Stock Exchange of India Limited.

As required under Clause 49 of the Listing Agreement, particulars of Directors seeking appointment/re-appointment are appended to the Notice of the Annual General Meeting to be held on 10th August 2012.

Financial Calendar Year ending 31st March

The Company has paid annual listing fees to the BSE Limited and to the National Stock Exchange of India Limited for the financial year 2011-2012.

Stock Code:

Stock Code	BSE	NSE
EQUITY	500251	TRENT EQ
CCPS B	710052	TRENT Q2

NSE - NCDS
TRE15
TRE17

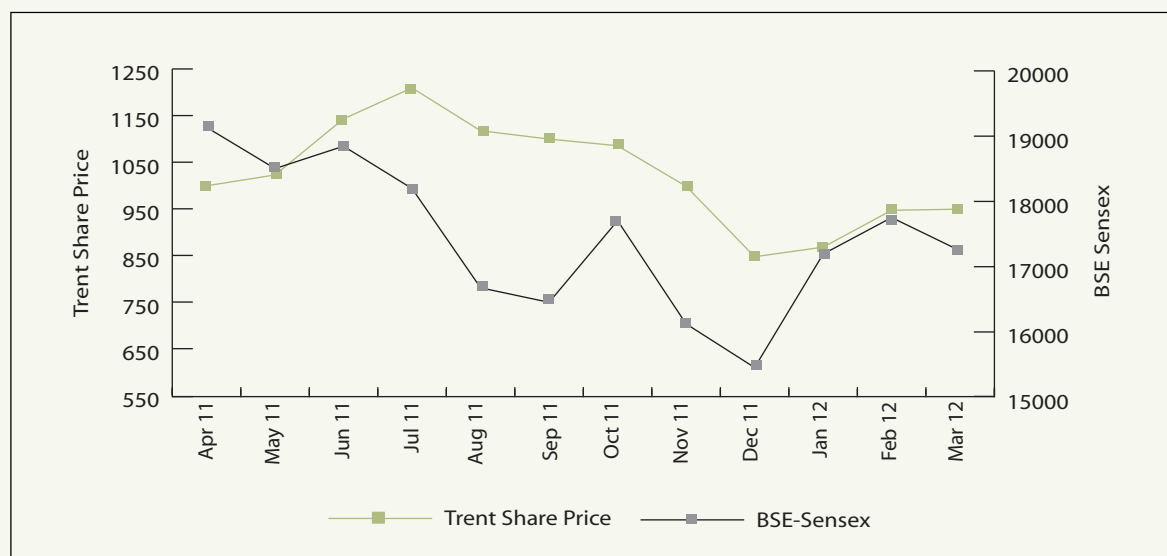
Market Information

Market price data- monthly high/low of the closing price and trading volumes on BSE/NSE depicting liquidity of the Company's equity shares on the said exchanges is as under:

Month	BSE			NSE		
	High [₹]	Low [₹]	No. of Shares Traded	High [₹]	Low [₹]	No. of Shares Traded
April 2011	1003.05	937.15	75739	1005.65	939.55	260420
May 2011	1028.80	953.85	160134	1026.85	957.25	209852
June 2011	1156.80	1021.30	222111	1159.35	1020.35	567089
July 2011	1238.15	1158.00	281702	1238.65	1156.80	706762
August 2011	1213.95	1056.65	74020	1215.30	1060.70	323300
September 2011	1167.95	1062.45	169219	1166.70	1060.15	388155
October 2011	1100.20	1028.75	44101	1105.70	1033.50	116044
November 2011	1074.05	966.00	379191	1068.55	963.65	421772
December 2011	996.70	832.70	47270	994.95	834.00	165361
January 2012	900.55	815.10	100687	900.30	811.20	403151
February 2012	951.70	863.75	174415	950.25	864.95	485417
March 2012	950.05	899.35	506631	951.95	903.30	511711

(Source: The information is compiled from the data available on the BSE & NSE Websites.)

Performance of Share Price of the Company in comparison to the BSE Sensex



Registrar and Transfer Agents:

Members are requested to correspond with the Company's Registrar & Transfer Agents - TSR Darashaw Limited (formerly Tata Share Registry Limited) quoting their Folio no./ DP ID Client ID no. at the following addresses :

- (i) For transfer lodgement, delivery and correspondence:

TSR Darashaw Limited	Tel : 022-6656 8484
Unit: TRENT LIMITED	Fax : 022- 6656 8494
6-10, Haji Moosa Patrawala Industrial Estate	E-mail : csg-unit@tsrdarashaw.com
20, Dr. E Moses Road, Near Famous Studio	website : www.tsrdarashaw.com
Mahalaxmi, Mumbai – 400 011.	

- (ii) For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited (TSRDL):

- | | |
|---|---|
| 1. 503, Barton Centre, 5 th Floor,
84, Mahatma Gandhi Road,
Bangalore - 560 001
Tel : 080-25320321
Fax : 080-25580019
E-mail : tsrdlbgang@tsrdarashaw.com | 2. Bungalow No.1, "E" Road,
Northern Town, Bistupur,
Jamshedpur – 831 001
Tel : 0657-2426616
Fax: 0657-2426937
E-mail : tsrdljsr@tsrdarashaw.com |
| 3. Tata Centre, 1 st Floor,
43, Jawaharlal Nehru Road,
Kolkata – 700 071
Tel : 033-22883087
Fax : 033-22883062
E-mail : tsrdlcal@tsrdarashaw.com | 4. Plot No.2/42, Sant Vihar,
Ansari Road, Daryaganj,
New Delhi – 110 002
Tel : 011-23271805
Fax : 011-23271802
E-mail : tsrdldel@tsrdarashaw.com |

Agent : Shah Consultancy Services Limited,
3, Sumathinath Complex, Pritam Nagar,
Akhada Road, Ellis Bridge,
Ahmedabad 380 006
Telefax: 079-2657 6038
Email: shahconsultancy8154@gmail.com

Share Transfer System : Share Transfers in physical form can be lodged with TSR Darashaw Limited at the above mentioned address or at its branch offices, addresses of which are available on its website.

The Transfers are normally processed within 15 days from the date of receipt, if the documents are complete in all respects. The Directors of the Company or the Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding as on 31st March 2012:

Sr. No.	Range (Shares)	Holding	Amount (₹)	% to Capital	No. of Holders	% to total Holders
1	1 to 500	29,93,178	2,99,31,780	10.98	33,325	92.98
2	501 to 1000	12,88,345	1,28,83,450	4.73	1,871	5.22
3	1001 to 2000	5,31,665	53,16,650	1.95	393	1.10
4	2001 to 3000	1,89,879	18,98,790	0.70	78	0.22
5	3001 to 4000	1,00,910	10,09,100	0.37	29	0.08
6	4001 to 5000	1,15,274	11,52,740	0.42	25	0.07
7	5001 to 10000	2,56,039	25,60,390	0.94	33	0.09
8	Greater than 10000	2,17,74,229	21,77,42,290	79.91	88	0.24
	TOTAL	2,72,49,519	27,24,95,190	100.00	35,842	100.00

Categories of Shareholders:

Category	As on 31 st March 2012		As on 31 st March 2011		% Variance 12 v/s 11
	Number of Equity Shares Held	% to Paid-up Capital	Number of Equity Shares Held	% to Paid-up Capital	
Promoters	77,94,298	28.60	62,81,192	31.32	(2.72)
Mutual Funds and Unit Trust of India	44,83,454	16.45	38,63,373	19.26	(2.81)
Financial Institutions, Banks, Insurance Companies and Venture Capital Funds	31,37,663	11.52	5,62,835	2.81	8.71
Foreign Institutional Investors	26,68,571	9.79	17,08,661	8.52	1.27
Bodies Corporate	28,79,174	10.57	21,58,492	10.76	(0.19)
Others	62,86,359	23.07	54,82,324	27.33	(4.26)
TOTAL	2,72,49,519	100.00	2,00,56,877	100.00	

Dematerialization of shares:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares representing 96.50% (Previous Year 95.11%) of the Company's Share Capital are dematerialized as on 31st March 2012.

The Company's shares are regularly traded on the BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE), in the electronic form.

Action required regarding non-receipt of dividends and interest on Non-Convertible Debentures (NCDs):

In case of non-receipt / non-encashment of dividend warrants or interest warrants, the investors are requested to correspond with the Company's Registrars / the Registrar of Companies, as mentioned hereunder :

2005-06 to 2010-11	TSR Darashaw Limited	Letter on plain paper.
1995-96 to 2004-05	TSR Darashaw Limited	Already transferred to IEPF.
Upto 1994-95	Office of the Registrar of Companies, CGO Complex, "A" Wing, 2 nd Floor, Next to RBI, CBD - Belapur, New Mumbai - 400 614, MaharashtraTel.: 022-2757 6802	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978.

Given below are indicative due dates for transfer of unclaimed and unpaid equity dividend to the Investor Education and Protection Fund (IEPF) by the Company:

Financial Year	Date of Declaration of Dividend	Last date for claim by shareholders
2005-06	08 th September 2006	07 th September 2013
2006-07 (Interim)	07 th May 2007	06 th May 2014
2007-08	27 th August 2008	26 th August 2015
2008-09	14 th August 2009	13 th August 2016
2009-10	18 th August 2010	17 th August 2017
2010-11	5 th August 2011	4 th August 2018

No claim of the shareholders / debenture-holders shall lie against the Company or the IEPF in respect of the said amounts transferred to the IEPF. Investors who have not yet encashed their unclaimed / unpaid amounts are requested to do so at the earliest.

Other facilities of interest to shareholders holding share in physical form:

- **Nomination facility:** Shareholders who hold shares in single name and wish to make / change the nomination in respect of their shares as permitted under Section 109A of the Act, may submit to the Registrar and Transfer Agents, the prescribed Form 2B.
- **Bank Details:** Shareholders holding Shares in Physical form are requested to notify / send the following to the Company's Registrar and Transfer Agents to facilitate better services:-
 - (i) Any change in their address / mandate / bank details, and
 - (ii) Particulars of the bank account in which they wish their dividend to be credited, in case they have not been furnished earlier.

Shareholders are advised that respective bank details and address as furnished by them to the Company will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

In case of Shareholders holding shares in demat mode, shareholders are requested to inform their Depository Participant about changes in their address/mandate/bank details.

Store Locations:

WESTSIDE:

1. 77, Commercial Street, Near Police Station, Shivaji Nagar, **Bangalore 560001**, Tel: 080-25550861/0036
2. Khan Lateef Khan Estate, Municipal No.5-8-62, Fateh Maidan Road, **Hyderabad 500001**, Tel: 040-66666000/01
3. G-50, Spencer Plaza, Phase II, 769, Anna Salai, **Chennai 600002**, Tel: 044-28490573/74/75
4. 39, Hughes Road, **Mumbai 400007**, Tel: 022-23841729/30
5. SGS Mall, 231, Moledina Road, **Pune 411001**, Tel: 020-66202505/6
6. 15-A, 34/35 Ajmal Khan Road, Karol Bagh, **New Delhi 110008**, Tel: 011-25729760/61
7. Block D, 22 Camac Street, **Kolkata 700017**, Tel: 033-22817312/13/15/16
8. A-15, Alankar Cinema Building, Feroze Gandhi Marg, Lajpat Nagar III, **New Delhi 110024**, Tel: 011-29832158 to 61
9. Landmark Complex, Plot No.5&6, Ramdas Peth, Wardha Road, **Nagpur 440012**, Tel: 0712-2423634/40
10. Army & Navy Bldg, Ground Floor, Kala Ghoda, 148, Mahatma Gandhi Road, **Mumbai 400001**, Tel: 022-66360499/500
11. Abhijeet – V, Opp Mayor’s Bungalow, Near Law Garden, Mithakhali, Ellisbridge, **Ahmedabad 380006**, Tel: 079-66610190/91
12. The Centrestage Mall, L-1, Sector-18, **Noida 201301**, Tel: 0120-2517761/62
13. The Forum, 21 Hosur Road, Koramangla, **Bangalore 560029**, Tel: 080-66670121/22/23
14. 17, Race Course Road, Opp. Basket Ball Complex, **Indore 452003**, Tel: 0731-2432206/07/2434646
15. Infinity, Raheja Classic Complex, New Andheri Oshiwara Link Road, Andheri (W), **Mumbai 400058**, Tel: 022-67021345/46
16. Garuda Mall, CTS 15, Magrath Road, Opp. Karnataka Police Hockey Ground, **Bangalore 560025**, Tel: 080-66641230 to 66641236
17. Monalisa, Final Plot 326 (Prt.), Next to INOX, Race Course Road, **Vadodara 390007**, Tel: 0265-6623101/106
18. The Gariahat Mall, 13, Jamir Lane, Near Ballygunge Railway Station, **Kolkata 700019**, Tel: 033-24613508
19. Pacific Mall, Plot No 1, Site IV, **Sahibabad 201010**, Dist. Ghaziabad, Tel: 0120-2778511/17
20. TDI Mall, Plot No. 11, Shivaji Place, Next to Vishal Cinema, District Centre, Rajouri Garden Market, **New Delhi 110027**, Tel: 011-25110820/21/23/24
21. DLF Grand Mall, Near Sahara Mall, Meherauli Gurgaon Road, **Gurgaon 122002**, Tel: 0124-2566250/55
22. Citi Pulse Mall, Plot No. 21, Narain Singh Circle, **Jaipur 302005**, Tel: 0141-2574433/63
23. East End Mall, Wave Cinema, TC-54, Vibhuti Khand, Gomati Nagar, **Lucknow 226010**, Tel: 0522-2720990/92
24. Iscon Mall, Dummas Road, Opp. Rajhans Theatre, **Surat 395007**, Tel: 0261-2252201/02
25. Iscon Mega Mall, Sarkhej Gandhi Nagar Highway, Near Rajpath Club, **Ahmedabad**, Tel: 079-66058292/93
26. West End Mall, Plot No. 2 & 3, Ferozpur Road, **Ludhiana**, Tel: 0161-2551462/63
27. Iscon Mega Mall, Village Nana Mava, Revenue Survey No.30, Paiki, T.P. Scheme No.3, O.P. No.1, Final Plot No.1, **Rajkot City**, Tel: 0281-2332818/23
28. Mani Square Mall, Maniktala Main Road, Police Station, Phoolbagan, **Kolkata 700064**, Tel: 033-23201950/51
29. Kakade Onecentre Port, S.No.132/A-2-1, CTS No 2687B Shivaji Nagar, University Road, **Pune 411005**, Tel: 020-25514261/62
30. Garuda Swagat Mall, Plot No. 78 & 79, 30th Cross Byrasandra, Jayanagar, **Bangalore**, Tel: 080-26647181
31. Inorbit Mall, Sector 30 – A, Vashi, **Navi Mumbai 400705**, Tel: 022-27815571
32. Ambience Mall, Ambience Island, G 26, F-114, S 205, NH – 8, Delhi-Jaipur Highway, **Gurgaon 122022**, Tel: 0124-4665470/71/74
33. Haiko Mall, Level One, Central Avenue, Hiranandani Garden, Powai, **Mumbai 400076**, Tel: 022-67424560/61
34. EF3 Mall, Plot No. 12, Sector 20 – A, Mathura Road, **Faridabad 121001**, Tel: 0129-2222684
35. City Centre Mall, Plot No. 117 to 133, Opp. Trimbak Road, Lawate Nagar, Untwadi Road, **Nasik**, Tel: 0253-2570034

36. KMC Retail Mall, Plot No. 6-3-1112, Begumpet, Near Kirtilal Jewellers, Somajiguda Circle, **Hyderabad 500082**, Tel: 040-23400421/22/25
37. Korum Mall, Upper Ground Floor, Cadbury Compound, Mangal Pandey Road, **Thane (W) 400606**, Tel: 022-25417402/03
38. Magneto Mall, PC No.113, Labhendi Village, Chattisgarh, **Raipur 492001**, Tel: 0771-2259111/12
39. Ampa Skywalk Mall, No.1, Nelson Manickam Road, 627, Poonamallee High Road, Aminjikarai, **Chennai 600029**, Tel: 044-23746973/74
40. City Centre Mall, K.S Rao Road, Hampankatta, **Mangalore 575001**, Tel: 0824-2449012/17
41. 16/113, M. G. Road, Corner Plot of Bada Chauraha, **Kanpur 208001**, Tel: 0512-6543201/3
42. 28A, Industrial & Business Park, Next to HDFC Bank, Industrial Area, Phase-I, **Chandigarh 160001**, Tel: 0172-2650386/87
43. Express Avenue Mall, Express Estate, No.2 Club Road, Anna Salai, **Chennai 600002**, Tel: 044-28464171/72
44. Gopalan Innovation Mall, Opp. Mantri Enclave No.22, Bannerghatta Road, J.P. Nagar, 3rd Phase, **Bangalore 560078**, Tel: 080-26586733/44/55/66
45. Ambience Mall, Upper Ground, 1st & 2nd Floor, Vasant Kunj, **New Delhi 110070**, Tel: 011-40870525/29/30
46. Prozone Mall, Plot No.80, Chikalthana Industrial Area, Masanatpur, **Dist. Aurangabad 431210**, Tel: 240-6618912/13/14
47. Brooke Fields Mall, 67-71, Krishnaswamy Road, **Coimbatore 641001**, Tel: 0422-2255224/25/29
48. DB City Mall, Khasra 1511 & 1509 Arera Hills, Opp. M.P. Nagar, **Bhopal 462011**, Tel: 0755-6644081/82; 2514084/85
49. Phoenix Market City, Survey No.207, Behind Baker Gauges, Next to Tyco Electronics, Viman Nagar, Nagar Road, **Pune 411014**, Tel: 020-30950500/503
50. Infiniti Mall-II, Unit No.001/101, Rajan Pada, Ijjimma Service Road, Linking Road, Malad (West), **Mumbai 400064**, Tel: 022-67255408
51. Moments Mall, 67, Patel Road, Near Kirti Nagar Metro Station, Opp. of Metro Piller No.283, **New Delhi 110015**, Tel: 011-42451011/12/14
52. R City Mall, LBS Marg, Ghatkopar (West), **Mumbai 400080**, Tel: 022-61273234/35/36
53. Orion Mall, Municipal No.26 & 26/1, Subramnya Nagar, Rajajinagar Extension, **Bangalore 560010**
54. MIG – 40, Plot No.1058/1059, Dharma Reddy Colony, Phase I, Opp. JNTU, Kukatapally, **Hyderabad 500072**, Tel: 040-40180973/23158100/9100
55. F 17, 1st floor, Treasure Bazaar, D-9, Dhanwantri Chikitsa Yogna Kendra, **Ujjain 456010**, Tel: 09302477770
56. Metro Junction Mall, GB1, Upper Ground Floor, Shil Phata Road, Netivali Village, Patripool, Kalyan-East, **Kalyan 421306**, Tel: 0251-2351545/36
57. 22-28, Treasure Bazaar, 1st Floor, Nanded-Latur Road, Vasami, **Nanded 431606**, Tel: 02462-229254/55/56
58. S.F.C. Megaa Mall, Station Chowk, M. G. Road, **Sangli 416416**, Tel: 0233-2621532
59. No. 508, Vishwamanava Double Road, Kuvempunagar, **Mysore 570023**, Tel: 0821-2340150/51
60. Shop No.3, Indira Theatres, Canal Road, **Jammu 180001**, Tel: 191-2502750
61. Civic Centre, Samdariya Mall, JDA Scheme No.18, Subhadra Kumari Chouhan Ward, **Jabalpur 482001**, Tel: 0761-4069830
62. Silver Square, Christian Basti, G. S. Road, **Guwahati 781005**, Tel: 0361-2343940/41
63. # 11, Eureka Colony, Opp. SBI Zonal Office, Kusugal Road, Keshwapur, **Hubli 580023**, Tel: 0836-2266662
64. Caculo Mall, Situated at Caculo Enclave, Opp. Goa Fire Service Head Quarter, Near Caculo Ford Showroom, St. Inez, **Panaji 403001**, Tel: 8007779571
65. Ground Floor, D-57/3-123, Siddhagiribaug Road, Sagra, **Varanasi 221010**, Tel: 09335656849
66. Shop No.1, Ground Floor, City Mall 36, Mangla Chowk, Bilaspur, **Chattisgarh 495001**, Tel: 9713701699
67. R Kay Mall, 001 Ground Floor, 48, Panchwati, **Udaipur 313004**, Tel: 0294-2427555 to 58
68. R.K. Estate Building, Waltair Road, Ram Nagar, **Visakhapatnam 530001**, Tel: 0891-2515989/2542989
69. 545, Model Town, **Jalandhar 144001**

STAR BAZAAR:

1. Iscon Mall, Opp. Bidiwala Park, Satellite Road, **Ahmedabad 380015**, Tel: 079-66010109
2. Thakur Mall & Multiplex, Western Express Highway, Near Dahisar Check Naka, Mira - Bhayandar (E), **Thane 401107**, Tel: 022-28971544
3. HM Vibha Towers, Ward No. 63, Koramangala, **Bangalore 560029**, Tel: 080-25535222
4. Crystal Point Mall, Off. New Link Road, Andheri (W), **Mumbai 400053**, Tel: 022-67080772
5. Prozone Mall, Plot No. 80, Empire Mall, Chikalthana Industrial Area, Revenue Village Limit, Masanapur, **Aurangabad 431210**, Tel: 0240-6618533
6. Imperial Square Mall, Opp. Aalishan Enclave Apartments, Hazira Road, Adazan, **Surat 395009**, Tel: 0261-4088840
7. Korum Mall, Near Cadbury Co., Pokhran Road No.1, Off. Western Express Highway, **Thane (West) 400606**, Tel: 022-25417401
8. 18/2, Gopalan, The Arch Mall, Mysore Road, Rajarajeshwari Nagar, **Bangalore 560098**, Tel: 080-28606700
9. Ampa Skywalk Mall, Junction of No.1, Nelson Manickam Road, 627 Poonamelle High Road, Aminjkarai, **Chennai 600029**, Tel: 044-64625130
10. Golden Heights, 1/2 , 59th Cross Road, 4th 'M' Block, Rajaji Nagar, **Bangalore 560010**, Tel: 080-23508440
11. Ideal Wood Working & Engineering Co. Ltd., MIDC, D-III Block, Plot No.91 Opp. Greaves Limited, Mumbai Pune Road, Chinchwad, **Pune 411019**, Tel: 020-27474771
12. Phoenix Marketcity Mall, Surveyor No.207, Behind Baker Gauges (I) Pvt. Ltd., Main Nagar Road, Viman Nagar, **Pune 411014**, Tel: 020-30950290
13. Kalasagar Mall, Mouje – Ghatiodiya, Near Sun and Step Club, Satadhar Cross Road, **Ahmedabad 380061**, Tel: 079-40706620
14. Ghatge Patil Automobiles Ltd., 517E, Old Pune Bangalore Road, **Kolhapur 416001**, Tel: 0231-2526441
15. Orion Mall, 26/1, Brigade Gateway, 80ft. Road, Malleswaram West, **Bangalore 560055**, Tel: 080-22682030

LANDMARK:

1. Iscon Mega Mall, S G Road, Satellite, **Ahmedabad 380015**, Tel: 079-40027500/65450120
2. The Forum Mall, 21 Hosur Road, Koramangala, **Bangalore 560029**, Tel: 080-42404240
3. Ampa Skywalk, 3rd Floor (adjacent to the food court), Nelson Manickam Road, Aminijkarai, **Chennai 600 029**, Tel: 044-64523101
4. Spencer Plaza, 769 Annasalai, **Chennai 600002**, Tel: 044-64523166 to 64523181
5. Citi Centre, No. 10 & 11, Dr. Radhakrishnan Salai, Mylapore, **Chennai 600004**, Tel: 044-64523500
6. Apex Plaza, No. 3, Nungambakkam High Road, Nungambakkam, **Chennai 600034**, Tel: 044-64523150
7. The Residency Towers, Sir Thyagaraya Road, T-Nagar, **Chennai 600017**, Tel: 044-64523110/28152030
8. Chennai One, SEZ, Thuraipakkam-Pallavaram, 200 ft. Road, **Chennai 600097**, Tel: 044-64523109/42827898
9. Next to Ohri's Restaurant, Road #12, Banjara Hills, **Hyderabad 500034**, Tel: 040-64631577 to 64631581
10. KMC Retail Mall, Next to Kirtilal Jewellers, Somajiguda Circle, Begumpet, **Hyderabad 500082**, Tel: 040-40505000/64631583 to 64631597
11. The Westend Mall, Waves Cinema TC - 54, Vibhuti Khand, Gomti Nagar, **Lucknow 226010**, Tel: 0522-4025555/6506625
12. Infinity Mall, No: 619, New Link Road, Oshiwara, Lokhandwala, Andheri (W), **Mumbai 400058**, Tel: 022-64564380
13. Inorbit Mall, 1st Floor, Next to Westside, Near Vashi Railway Station, Vashi, **Navi Mumbai 400705**, Tel: 022-64564361
14. Chhatrapati Shivaji International Airport, Terminal 1-B, Santacruz (E), **Mumbai 400099**, Tel: 022-66859400
15. Ambience Mall, T-301, 3rd Floor, Nelson Mandela Road, Vasant Kunj, **New Delhi 110070**, Tel: 011-64641719/26
16. DLF Grand Mall, LG 17/18, Mehrauli - Gurgaon Road, **Gurgaon 122002**, Tel: 0124-6462963 to 6462970
17. SGS Mall, Shop No. 1, Ground Floor, No. 231, Moledina Road, Pune Camp, **Pune 411001**, Tel: 020-40068888
18. Phoenix Market City, S-37, 2nd Floor, Next to Maruti Showroom, Viman Nagar, **Pune 411014**, Tel: 020-65340011
19. Monalisa Centrum, Next To Inox Multiplex, Off. Race Course Circle, **Vadodara 390007**, Tel: 0265-6450311 to 6450318

CERTIFICATE

To The Members of

Trent Limited

We have examined the compliance of the conditions of Corporate Governance by Trent Limited, for the year ended 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that based on the report issued by the Registrars of the Company to the Investors' Grievance Committee, as on 31st March 2012 there were no investor grievance matters against the Company remaining unattended / pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **N. M. RAIJI & Co.**
Chartered Accountants

Y. N. THAKKAR
Partner

Membership No. 33329

Mumbai, 25th June 2012

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause I(D), of the Listing Agreement with the Stock Exchanges, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended 31st March 2012.

For Trent Limited

Philip Auld
Chief Executive Officer

Mumbai, 28th May 2012

AUDITORS' REPORT**TO THE MEMBERS OF TRENT LIMITED**

1. We have audited the attached Balance Sheet of **TRENT LIMITED**, as at 31st March 2012, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable;
 - (v) on the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
 - (b) in the case of the Profit & Loss Account, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **N. M. RAJI & CO.**,
Chartered Accountants
(Registration No. 108296W)

Y.N. THAKKAR
Partner
Membership No. 33329

Place : Mumbai
Date : 28th May, 2012

ANNEXURE TO THE AUDITORS' REPORT**(Referred to in paragraph 3 of our report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, physical verification of major items of fixed assets was conducted by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size and operations of the Company and the nature of its assets. On the basis of explanations received, in our opinion, the discrepancies found on physical verification were not significant.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the year.
- (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) (a) The Company has not granted any loans, secured or unsecured, during the year to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) of paragraph 4 (iii) of the Order are not applicable.
- (b) The Company has not taken any loans, secured or unsecured, during the year from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (f) and (g) of paragraph 4 (iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us, there are no transactions that need to be entered into the register in pursuance of section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. In respect of unclaimed deposits matured in earlier years that are outstanding during the year, the Company has complied with the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975. As informed to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the products of the Company.
- (ix) (a) According to the records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March 2012 for a period of more than six months from the date they became payable.
- (b) According to the records made available to us and the information and explanations given by the management, the details of the dues of Sales Tax / Income Tax / Custom Duty / Wealth Tax

/ Service Tax / Excise Duty / Cess, which have not been deposited on account of any dispute, are given below :

Particulars	Financial year to which the matter pertains	Forum where the dispute is pending	Amount (₹ In Crores)
Sales Tax	1994-95, 1995-96, 2006-07, 2008-09	Deputy Commissioner (Appeals)	0.64
Luxury Tax	2002-03	Deputy Commissioner (Appeals)	0.01

- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of any dues to financial institutions, banks or debenture holders during the year.
- (xii) Based on our examination of the records and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit / nidhi / mutual benefit fund / society.
- (xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that in respect of the investment activity of the Company, proper records have been maintained of the transactions and contracts and timely entries have been made in those records. All the investments of the Company are held in its own name except as permissible under section 49 of the Companies Act, 1956.
- (xv) On the basis of the information and explanations given to us, the Company has given guarantee for various facilities availed by its wholly owned subsidiary from bank. The terms and conditions of the guarantee are not prejudicial to the interest of the Company.
- (xvi) The Company has not obtained any term loans.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) As per the information and explanations given to us, the Company has not made during the year any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) As per the information and explanations given to us, the Company has created security or charge in respect of debentures issued.
- (xx) We have verified that the end use of the money raised by public issues is as disclosed in the notes to the financial statements.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **N.M. RAIJI & CO.**,
Chartered Accountants
(Registration No. 108296W)

Y.N. THAKKAR
Partner
Membership No. 33329

Place : Mumbai
Date : 28th May, 2012

Balance Sheet as at 31st March 2012

Particulars	Note No.	Page	Figures as at 31 st March 2012	
			(₹ in Crores)	Figures as at 31 st March 2011
I. EQUITY AND LIABILITIES				
1 SHAREHOLDERS' FUNDS				
(a) Share Capital	1.1	46-48	38.70	35.96
(b) Reserves and Surplus	1.2	48-50	1,315.48	1,046.00
			1,354.18	1,081.96
2 NON CURRENT LIABILITIES				
(a) Long Term Borrowings	1.3	50	225.00	225.00
(b) Other Long Term Liabilities	1.4	51	1.55	15.83
(c) Long Term Provisions	1.5	51	108.67	105.08
			335.22	345.91
3 CURRENT LIABILITIES				
(a) Short Term Borrowings	1.6	51	15.00	-
(b) Trade Payables	1.7	51	106.01	93.04
(c) Other Current Liabilities	1.8	52	47.11	82.41
(d) Short Term Provisions	1.9	52	29.08	33.68
			197.20	209.13
TOTAL			1,886.60	1,637.00
II. ASSETS				
1 NON CURRENT ASSETS				
(a) Fixed Assets	1.10	53		
(i) Tangible Assets			279.29	260.06
(ii) Intangible Assets			4.43	3.87
(iii) Capital Work-in-Progress			20.99	27.83
(b) Non Current Investments	1.11	54-56	648.43	396.68
(c) Deferred Tax Assets (Net)	1.12	56	12.47	20.56
(d) Long Term Loans and Advances	1.13	57	270.49	301.69
			1,236.10	1,010.69
2 CURRENT ASSETS				
(a) Current Investments	1.14	57	56.72	28.29
(b) Inventories	1.15	58	179.23	130.57
(c) Trade Receivables	1.16	58	3.42	4.96
(d) Cash and Cash Equivalents	1.17	58	269.61	300.34
(e) Short Term Loans and Advances	1.18	59	134.86	148.86
(f) Other Current Assets	1.19	59	6.66	13.29
			650.50	626.31
TOTAL			1,886.60	1,637.00

Significant Accounting policies & Notes to Accounts 3-4 63-73

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329

Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Profit and Loss Statement for the year ended 31st March 2012

Particulars	Note No.	Page	Figures for the year ended 31 st March 2012		(₹ in Crores)
			Figures for the year ended 31 st March 2012	Figures for the year ended 31 st March 2011	
I. Revenue from Operations(Net)	2.1	60	821.79		677.89
II. Other Income	2.2	60	90.25		51.43
III. Total Revenue (I+II)			912.04		729.32
IV. Expenses:					
a. Cost of Raw Materials Consumed	2.3	61	2.95		2.18
b. Purchases of Stock-in-Trade			492.62		367.56
c. Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade [(Accretion)/Decretion]	2.4	61	(49.50)		(34.72)
d. Employee Benefits Expense	2.5	61	67.88		54.96
e. Finance Costs	2.6	61	7.71		7.84
f. Depreciation and Amortization Expense	1.10	53	15.95		13.63
g. Other Expenses	2.7	62	320.69		254.71
Total Expenses			858.30		666.16
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)			53.74		63.16
VI. Exceptional Items	2.8	62	9.16		2.84
VII Profit Before Tax (V- VI)			44.58		60.32
VIII Tax Expense:					
Current Tax			10.01		12.22
Deferred Tax			8.15		13.07
MAT Credit			(8.09)		(8.08)
(Excess)/Short provision for tax pertaining to prior years			(12.76)		0.07
Total Tax Expenses			(2.69)		17.28
IX Profit/(Loss) for the year (VII - VIII)			47.27		43.04
X Earnings per Equity Share: (₹)	4.20	73			
(1) Basic			20.75		21.46
(2) Diluted			18.73		19.60
Significant Accounting Policies & Notes to Accounts	3-4	63-73			

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329
Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Notes forming part of the Balance Sheet

Note 1.1 (Item No. I (1) (a), Page 44)

SHARE CAPITAL

	₹ in Crores	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) AUTHORISED :			
3,20,00,000 Equity Shares of ₹10/- each	32.00		32.00
(2010-2011 : 3,20,00,000 Equity Shares of ₹10/- each)			
50,00,000 Unclassified Shares of ₹10/- each	5.00		5.00
(2010-2011 : 50,00,000 Unclassified Shares of ₹10/- each)			
70,000 Preference Shares of ₹1000/- each	7.00		7.00
(2010-2011 : 70,000 Preference shares of ₹1000/-each)			
1,20,00,000 Cumulative Convertible Preference shares of ₹10/-each.	12.00		12.00
(2010-2011 : 1,20,00,000 Preference shares of ₹10/-each)			
		56.00	56.00
(b) ISSUED, SUBSCRIBED AND PAID UP :			
2,72,49,519 Equity Shares of ₹10/- each fully paid-up		27.25	20.06
[2010-2011 : 2,00,56,877 Equity Shares of ₹10/- each fully paid-up]			
70,000 0.1% Cumulative Redeemable Preference Shares of ₹1000/-each, fully paid-up		7.00	7.00
[2010-2011 : 70,000 0.1% Cumulative Redeemable Preference Shares of ₹1000/- each fully paid-up]			
Nil Cumulative Compulsorily Convertible Preference Shares Series A of ₹10/- each fully paid-up		-	4.45
[2010-2011 : 44,51,414 Cumulative Compulsorily Convertible Preference Shares Series A of ₹10/- each fully paid-up]			
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of ₹10/- each fully paid-up		4.45	4.45
[2010-2011 : 44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of ₹10/- each fully paid-up]			
		38.70	35.96

(c) **Details of shares issued for consideration other than cash**

70,000 Cumulative Redeemable Preference Shares were allotted as fully paid pursuant to Scheme of Amalgamation without payment being received in cash during the financial year 2009-2010.

(d) **Terms/rights attached to Equity Shares**

The Company has equity shares having par value of ₹10 per share. Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 1956 read together with the Memorandum of Association and Articles of Association of the company as applicable.

(e) **Terms/rights attached to Preference shares**

(i) The Company has 0.1% Cumulative Redeemable Preference Shares having a par value of ₹1000/- each. The shares are entitled for a dividend of 0.1% per annum on the capital for the time being paid up thereon. The voting rights of the persons holding the said shares shall be in accordance with the provisions of Sec 87 of the Companies Act, 1956. The said shares rank for dividend in priority to the equity shares for the time being of the company. The said shares shall, in the case of winding up entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not upto the commencement on the winding up, in priority to equity shares but shall not be entitled to

Notes forming part of the Balance Sheet

Note 1.1

SHARE CAPITAL (Contd.)

any further participation in profits or assets. The term of the 0.1% Cumulative Redeemable Preference Shares is of 20 years from 26th March 2010, being the date of allotment, with an option to the Company to redeem the Preference Shares at any time after 36 months from the date of allotment. The Board of Directors at their meeting held on 26th April 2010 have fixed 1st June 2013 as the date of redemption of the Preference Shares.

- (ii) During the year 2010-11, the Company had issued 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series A of ₹10/- @ ₹550/- each and 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series B of ₹10/- @ ₹550/- each to the Equity Shareholders on Right basis in the ratio of 4 CCPS (2 series A and 2 Series B) for every 9 Equity Shares held. Each CCPS of Series A is Convertible into 1 Equity Share of ₹10/- each at premium of ₹540/- automatically on 1st September, 2011 and the same has been converted into equity shares during the current year and each CCPS of Series B is Convertible into 1 Equity Share of ₹10/- each at a premium of ₹540/- automatically on 1st September, 2012. Until conversion, CCPS of both series will be eligible for a dividend of 0.1% p.a on their face value. The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Sec 87 of the Companies Act, 1956. The CCPS rank for dividend in priority to the equity shares for the time being of the company. The CCPS shall, in the case of winding up, entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not upto the commencement on the winding up, in priority to equity shares, but shall not be entitled to any further participation in profits or assets.

(f) Reconciliation of Share Capital

Particulars	As at 31.03.2012		As at 31.03.2011	
	Nos.	Amount (₹ in Crores)	Nos.	Amount (₹ in Crores)
i) Equity Shares				
Number of shares at the beginning	2,00,56,877	20.06	2,00,35,052	20.04
Add: Shares Issued on exercise of ESOP	-	-	21,825	0.02
Add: Shares issued on conversion of CCPS Series A(Refer Note 1.1(e) (ii) above)	44,51,414	4.45	-	-
Add: Shares issued to Qualified Institutional Investors (Refer Note 1.1(i) Page 48)	27,41,228	2.74	-	-
Number of shares at the end	2,72,49,519	27.25	2,00,56,877	20.06
ii) 0.1% Cumulative Redeemable Preference shares				
Number of shares at the beginning and at the end	70,000	0.07	70,000	0.07
iii) Cumulative Compulsorily Convertible Preference Shares Series A				
Number of shares at the beginning	44,51,414	4.45	-	-
Add: Shares issued on rights basis (Refer Note 1.1(e) (ii) above)	-	-	44,51,414	4.45
Less: Converted into Equity shares (Refer Note 1.1(e) (ii) above)	44,51,414	4.45	-	-
Number of shares at the end	-	-	44,51,414	4.45
iv) Cumulative Compulsorily Convertible Preference Shares Series B				
Number of shares at the beginning	44,51,414	4.45	-	-
Add: Shares issued on rights basis (Refer Note 1.1(e) (ii) above)	-	-	44,51,414	4.45
Number of shares at the end	44,51,414	4.45	44,51,414	4.45

Notes forming part of the Balance Sheet
Note 1.1
SHARE CAPITAL (Contd.)

 (g) **The details of shareholders holding more than 5 % shares are as under:**

Name of the shareholders	As at 31.03.2012		As at 31.03.2011	
	No. of shares	% to total shares	No. of shares	% to total shares
i) Equity Shares				
Tata Sons Ltd	62,89,343	23.08	50,60,969	25.23
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund*			10,24,397	5.11
ii) 0.1% Cumulative Redeemable Preference Shares				
Hemlatha Ramaiah	70,000	100.00	70,000	100.00
iii) Cumulative Compulsorily Convertible Preference Shares Series A				
Tata Sons Ltd	-	-	12,28,374	27.60
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund	-	-	3,04,907	6.85
iv) Cumulative Compulsorily Convertible Preference Shares Series B				
Tata Sons Ltd	12,28,374	27.60	12,28,374	27.60
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund	3,67,005	8.24	3,15,507	7.09

The above details in respect of (i), (iii) and (iv) are as certified by the Registrar and Share transfer Agents and in respect of (ii) is as per the records maintained by the company

*Shares held less than 5% as on 31.03.2012

 (h) **Details of shares reserved for issue under options**

As at 31.03.2012, the Company had 44,51,414 equity shares reserved on conversion of CCPS Series B while 44,51,414 equity shares reserved for issue on conversion of CCPS Series A and 44,51,414 on conversion of CCPS Series B as at 31.03.2011

(i) During the year the Company issued 27,41,228 equity shares of ₹10/- each @ ₹912/- per share including a premium of ₹902/- per share to Qualified Institutional Buyers

Note 1.2 (Item No. 1 (1) (b), Page 44)
RESERVES AND SURPLUS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) SECURITIES PREMIUM ACCOUNT		
Balance as per last account	753.42	345.58
Add: Transfer from Employee Stock Options on issue of Equity Shares	-	1.07
Add: Premium on issue of Compulsorily Convertible Preference Shares (Refer Note 1.1 (e) (ii) Page 47)	-	480.75
Add: Premium on issue of equity shares to Qualified Institutional Investors (Refer Note 1.1 (i) above)	247.26	-

Notes forming part of the Balance Sheet
Note 1.2
RESERVES AND SURPLUS (Contd.)

	₹ in Crores	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Less: Premium on redemption of Debentures (refer point 1, 2, 3 of Note 1.3, Page 50 and point 1 of Note 1.8, Page 52)	-		68.74
Less: Write off of securities issue expenses (net of deferred tax)	4.97		5.24
		995.71	753.42
(b) DEBENTURE REDEMPTION RESERVE			
Balance as per last account	58.00		53.00
Add: Transferred from Profit and Loss Account	5.00		5.00
		63.00	58.00
(c) EMPLOYEE STOCK OPTIONS			
1) Employee Stock Options Outstanding			
Balance as per last account	-		1.07
Additions	-		-
Less: Transferred to share Premium Account	-		1.07
Balance Outstanding	-		-
2) Less: Deferred Employee Compensation			
Balance as per last account	-		0.23
Additions	-		-
Less: Amortised/Lapsed	-		0.23
Balance	-		-
Net Employee Stock Options	-		-
(d) GENERAL RESERVE :			
Balance as per last account	181.78		176.78
Add: Transferred from Profit and Loss Account	5.00		5.00
Less: Expenses on Amalgamation (Refer point 2, Page 50)	0.13		-
		186.65	181.78
(e) SURPLUS IN PROFIT AND LOSS ACCOUNT			
Opening Balance	52.79		37.27
Add: Net Profit after Tax for the year	47.27		43.04
Amount Available for Appropriations	100.06		80.31
LESS: APROPRIATIONS			
(i) General Reserve	5.00		5.00
(ii) Debenture Redemption Reserve	5.00		5.00
(iii) Dividend Paid (Full Figure for Current year ₹19,055/-)	0.00		0.01
(iv) Proposed Dividend - Equity shares (Refer point 3, Page 50)	17.72		15.05
(v) Proposed Dividend - Preference shares (Refer point 3, Page 50))	0.01		0.01
(vi) Tax on Dividend	2.21		2.45
Closing Balance		70.12	52.79
		1,315.48	1,046.00

Note:

- In respect of Options granted under the Company's Employee Stock Options Scheme 2009 (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as deferred

Notes forming part of the Balance Sheet

Note 1.2

RESERVES AND SURPLUS (Contd.)

- employee compensation, which is amortised on a straight line basis over the vesting period. Consequently, Employee benefit expenses include ₹Nil (2010-2011- ₹0.23 Crores) being the amortisation of deferred employee compensation.
- The costs and expenses amounting to ₹0.20 Crores (net of tax ₹0.13 Crores) incurred for implementation of the scheme of Amalgamation of Satnam Developers and Finance Private Limited (SDPL) and Satnam Realtors Private Limited (SRPL) with the company as approved by the Hon'ble High court of Judicature at Bombay in 2009-10 have been adjusted against the general reserve of the company.
 - The Board of Directors at its meeting held on 28th May 2012 has recommended a Dividend of ₹6.50 per Equity share and ₹1 per share on Cumulative Redeemable Preference shares for the year ended 31st March 2012.

Note 1.3 (Item No. I (2) (a), Page 44)

LONG TERM BORROWINGS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Bonds/Debentures		
(a) SECURED DEBENTURES :		
Non Convertible Debentures - April 10 Series I (Refer note 1 below)	100.00	100.00
	100.00	100.00
(b) UNSECURED DEBENTURES :		
Non Convertible Debentures - June 10 Series 1 (Refer note 3 below)	45.00	45.00
Non Convertible Debentures - June 10 Series 2 (Refer note 3 below)	30.00	30.00
Non Convertible Debentures - April 10 Series 2 (Refer note 2 below)	50.00	50.00
	125.00	125.00
Total	225.00	225.00

Note:-

- During the year 2010-11, the Company issued 1,000 Redeemable Non Convertible Debentures April 10 Series I of ₹0.10 Crores each on private placement basis. These Debentures are free of interest and are redeemable at a premium of ₹0.06 crores each on 14th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax. These Debentures are secured by way of charge on immovable property of the company in favour of Debenture Trustees as stipulated in the Debenture Trust Deed and 1.25 times asset cover will be maintained by the company on continuous basis.
- During the year 2010-11, the Company issued 500 Unsecured Redeemable Non Convertible Debentures April 10 Series 2 of ₹0.10 Crores each on private placement basis. These Debentures carry a coupon rate of 5% p.a of interest and are redeemable at a premium of ₹0.03 Crores each on 27th April 2015. The Premium payable on redemption of these Debentures has been fully provided and has been debited to Securities Premium Account net of deferred tax in 2010-2011.
- During the year 2010-11, the Company issued 450 Unsecured Redeemable Non Convertible Debentures June 2010 Series 1 of ₹0.10 Crores each and 300 Unsecured Redeemable Non Convertible Debentures June 2010 Series 2 of ₹0.10 Crores each on private placement basis. Series I Debentures carry an interest @ 9.75% p.a and are redeemable at Par on 30th June 2017 and series 2 Debentures are free of Interest and are redeemable at premium of ₹0.09 Crores on 30th June 2017. The premium payable on redemption of Series 2 Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax in 2010-11.

Notes forming part of the Balance Sheet
Note 1.4 (Item No. I (2) (b), Page 44)
OTHER LONG TERM LIABILITIES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Income Received in Advance	1.55	2.81
(b) Security Deposits Received	-	13.02
	<u>1.55</u>	<u>15.83</u>

Note 1.5 (Item No. I (2) (c), Page 44)
LONG TERM PROVISIONS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Provision for Employee benefits (Refer Note 4.18, Page 71)	4.89	1.54
(b) Others		
(i) Redemption Premium of Debentures (Refer point 1, 2, 3 of Note 1.3, Page 50)	102.92	102.92
(ii) Rent SLR Equalisation	0.86	0.62
	<u>103.78</u>	<u>103.54</u>
	<u>108.67</u>	<u>105.08</u>

Note 1.6 (Item No. I (3) (a), Page 44)
SHORT TERM BORROWINGS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Deposits		
UNSECURED		
Inter Corporate Deposits	15.00	-
	<u>15.00</u>	<u>-</u>

Inter Corporate Deposits are repayable on 28th September 2012

Note 1.7 (Item No. I (3) (b), Page 44)
TRADE PAYABLES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Trade Payables (Refer Note 4.5, Page 65)	106.01	93.04
	<u>106.01</u>	<u>93.04</u>

Notes forming part of the Balance Sheet

Note 1.8 (Item No. I (3) (c), Page 44)

OTHER CURRENT LIABILITIES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Non Convertible Debentures-Oct-09-Series I (Refer Note 1 below)	-	50.00
(b) Interest accrued but not due on borrowings	6.35	5.63
(c) Income received in advance	1.25	0.36
(d) Unpaid Dividends	0.71	0.65
(e) Application money received for allotment of securities and due for refund and interest accrued thereon (Refer Note 2 below)	0.15	0.22
(f) Unpaid matured debentures and interest accrued thereon	0.02	0.02
(g) Security Deposits received	16.46	2.23
(h) Withholding tax and other Statutory Payments	7.11	4.63
(i) Retention Money	0.02	0.02
(j) Employee related liability	5.47	5.66
(k) Creditors for Capital Expenditure	3.74	7.88
(l) Others	5.83	5.11
	47.11	82.41

- (1) During the year 2009-10, the Company issued 500 Unsecured Redeemable Non Convertible Debentures of ₹0.10 Crores each on private placement basis. These Debentures are free of interest and are redeemable at a premium of ₹0.02 Crores each on 21st October 2011. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax during 2009-10. Accordingly the Company has redeemed the debentures during the year.
- (2) Share Application Money received and due for refund represents the cheques issued but not encashed by the payees.
- (3) Security Deposits Received includes received from Subsidiaries ₹1.28 Crores (2010-11: ₹1.28 Crores)

Note 1.9 (Item No. I (3) (d), Page 44)

SHORT TERM PROVISIONS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Provision for Employee benefits (Refer Note 4.18, Page 71)	1.01	3.46
(b) Others		
(i) Proposed Dividend	17.73	15.05
(ii) Tax on Dividend	2.21	2.44
(iii) Contingencies (Refer Note 4.2 (e), Page 65)	8.05	2.89
(iv) Redemption Premium of Debentures (Refer point 1 of Note 1.8, above)	-	9.68
(v) Rent SLR Equalisation	0.08	0.16
	28.07	30.22
	29.08	33.68

Notes forming part of the Balance Sheet
Note 1.10 (Item No. II (1) (a), Page 44)
FIXED ASSETS

ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at 1.4.2011	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2012	As at 1.4.2011	Deductions/ Adjustments	For the year	As at 31.03.2012	As at 31.03.2012	
	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	
Tangible Assets										
Freehold Land	4.05 (4.05)	0.66 -	- -	4.71 (4.05)	- -	- -	- -	- -	4.71 (4.05)	
Leasehold Land	54.50 (54.50)	- -	- -	54.50 (54.50)	1.38 (0.66)	- -	0.72 (0.72)	2.10 (1.38)	52.40 (53.12)	
Buildings	120.60 (74.36)	12.50 (47.28)	1.09 (1.04)	132.01 (120.60)	14.08 (11.54)	0.27 (0.72)	3.75 (3.26)	17.56 (14.08)	114.45 (106.52)	
Plant and Equipment	54.45 (46.16)	9.45 (8.58)	1.55 (0.29)	62.35 (54.45)	14.44 (12.26)	0.47 (0.11)	2.69 (2.29)	16.66 (14.44)	45.69 (40.01)	
Furniture and Fixtures	68.18 (56.38)	12.78 (12.12)	6.00 (0.32)	74.96 (68.18)	23.24 (19.33)	1.98 (0.06)	4.65 (3.97)	25.91 (23.24)	49.05 (44.94)	
Office Equipments	4.02 (3.59)	0.61 (0.53)	0.12 (0.10)	4.51 (4.02)	1.04 (0.86)	0.03 (0.02)	0.23 (0.20)	1.24 (1.04)	3.27 (2.98)	
Computers	16.91 (14.11)	3.96 (2.81)	0.17 (0.01)	20.70 (16.91)	8.82 (6.70)	0.08 (0.01)	2.61 (2.13)	11.35 (8.82)	9.35 (8.09)	
Vehicles	0.49 (0.55)	0.14 -	0.12 (0.06)	0.51 (0.49)	0.15 (0.13)	0.07 (0.03)	0.06 (0.05)	0.14 (0.15)	0.37 (0.34)	
Total Tangible Assets	323.20 (253.70)	40.10 (71.32)	9.05 (1.82)	354.25 (323.21)	63.15 (51.48)	2.90 (0.95)	14.71 (12.62)	74.96 (63.15)	279.29 (260.06)	
Intangible Assets										
Brands/Trademarks	0.01 (0.01)	- -	- -	0.01 (0.01)	0.01 (0.01)	- -	- -	0.01 (0.01)	- -	
Computer software	6.77 (6.21)	1.85 (0.56)	0.10 -	8.52 (6.77)	2.90 (1.91)	0.05 -	1.24 (0.99)	4.09 (2.90)	4.43 (3.87)	
Non Compete Fees	0.20 (0.20)	- -	- -	0.20 (0.20)	0.20 (0.18)	- -	- (0.02)	0.20 (0.20)	- -	
Total Intangible Assets	6.98 (6.42)	1.85 (0.56)	0.10 -	8.73 (6.98)	3.11 (2.10)	0.05 -	1.24 (1.01)	4.30 (3.11)	4.43 (3.87)	
Total Assets	330.18 (260.12)	41.95 (71.88)	9.15 (1.82)	362.98 (330.19)	66.26 (53.58)	2.95 (0.95)	15.95 (13.63)	79.26 (66.26)	283.72 (263.93)	
Capital Work-in-Progress									20.99 (27.83)	
Total									304.71 (291.76)	

Notes :

- (1) Figures in brackets are in respect of previous year.
- (2) Buildings include improvements to leasehold premises and an amount of ₹250 (2010-2011: ₹250) representing value of Shares in Co-operative Housing Societies/Condominium.
- (3) Buildings include Net block of ₹15.80 Crores (2010-11- ₹14.77 Crores) which have been given under operating leases.

Notes forming part of the Balance Sheet
Note 1.11 (Item No. II (1) (b), Page 44)
NON CURRENT INVESTMENTS

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No. of Shares/Units	₹ in Crores	No. of Shares/Units	₹ in Crores
Long term Investments				
Trade Investments at Cost (unquoted and fully paid unless otherwise stated)				
(a) Investments in Equity instruments				
(1) In Subsidiary Companies				
Nahar Retail Trading Services Ltd. (Equity shares of ₹1000 each)	1,996	28.32	1,996	28.32
Trent Brands Limited (Equity shares of ₹10 each)	32,50,000	3.25	32,50,000	3.25
Fiora Link Road Properties Private Ltd. (Equity shares of ₹10 each)	50,000	0.05	50,000	0.05
Landmark Limited (Equity shares of ₹10 each) (Refer Note 4.1(b)(i), Page 64)	41,97,370	124.80	41,97,370	124.80
Landmark E-tail Pvt Ltd. (Equity shares of ₹100 each)	1,000	0.01	-	-
Fiora Services Limited (Equity shares of ₹100 each)	-	-	39,000	0.77
Trent Global Hypermarket Ltd. (USD 750000)	7,50,000	3.27	7,50,000	3.27
Trent Hypermarket Ltd (Equity shares of ₹10 each)	7,34,20,790	300.05	5,12,00,000	100.06
Westland Limited (Equity shares of ₹1 each) (Refer Note 4.1(b)(i), Page 64)	27,39,800	3.01	27,39,800	3.01
Total Investments in Equity Instruments of Subsidiaries		462.76		263.53
(2) In Joint Ventures				
Inditex Trent Retail India Private Limited (Equity shares of ₹1000 each)	3,17,520	31.75	3,17,520	31.75
TREXA ADMC Pvt Ltd (Equity shares of ₹10 each)	22,07,500	2.21	22,07,500	2.21
Less: Provision for Diminution in value of Investments		2.00		2.00
		0.21		0.21
Total Investments in Equity Instruments of Joint Ventures		31.96		31.96
(3) In Other Company				
Retailers Association of India	10,000	0.01	10,000	0.01
Retailers Association's Skill Council of India	500	0.01	-	-
		0.02		0.01
(b) Investments in Preference Shares				
(1) In Subsidiary Companies				
Nahar Retail Trading Services Ltd. - Pref Shares (9.5% Cumulative Redeemable Preference Shares of ₹1000 each)	-	-	100	0.01
Trent Hypermarket Ltd. -10% Redeemable pref shares (Preference shares of ₹10 each)	-	-	10,00,000	1.00
Westland Ltd. Optionally convertible pref. shares (Preference shares of ₹1 each)	6,00,00,000	6.00	4,00,00,000	4.00
Total Investments in Preference shares of Subsidiaries		6.00		5.01

Notes forming part of the Balance Sheet
Note 1.11
NON CURRENT INVESTMENTS

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No. of Shares/Units	₹ in Crores	No. of Shares/Units	₹ in Crores
(2) In Associates				
Tata Sons Limited (7% Redeemable Preference shares)	20,000	2.00	20,000	2.00
Total Trade Investment		502.74		302.51
Non Trade Investments at Cost (unquoted and fully paid unless otherwise stated)				
(a) Investments in Equity instruments				
IDBI Ltd. (Quoted)	18,867	0.32	18,867	0.32
Tata Investment Corporation Limited(Quoted)	38,550	1.35	25,700	0.84
Tata Investment Corpn. ZCCB-Warrants (warrants of ₹0 each)	-	-	12,850	-
The Associated Building Company Limited-(Equity shares of ₹900 each) (Full figure for current and previous year ₹45000)	50	0.00	50	0.00
Tata International Limited-(Equity shares of ₹1000 each)	3,000	2.02	1,000	0.02
Tata Services Limited-(Equity shares of ₹1000 each) (Full figure for current and previous year ₹45000)	45	0.00	45	0.00
Total Investments in Equity Instruments		3.69		1.18
(b) In Mutual Funds				
Axis Fixed Termplan series 15 -Growth	25,00,000	2.50	-	-
Birla Sun Life Fixed Term plan Series CF Growth	-	-	50,00,000	5.00
Birla Sun Life Fixed Term plan Series CI Growth	-	-	50,00,000	5.00
Birla Sun Life Fixed Term plan Series CK Growth	-	-	20,00,000	2.00
Birla Sun Life Fixed Term plan Series EW Growth	50,00,000	5.00	-	-
Birla Sun Life Fixed Term plan Series FA Growth	1,00,00,000	10.00	-	-
BNP Paribas Fixed term Fund series 23A Growth	50,00,000	5.00	-	-
HSBC Fixed term series 86 Growth	50,00,000	5.00	-	-
HDFC FMP 370D march 2012 (1) Growth	1,75,00,000	17.50	-	-
HDFC FMP 399D march 2012 (1) Growth	50,00,000	5.00	-	-
ICICI pru FMP Series 52 1 year Plan C Cum..	-	-	1,00,00,000	10.00
ICICI Pru FMP Srs 53 1 year Plan C Growth	-	-	50,00,000	5.00
ICICI pru Annual interval plan II growth	-	-	39,12,945	5.00
ICICI pru Interval Fund Annual interval plan III growth	-	-	49,99,100	5.00
ICICI Pru FMP Srs 63 1 year Plan B Growth	1,70,00,000	17.00	-	-
ICICI Pru FMP Srs 63 1 year Plan C Growth	1,00,00,000	10.00	-	-
IDFC Fixed Maturity plan yrly Series 37 growth	-	-	10,00,000	1.00
Kotak FMP series 83 growth	1,00,00,000	10.00	-	-
Reliance Fixed Horizon Fund XV Series 9 Growth.	-	-	50,00,775	5.00
Religare FMP Series 8 Plan F 369 days Growth..	25,00,000	2.50	-	-
Tata Fixed Maturity Plan Series 39 Scheme I Growth.	50,00,000	5.00	-	-
Tata Fixed Maturity Plan Series 39 Scheme H Growth.	50,00,000	5.00	-	-

Notes forming part of the Balance Sheet
Note 1.11
NON CURRENT INVESTMENTS

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No. of Shares/Units	₹ in Crores	No. of Shares/Units	₹ in Crores
Tata Fixed Maturity Plan Series 36 Scheme C Growth.	2,500,000	2.50	-	-
UTI Fixed Term Income Fund Series XI-VII (366 days) Growth.	2,00,00,000	20.00	-	-
Birla Sunlife Income Plus - Growth	-	-	11,70,245	4.87
HDFC High Interest Fund Quarterly Divd. Reinvst.	-	-	91,52,005	10.25
HDFC Income Fund Growth.	-	-	41,78,706	9.24
HDFC Floating Rate Income Fund-Long term plan Growth	54,10,172	10.00	-	-
Templeton India Income Opportunities Fund Growth	-	-	46,92,809	5.00
Birla Sunlife G-Sec Fund LT Divid. Reinvst.	-	-	90,38,603	10.55
HDFC Gilt Fund Long term-Growth	-	-	26,31,601	5.06
IDFC Money Manager Fund Investmen Plan B growth	60,34,675	10.00	-	-
Templeton India Short term Income Plan Inst. (Units of ₹1000 each)	-	-	32,949	5.02
Total investment in Mutual Fund		142.00		92.99
Total Non Trade Investments		145.69		94.17
Total Non Current Investments		648.43		396.68
Aggregate book value of Investments				
Unquoted		648.76		397.53
Quoted [Market value ₹1.91 Crores (2010-2011: ₹1.58 Crores)]		1.67		1.15

- 1) Aggregate value of provision for dimuntion in value of Investments is ₹2 Crores.
- 2) The company has given undertakings to the lenders of its subsidiaries, Landmark Limited and Westland Limited restricting its rights to sell the shares of Landmark Limited and Westland Limited held by it.

Note 1.12 (Item No. II (1) (c), Page 44)
DEFERRED TAX ASSET-NET

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Deferred Tax Assets		
Retirement Benefits	1.84	1.62
Premium on Redemption of Debentures	21.59	28.63
Other Provisions	2.76	2.74
	26.19	32.99
Less-Deferred Tax Liability		
Depreciation	13.72	12.43
Deferred Tax Asset/(Liability) - Net	12.47	20.56

Notes forming part of the Balance Sheet
Note 1.13 (Item No. II (1) (d), Page 44)
LONG TERM LOANS AND ADVANCES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured, Considered Good		
(a) Capital Advances	2.16	3.56
(b) Security Deposits		
Deposits for Premises	12.20	18.72
Other Deposits	2.39	1.85
(c) Loans and Advances to related parties (Refer note 4.11, Page 67 and Note 4.17.21, Page 70)	231.34	260.98
(d) Loans and Advances to Others	0.74	-
(e) Loans and advances to Employees	1.18	1.08
(f) MAT Credit Outstanding	20.48	15.50
	270.49	301.69

Note 1.14 (Item No. II (2) (a), Page 44)
CURRENT INVESTMENTS-At lower of Cost or Fair value

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No.of. Shares/Units	₹ in Crores	No.of. Shares/Units	₹ in Crores
Investments in Mutual funds(unquoted and fully paid unless otherwise stated)				
ICICI Pru Interval Fund Half yrly Interval plan1 Inst. Divid.	-	-	49,99,400	5.00
Kotak 370 FMP 370 days Series 7 Growth	-	-	50,00,000	5.00
Tata Fixed Maturity Plan Series 27 Scheme A Growth	-	-	50,00,000	5.00
Tata Fixed Maturity Plan Series 28 Scheme A Growth	-	-	52,50,000	5.29
Birla Sun Life Fixed Term plan Series CE Growth	-	-	50,00,000	5.00
Tata Liquid Super High Inv.Fund- Appreciation- (Units of ₹1000 each)	82,942	16.39	16,574	3.00
Birla Sun Life Short Term FMP Series 31 Growth	82,942	5.00	-	-
Axis Liquid Fund Inst. Growth	42,315	5.02	-	-
Birla Sunlife Cash Plus-Inst-premium Growth	4,13,661	7.09	-	-
DSP Blackrock Liquidity Fund Inst. Growth	78,908	12.06	-	-
HDFC Cash Management Fund-Savings Plan-Growth	15,97,578	3.56	-	-
ICICI Pru. Inst. Liquid plan Super Inst. Growth	4,80,004	7.60	-	-
Total Current Investment		56.72		28.29
Aggregate book value of Investments				
Unquoted		56.72		28.29
Quoted		-		-
Total		56.72		28.29

Notes forming part of the Balance Sheet

Note 1.15 (Item No. II (2) (b), Page 44)

INVENTORIES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Raw Materials- At Cost	0.97	1.91
(b) Stock in trade- At lower of Cost or Net Realisable Value Add-Stocks-in-Transit	176.61 0.21	127.12 0.16
	176.82	127.28
(c) Packing Materials- At Cost	0.90	0.68
(d) Stores & Spares- At Cost	0.54	0.70
	179.23	130.57

Note 1.16 (Item No. II (2) (c), Page 44)

TRADE RECEIVABLES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Debts outstanding for a period exceeding six months	1.24	1.38
(b) Other Debts	2.59	4.07
	3.83	5.45
Less : Provision for Doubtful Debts	0.41	0.49
	3.42	4.96
Considered Good - Unsecured	3.42	4.96
Considered Doubtful - Unsecured	0.41	0.49
	3.83	5.45

Note 1.17 (Item No. II (2) (d), Page 44)

CASH AND CASH EQUIVALENTS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Balances with Scheduled Banks		
(a) Current Accounts	4.00	10.44
(b) Fixed Deposit Accounts	4.00	-
(c) Certificate of Deposits	253.83	283.94
	261.83	294.38
(b) Credit card slips on hand	2.15	1.09
(c) Cash on hand	1.85	1.20
(d) Unclaimed Dividend Accounts	0.72	0.65
(e) Unclaimed Debenture Interest Accounts	0.02	0.02
(f) Margin Money Deposits with Banks with less than 12 months maturity	1.94	2.51
(g) Margin Money Deposits with Banks with more than 12 months maturity	1.10	0.49
	269.61	300.34

Notes forming part of the Balance Sheet
**Note 1.18 (Item No. II (2) (e), Page 44)
SHORT TERM LOANS AND ADVANCES**

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured Considered good		
(a) Security Deposits		
Deposits for Premises- Subsidiaries	2.50	4.13
Deposits for Premises- Others	60.01	52.95
Other Deposits	0.49	-
(b) Loans and Advances to Staff	0.53	1.01
(c) Loan to Others	0.13	-
(d) Inter Corporate Deposits Given	20.00	75.00
(e) Advances Payment to Creditors	4.40	3.04
(f) Balances with government agencies	3.73	0.90
(g) Advance Income/Wealth Taxes - Net of Provision	38.14	7.94
(h) Other Taxes Recoverable	1.16	1.94
(i) Prepaid Expenses	3.57	1.95
(j) Interest Receivable	0.20	-
	134.86	148.86
Unsecured, Considered Doubtful		
(a) Bills of Exchange	1.14	1.14
(b) Other Taxes Recoverable	0.04	0.04
(c) Advances Payment To Creditors	1.11	0.67
(d) Loans and Advances to Staff	0.03	0.11
(e) Interest Receivable	0.19	0.19
(f) Security Deposits	1.05	-
	3.56	2.15
Less: provision for Doubtful Advances	(3.56)	(2.15)
	-	-
	134.86	148.86

**Note 1.19 (Item No. II (2) (f), Page 44)
OTHER CURRENT ASSETS**

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured Considered good		
(a) Receivable from Subsidiaries	1.22	3.08
(b) Other Receivables	2.73	2.60
(c) Interest accrued on Bank Deposits	2.71	7.61
	6.66	13.29

Notes forming part of Profit and Loss Account

Note 2.1 (Item No. I, Page 45)

REVENUE FROM OPERATIONS

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Sale of products (Gross)	818.73	673.95
Less: VAT	48.09	38.83
Sale of products (Net)	770.64	635.12
Other operating revenues		
Display & Sponsorship Income	1.15	1.18
Commission on sales	3.20	4.50
Discounts & Fees	19.08	10.05
Others	6.19	6.53
Rent	22.03	20.51
	51.65	42.77
Revenue from Operations(Gross)	822.29	677.89
Less:		
Excise duty	0.50	-
	821.79	677.89

Note 2.2 (Item No. II, Page 45)

OTHER INCOME

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Interest Income		
Interest on Loans and Advances	52.19	23.05
Interest/Discounts on Deposits with Bank	9.06	8.56
Dividend Income		
Dividend from Current Investments	0.14	7.20
Dividend from Long Term Investments	0.69	0.20
Dividend From Subsidiaries	4.09	-
Profit on Sale of Investments		
Profit on sale of current investments(Net)	11.43	5.17
Profit on sale of Long Term Investments(Net)	12.37	-
Other Non Operating Income	0.22	0.00
(Full Figure for Previous year ₹5,600/-)		
Excess provision no longer required written back	0.06	-
Profit on Fixed Assets sold/discarded (Net)	-	7.25
	90.25	51.43

Notes forming part of Profit and Loss Account
Note 2.3 (Item No. IV (a), Page 45)
COST OF RAW MATERIALS CONSUMED

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Opening Stock	1.91	1.65
Add: Purchases	2.01	2.44
Less: Closing Stock	0.97	1.91
Cost of Materials consumed	<u>2.95</u>	<u>2.18</u>

Note 2.4 (Item No. IV (c), Page 45)
**CHANGES IN INVENTORIES OF FINISHED GOODS,
WORK-IN-PROGRESS AND STOCK IN TRADE
[(ACCRETION)/DECRETION]**

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Closing Stock	176.62	127.12
Less: Opening Stock	127.12	92.40
(Accretion)/Decretion	<u>(49.50)</u>	<u>(34.72)</u>

Note 2.5 (Item No. IV (d), Page 45)
EMPLOYEE BENEFIT EXPENSES

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Salaries, Wages, Bonus, etc.	60.56	48.91
Contribution to Provident, Superannuation and Gratuity Funds	3.95	2.99
Workmen and Staff Welfare Expenses	3.37	2.83
Expense on Employee Stock Option Scheme (ESOP)	-	0.23
	<u>67.88</u>	<u>54.96</u>

Note 2.6 (Item No. IV (e), Page 45)
FINANCE COST

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Interest Expense		
Debentures	6.89	5.98
Fixed Loans	0.80	1.67
Others	0.02	0.19
	<u>7.71</u>	<u>7.84</u>

Notes forming part of Profit and Loss Account

Note 2.7 (Item No. IV (g), Page 45)

OTHER EXPENSES

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Processing Charges	2.20	1.94
Packing Materials Consumed	2.52	3.40
Power and Fuel	29.15	23.88
Repairs to Building	27.45	18.05
Repairs to Machinery	4.24	2.85
Repairs Others	6.83	5.92
Rent	56.18	40.01
Rates and Taxes	9.32	7.49
Insurance	0.80	0.64
Advertisement and Sales Promotion	51.17	46.95
Travelling Expenses	3.22	4.30
Professional and Legal Charges	9.22	6.65
Printing and Stationery	1.49	1.43
Bank Charges	5.57	4.45
Postage, Telegrams and Telephones	3.75	3.83
General Expenses (Refer Note 4.3, Page 65)	35.67	30.65
Retail Business Fees	54.63	40.97
Directors' Fees	0.21	0.13
Commission to Non Whole-time Directors	0.27	0.53
Loss on Sale of Fixed Assets Sold/Discarded (Net)	1.88	-
Loss on sale of Long Term Investments (Net)	-	0.11
Freight and forwarding charges	14.92	10.53
	320.69	254.71

Note 2.8 (Item No. VI, Page 45)

EXCEPTIONAL ITEMS: (INCOME)/EXPENSES

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Income	-	-
Expenses		
Provision for Contingency for Disputed Expenses	6.00	0.84
Provision for Diminution in value of Investments in Joint Venture Trexa ADMC Private Limited	-	2.00
Restructuring Costs (Refer Note below)	3.16	-
Net (Income)/Expenses	9.16	2.84

Note:

Restructuring costs are incurred in respect of restructuring of its Sisley and Fashion yatra stores.

Notes Forming Part of the Balance Sheet and Profit & Loss Account

Note 3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of accounts

The financial statements are prepared on the accrual basis of accounting and in accordance with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and referred to in Section 211(3C) of the Companies Act, 1956.

3.2 Fixed Assets and Depreciation

- (a) Fixed Assets are stated at cost less depreciation. Costs comprise of cost of acquisition, Borrowing Cost, Cost of Improvement and any attributable cost of bringing the asset to condition for its intended use.
- (b) Depreciation on tangible assets is provided in accordance with the provisions of Schedule XIV to the Companies Act, 1956 as under:
 - (a) In respect of the assets of the Retail Business on "Straight Line" method.
 - (b) In respect of all other assets on "Written Down Value" method.
- (c) Leasehold land is amortised over the period of lease remaining as at the date of their capitalisation.
- (d) Improvement to leasehold premises are depreciated over the period of lease remaining as at the date of their capitalisation.
- (e) Intangible Assets are amortised over their useful life not exceeding ten years.

3.3 Investments

Long Term Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of Long Term Investments. Current Investments are stated at lower of cost or fair value.

3.4 Inventories

Inventories are valued as under:

Raw materials, packing materials and stores and spares: at cost.

Finished Products: at lower of cost or net realisable value.

3.5 Income

- (a) Sale of goods is recognised on delivery to customers.
- (b) Other operating revenues are accounted on accrual basis.
- (c) Interest income is accounted on accrual basis.
- (d) Dividend income is accounted when right to receive payment is established.

3.6 Retirement Benefits

3.6.1 Defined Contribution Plans

- a) Company's contributions during the year towards Government administered Provident Fund, Family Pension Fund, ESIC and Labour Welfare Fund are charged to the Profit & Loss Account as incurred.
- b) Company's contributions during the year towards Superannuation to the Superannuation Trust administered by a Life Insurance Company are recognized in the Profit & Loss Account as incurred.

3.6.2 Defined Benefit Plans

- a) Company's Contribution towards Gratuity made under the Group Gratuity Schemes with Life Insurance Companies are determined based on the amounts recommended by Life Insurance Companies as per actuarial valuation.
- b) Provision for other retirement/post retirement benefits in the forms of pensions, medical benefits and long term compensated absences (leave encashment) has been made on the basis of actuarial valuation.

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)**3.7 Foreign Currency Transactions**

Foreign Currency transactions are accounted at the rates prevailing on the date of transaction.

Year end current assets and liabilities are translated at the exchange rate ruling on the date of the Balance Sheet.

Exchange differences on settlement/conversion are adjusted to the Profit and Loss Account.

3.8 Employee Stock Option Scheme (ESOS)

In respect of Options granted under the Company's Employee Stock Options Scheme (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as Deferred Employee Compensation, which is amortised on a straight line basis over the vesting period.

3.9 Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.10 Taxation

- (a) Current Tax comprises of Provision for Income Tax and Wealth Tax is determined in accordance with the provisions of Income Tax Act, 1961 and the Wealth Tax Act, 1957.
- (b) Deferred tax is recognised on timing difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

3.11 Leases

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rents under operating leases are recognised in the Profit & Loss Account on straight line basis.

3.12 Borrowing Cost

Borrowing cost include interest, fees and other charges incurred in connection with the borrowing of funds and is considered as revenue expenditure for the year in which it is incurred. Borrowing cost attributed to the acquisition/improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets is capitalised as cost of the assets.

Note 4 OTHER SIGNIFICANT NOTES**4.1. Capital and Other Commitments****(a) Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹20.98 Crores (2010-2011 : ₹21.46 Crores)

(b) Other Commitments (As Certified by the Management)

- (i) The company has given undertakings to the lenders of its subsidiaries, Landmark Limited and Westland Limited restricting its rights to sell the shares of Landmark Limited and Westland Limited held by it.
- (ii) Corporate Guarantees to be given to the debenture trustees in respect of Non convertible Debentures of ₹25 Crores issued by Trent Hypermarket Limited (wholly owned subsidiary).
- (iii) Certain Key arrangements of the Company - The Company has agreements in respect of the following and the parties inter-se have certain rights and obligations, also covering certain affirmative and shareholding related provisions, commensurate with arrangements of this nature:

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

- Joint venture with Inditex Group to open Zara stores in India.
- Strategic Association with Tesco Plc in respect of the Star Bazaar hypermarket business involving interalia a franchise and wholesale supply arrangement.
- Trent Hypermarket Limited's Joint venture with a Xander Group fund for development of shopping centres in which Star Bazaar would be an anchor tenant.
- TVS private equity fund's investment in Landmark Limited.

4.2 Contingent Liabilities and Claims

- (a) Contingent Liability in respect of Sales tax, Excise and Customs demands against which the Company has filed appeals ₹0.68 Crores (2010-2011: ₹0.77 Crores) - net of tax ₹0.46 Crores (2010-2011 : ₹0.51 Crores).
- (b) Contingent Liability in respect of Income-tax demands against which the Company has filed appeals : ₹2.11 Crores (2010-2011 : ₹9.42 Crores).
- (c) Claims made against the Company not acknowledged as debts (As certified by the management): ₹15.43 Crores (2010-2011 : ₹7.14 Crores)
- (d) Corporate Guarantee given on behalf of Subsidiary: ₹15.00 Crores (2010-2011 : ₹15.00 Crores)
- (e) Disclosure as required by AS 29 : Provision for Contingencies

(₹ In Crores)

Particulars	Amount as at beginning of the year	Provisions made during the year	Amount adjusted / reversed during the year	Amount as at end of the year
Provision made as a matter of abundant caution against items (a), (b) and (c) above, which are disputed by the Company.	2.05	0.00	0.00	2.05
Provision for disputed expenses	0.84	6.00	0.84	6.00
Total	2.89	6.00	0.84	8.05

4.3 (i) Note 2.7 General Expenses include :

- (a) Auditors' Remuneration -
- Audit Fees
 - Fees for Taxation matters
 - Other Services

Reimbursement of out-of-pocket expenses

- (b) Provision/ Write Off for doubtful debts/advances (net)

- (ii) Expenses on Amalgamation /Securities/Warrant Issue debited to Securities Premium include auditors remuneration -other services

31.03.2012	31.03.2011
₹	₹
in Crores	in Crores
0.11	0.07
0.03	0.01
0.07	0.15
0.02	0.01
1.05	0.29
0.06	0.04

4.4 Gain on foreign exchange fluctuation (net) credited to the profit and loss account amounted to ₹0.39 Crores (2010-2011 : gain ₹0.20 Crores).

4.5 There are no Micro, Small and Medium Enterprises , to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March 2012. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

- 4.6** There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31st March 2012 except ₹0.05 Crores (2010-2011: ₹0.04 Crores) which is held in abeyance due to legal cases pending.
- 4.7** (i) Out of the proceeds of the issue of Cumulative Convertible Preference Shares (CCPS) of ₹489.66 crores in 2010-11, ₹327.58 Crores have been utilised towards objects of the issue and pending utilisation the balance amount is invested mainly in mutual funds and money market instruments
- (ii) Out of the proceeds of the issue of equity shares to Qualified Institutional Buyers of ₹250.00 Crores in the current year, ₹5.77 Crores have been utilised towards objects of the issue and pending utilisation the balance amount is invested mainly in mutual funds and money market instruments
- 4.8** Provision for taxation is inclusive of the tax impact on account of the securities issue expenses and premium on redemption of debentures debited to the Securities Premium Account. The Company has taken credit for MAT which it is entitled on future taxable profits.
- 4.9** (a) The company has entered into lease agreement for assets taken on operating lease which range between three years and six years. These are renewable by mutually agreeable terms. The future minimum lease payments under non-cancellable operating leases are as under:

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
i) Not later than one year	14.83	20.13
ii) Later than one year and not later than five years	14.22	28.02
iii) Later than five years	Nil	Nil

- (b) The company has entered into lease agreement for assets given on operating lease which range between three years and five years . These are renewable by mutually agreeable terms. The future minimum lease payments under non-cancellable operating leases are as under :

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
i) Not later than one year	2.55	16.58
ii) Later than one year and not later than five years	Nil	1.91
iii) Later than five years	Nil	Nil

4.10. SALES, PURCHASES, OPENING AND CLOSING STOCKS (1.4.2011 to 31.3.2012)

Class Of Goods	SALES ₹ in Crores	PURCHASES ₹ in Crores	OPENING STOCK ₹ in Crores	CLOSING STOCK ₹ in Crores
Apparels/Household items etc.	817.81 (673.08)	492.00 (366.99)	127.12 (92.40)	176.61 (127.12)
Others	0.92 (0.87)	0.62 (0.57)	-	-
Total	818.73 (673.95)	492.62 (367.56)	127.12 (92.40)	176.61 (127.12)

Notes :

- (i) Closing stock is after adjusting samples, free gifts, damaged goods and shortages.
- (ii) Figures in brackets are in respect of previous year.

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

4.11. Disclosure in terms of Clause 32 of Listing Agreement regarding loans and advances in the nature of loans to Subsidiaries:

a) Details of loans and advances in the nature of loans

Name of Company		Balance as at 31.03.2012 ₹ in Crores	Maximum Amount Outstanding during the year ₹ in Crores
Fiora Services Limited	Subsidiary	-	2.00
Fiora Link Road Properties Limited	Subsidiary	32.04	32.04
Nahar Retail Trading Services Limited	Subsidiary	7.80	8.33
Trent Brands Limited	Subsidiary	35.75	35.75
Trent Hypermarket Limited	Subsidiary	155.75	358.25

b) Details of Investments made by the loanees in the shares of the Company and subsidiaries as on 31.03.2012 are as under

Investor company	Invested In	₹ Crores
Fiora Link Road Properties Limited	Landmark Limited	32.06
Fiora Services Limited	Landmark Limited	0.07
Trent Brands Limited	Fiora Services Limited	8.55
Trent Brands Limited	Landmark Limited	8.05

Notes:

- 1) Loan to Fiora Link Road Properties Limited are free of interest.
- 2) All above loans are repayable after three years from the date of disbursement/renewal.
- 3) Investment by Fiora Services Limited in shares of Landmark Limited are prior to grant of loan.
- 4) Investments by Trent Brands Limited in shares of Landmark Limited is prior to grant of loan.

4.12 VALUE OF IMPORTED AND INDIGENOUS MATERIALS CONSUMED :

	2011-2012		2010-2011	
	₹ in Crores	% of Total Consumption	₹ in Crores	% of Total Consumption
(a) RAW MATERIALS :				
(i) Imported	0.05	2	0.09	4
(ii) Indigenous	2.90	98	2.09	96
TOTAL	2.95	100	2.18	100
(b) PACKING MATERIALS :				
(i) Imported	-	-	-	-
(ii) Indigenous	2.52	100	3.40	100
TOTAL	2.52	100	3.40	100

4.13 VALUE OF IMPORTS ON C.I.F. BASIS :

- (a) Finished Products (including in-transit)
 (b) Capital Goods
 TOTAL

2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
9.63	9.48
3.13	3.16
12.76	12.63

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

4.14 EXPENDITURE IN FOREIGN CURRENCY :

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
(a) Travelling Expenses	0.21	0.31
(b) Consultancy Fees (Net of Tax deducted at source)	1.61	0.32
(c) Payments on other accounts	1.35	2.20
TOTAL	3.17	2.83

4.15 EARNINGS IN FOREIGN CURRENCY :

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
Sales of goods*	14.44	13.10
TOTAL	14.44	13.10

* Represents sale of goods which are collected in Foreign Currency through International Credit Cards, as certified by the collecting bankers.

4.16. SEGMENT REPORTING

The main business of the Company is retailing. All other activities of the Company are incidental to the main business. Accordingly, there are no separate reportable segments in terms of the Accounting Standard 17 on "Segment Reporting" issued by ICAI.

4.17. RELATED PARTY TRANSACTIONS:

Related parties are as certified by the management

4.17.01 Parties where control exists

Trent Brands Limited - Subsidiary Company.
(100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
Flora Services Limited - Subsidiary Company.
(Nil Holding by Trent Limited as at 31st March 2012)
(25.67% Equity Share Capital is held by Trent Limited as at 31st March 2011)
(89.88% Equity Share Capital is held by Trent Brands Limited as at 31st March 2012)
(64.20% Equity Share Capital is held by Trent Brands Limited as at 31st March 2011)
Nahar Retail Trading Services Limited - Subsidiary Company
(100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
Flora Link Road Properties Limited - Subsidiary Company
(100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
Landmark Limited - Subsidiary Company
(57.39% Equity Share Capital is held by Trent Limited as at 31st March 2012)
(17.66% Equity Share Capital is held by wholly owned subsidiary companies as at 31st March 2012)
Westland Limited - Subsidiary Company
(96.64% Equity Share Capital is held by Trent Limited as at 31st March 2012)
Trent Retail Services Limited - Subsidiary of Landmark Ltd uptill 09.06.2011
(Associate of Landmark Limited from 10.06.2011 to 13.07.2011)
(100% Equity Share Capital is held by Landmark Limited as at 31st March 2011)
Landmark E-Tail Private Limited - Subsidiary Company
(Subsidiary of Landmark uptill 13.07.2011. Subsidiary of Trent Ltd. w.e.f. 14.07.2011)

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

(100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
 (100% Equity Share Capital is held by Landmark Limited as at 31st March 2011)
 Trent Hypermarket Limited - Subsidiary Company.
 (100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
 Trent Global Holdings Limited - Subsidiary Company
 (100% Equity Share Capital is held by Trent Limited as at 31st March 2012)
 Optim Estates Private Limited (w.e.f. 30th April 2010)
 (Merged with Trent Hyper Market Limited - Effective date 20th September 2010)

4.17.02 Other Related Parties with whom transactions have taken place during the year:

Associates:

Tata Sons Ltd.
 (Holds more than 20% of the Share Capital of the Company)

Joint Ventures

Trexia Admc Private Limited
 (50% Equity Share Capital is held by Trent Limited as at 31st March 2012)
 Inditex Trent Retail India Private Limited
 (49% Equity Share Capital is held by Trent Limited as at 31st March 2012)
 Virtuous Shopping Centers Limited
 (66.66% Equity Share Capital is held by Trent Hypermarket Limited as at 31.03.2012)
 Commonwealth Developers Private Limited - Subsidiary Company of Virtuous Shopping Centers Limited
 w.e.f. 11.11.2011
 (100% Equity Share Capital is held by Virtuous Shopping Centers Limited as at 31st March 2012)

4.17.03 Directors/Manager of the Company

Managing Director	Mr. N. N. Tata (resigned on 11 th August 2010)
Non Executive Directors	Mr. F. K. Kavarana
	Mr. B. S. Bhesania (retired on 18 th August 2010)
	Mr. A. D. Cooper
	Mr. K. N. Suntook
	Mr. N. N. Tata (w.e.f. 12 th August, 2010 till 18 th August 2010) Appointed as an Additional Director and Vice Chairman w.e.f. 19 th August 2010
	Mr. Zubin Dubash (w.e.f. 26 th April 2010)
	Mr. Bhaskar Bhat (w.e.f. 27 th September 2010)
	Mr. S. Susman (w.e.f. 11 th May 2011)
Chief Executive Officer & Manager	Mr. Philip N. Auld (w.e.f. 1 st May 2011)

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
4.17.04 Sales to and Other recoveries from related parties		
a) Subsidiaries	7.71	8.45
b) Associates	0.17	0.09
4.17.05 Purchase/other services from related parties		
a) Subsidiaries	21.43	16.76
b) Associates	6.73	4.93
4.17.06 Purchases of Fixed Assets from related parties		
a) Subsidiaries	0.94	-
b) Associates	0.40	-

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

	2011-2012	2010-2011
	₹	₹
	in Crores	in Crores
4.17.07 Remuneration to Directors / Manager	3.94	2.84
4.17.08 Interest/Dividend received from related parties		
a) Subsidiaries	32.91	17.00
b) Associates	0.14	0.14
4.17.09 Security Deposit Repaid		
Subsidiaries	1.63	0.96
4.17.10 Interest/Dividend paid to related parties		
a) Subsidiaries	0.12	0.10
b) Associates	3.80	3.29
c) Directors	0.04	0.04
4.17.11 Purchase of Equity Shares of		
Subsidiaries	0.01	-
4.17.12 Subscription to Share Capital		
Subsidiaries	201.99	5.15
4.17.13 Loan Given to		
Subsidiaries	211.39	104.08
4.17.14 Loan Repaid by		
Subsidiaries	241.03	1.63
4.17.15 Security deposit given during the year		
Associates	-	0.21
4.17.16 Security deposit receivable as on 31.03.2012		
a) Subsidiaries	2.50	4.13
b) Associates	0.66	0.66
4.17.17 Security deposit payable as on 31.03.2012		
Subsidiaries	1.28	1.28
4.17.18 Investments Purchased during the year		
Subsidiaries	-	5.29
4.17.19 Investments Sold during the year		
Subsidiaries	6.50	-
4.17.20 Guarantee given as on 31.3.2012		
Subsidiaries	15.00	15.00
4.17.21 Loan outstanding as on 31.3.2012		
Subsidiaries	231.34	260.98
4.17.22 Outstanding Receivables as on 31.3.2012		
Subsidiaries	1.22	3.11
4.17.23 Outstanding Payables as on 31.3.2012		
a) Subsidiaries	0.00	0.72
b) Associates	1.44	1.71
4.17.24 Issue of Equity Shares		
Directors	-	0.01
4.17.25 Issue of CCPS		
a) Associates	-	135.12
b) Directors	-	1.62
4.17.26 Redemption of Preference Shares by		
Subsidiaries	1.01	-

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

4.18 EMPLOYEE BENEFITS

(a) Defined Benefit Plans - Gratuity, Pension and Medical Benefits (As per actuarial valuations as on 31st March 2012)

₹ in Crores

	GRATUITY (Fully funded)				Pension and Medical Benefits (non funded)	
	LIC Administered Trust		Tata AIG Administered Trust			
	As on 31 st March 2012	As on 31 st March 2011	As on 31 st March 2012	As on 31 st March 2011	As on 31 st March 2012	As on 31 st March 2011
I Change in Obligation during the year ended						
1 Present value of obligations as at beginning of year	1.32	0.97	1.00	0.91	1.69	1.85
2 Interest cost	0.14	0.09	0.07	0.07	0.13	0.14
3 Current Service Cost	0.33	0.26	0.03	0.06	-	-
4 Actuarial (gain) / loss on obligations	0.49	(0.06)	(0.38)	0.04	(0.07)	(0.15)
5 Past Service Costs	-	0.21	-	-	-	-
6 Liabilities assumed on Acquisition / (Settled on Divestiture)	(0.38)	-	-	-	-	-
7 Benefits Paid	(0.10)	(0.15)	(0.32)	(0.08)	(0.14)	(0.14)
8 Present value of Defined Benefit Obligation at the end of the year	1.79	1.32	0.40	1.00	1.61	1.69
II Change in Assets during the Year ended						
1 Plan assets at the beginning of the year	1.14	0.98	1.03	0.99	-	-
2 Expected return on plan assets	0.10	0.09	0.08	0.07	0.00	0.00
3 Contributions by Employer	0.38	0.22	-	-	0.14	0.14
4 Assets acquired on Acquisition / (Distributed on Divestiture)	-	-	-	-	-	-
5 Funds Transfer In	-	-	-	-	-	-
6 Actual benefits paid	(0.10)	(0.15)	(0.32)	(0.08)	(0.14)	(0.14)
7 Actuarial gains / (losses)	0.04	0.00	(0.03)	0.01	-	-
8 Plan Assets at the end of the year	1.55	1.14	0.77	1.00	-	-
III Net Asset/(Liability) recognized in the Balance Sheet						
1 Present Value of Defined Benefit Obligation	1.79	1.32	0.40	1.00	1.61	1.69
2 Fair value of plan assets	1.58	1.14	0.77	1.03	-	-
3 Amount not recognised as an Asset (limit in Para 59(b) of Accounting Standard 15)	(0.12)	-	-	-	(1.61)	(1.69)
4 Fund status (Surplus / (Deficit))	(0.21)	(0.18)	0.24	0.03	(1.61)	(1.69)
5 Net Assets / (Liability)	(0.21)	(0.18)	0.24	0.03	(1.61)	(1.69)
IV Expenses recognized in the statement of Profit and Loss						
1 Current Service cost	0.33	0.26	0.03	0.06	-	-
2 Interest Cost	0.14	0.09	0.07	0.07	0.13	0.14
3 Expected return on plan assets	(0.10)	(0.09)	(0.08)	(0.07)	-	-
4 Net Actuarial (Gains) / Losses (Net of Opening Actuarial gain / (loss) adjustment)	0.45	(0.06)	(0.35)	0.02	(0.07)	(0.15)
5 Past Service Cost	-	0.21	-	-	-	-
6 Net effect of Transfer in	-	-	-	(0.02)	-	-
7 Effect of the limit in Para 59(b) of Accounting Standard 15	0.12	-	-	-	-	-
8 Expenses recognised in statement of Profit and Loss	0.81	0.41	(0.34)	0.05	0.07	(0.02)
V The major categories of plan assets as a percentage of total plan						
1 Government of India Securities	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2 Corporate Bonds	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3 Special Deposit Scheme	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4 Equity Shares of Listed Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
5 Property	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
6 Insurer Managed Funds	100%	100%	100%	100%	N.A.	N.A.
7 Others	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	100%	100%	100%	100%	N.A.	N.A.
VI Method of valuation	Projected Unit Credit Method					
VII Expected Employers Contribution Next Year	0.50	0.40	-	0.06	N.A.	N.A.
VIII Actuarial Assumptions						
1 Discount Rate	8.50%	8.35%	8.50%	8.25%	8.50%	8.35%
2 Expected rate of return on plan assets	7.50%	7.50%	7.50%	8.25%	N.A.	N.A.
3 Mortality Table	LIC (1994-96) Ultimate			NA	NA	NA
4 Retirement Age	58 Years / 60 years	58 Years / 60 years	60 Years	60 Years	NA	NA

NOTES:

- (a) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- (b) Leave Encashment (Long term compensated absences) recognised as Expense for the year is ₹1.54 Crores (2010-11: Income of ₹0.67 Crores)
- (c) **Defined Contribution Plans**
- | | 2011-2012 | 2010-2011 |
|--|-----------|-----------|
| Company's Contributions to defined Contribution Plans recognised as expense for the year as under: | | |
| 1 Towards Superannuation Fund | 0.07 | 0.13 |
| 2 Towards Government Administered Provident Fund / Family Pension Fund | 2.10 | 1.50 |
| 3 Towards Employees State Insurance / Labour Welfare Fund | 1.07 | 0.83 |

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)

4.19. Interests in Joint Venture:

The Company's interests, as a venture, in jointly controlled entities are:

Name	Country of Incorporation	% of ownership interest as at 31 st March 2012	% of ownership interest as at 31 st March 2011
Trexa ADMC Private Limited	India	50%	50%
Inditex Trent Retail India Private Limited	India	49%	49%

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
I Income		
1. Revenue From Operations	126.72	72.47
2. Other Income	0.66	0.67
II Expenditure		
1. Purchases of Stock-in-Trade	72.34	45.89
2. Changes in inventories of finished goods work-in-progress and Stock-in-Trade [(Accretion)/Decretion]	(6.62)	(8.17)
3. Employee Benefit Expenses	4.69	2.45
4. Other Expenses	23.10	14.05
5. Depreciation	5.88	2.62
Assets:		
III Non Current Assets		
1. Fixed Assets		
Tangible	41.91	21.89
Intangible	-	-
Capital Work in Progress	6.58	8.92
2. Investments	-	-
3. Deferred tax Asset/(Liabilities)	0.58	0.11
4. Long term Loans and Advances	6.24	7.33
IV Current Assets		
1. Investments	-	-
2. Inventories	15.17	8.55
3. Trade Receivables	-	0.02
4. Cash and bank balances	19.11	14.10
5. Short term loans and Advances	3.64	2.68
Liabilities:		
V Non Current Liabilities		
1. Other Long term liabilities	6.31	3.41
2. Long term provisions	0.07	0.02
VI Current Liabilities		
1. Trade Payables	23.90	13.25
2. Other Current Liabilities	1.87	4.76
3. Short term Provisions	0.24	0.05

Notes Forming Part of the Balance Sheet and Profit & Loss Account (Contd.)
4.20. EARNINGS PER SHARE (EPS) :

	2011-2012	2010-2011
(a) Weighted Average Number of shares outstanding during the year.		
i) For Basic Earnings Per Share	2,27,74,714	2,00,51,974
ii) For Diluted Earnings Per Share		
No of shares for Basic EPS as per a(i)	2,27,74,714	2,00,51,974
Add: Dilutive Potential Equity Shares in respect of outstanding options/Cumulative Convertible Preference shares	24,62,294	19,03,534
No of shares for Diluted Earnings Per Share	2,52,37,008	2,19,55,508
(b) Net Profit/(Loss) after Tax available for Equity Shareholders (₹ in Crores)	47.27	43.04
(c) Less: Dividend to Preference Shareholders and applicable dividend distribution tax there on	0.02	0.01
(d) Net Profit/(Loss) after Tax available for Equity Share Holders (₹ in Crores)	47.25	43.03
(e) Earnings Per Share (₹) Face value of ₹10/-		
Basic	20.75	21.46
Diluted	18.73	19.60

4.21. On 30th April 2010 the Company acquired 100% Equity Shares and Preference Shares of Optim Estate Private Limited making it a wholly owned subsidiary of the company. The Scheme of Amalgamation of Optim Estates Private Limited with Trent Hypermarket Limited (100 % subsidiary of the Company) as approved by the Hon'able High Court of judicature at Bombay is effective 20th September 2010. The appointed date of the Scheme is 1st April 2009. In terms of the Scheme, in 2010-11, Trent Hypermarket Limited has issued the Company 1,50,000 Equity Shares of ₹10 each and 10,00,000 10% p.a. Redeemable Preference Shares of ₹10 each in consideration against its holdings in Optim Estates Private Limited.

4.22. The Revised Schedule VI has become effective from 1st April 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our report attached.

For N. M. RAJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329
Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Cash Flow for the Year Ended 31st March, 2012

PARTICULARS	1.4.2011 to	1.4.2010 to
	31.3.2012	31.3.2011
	₹	₹
	in Crores	in Crores
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Exceptional Items	53.74	63.16
Adjustments for:		
Depreciation	15.95	13.63
Provision for doubtful debts & bad debts written off	1.05	0.29
Interest (net)	(53.55)	(23.77)
Employee Stock Option	-	0.23
(Profit)/Loss on Fixed Assets sold/discarded (Net)	1.88	(7.24)
(Profit)/Loss on sale of Investments	(23.80)	(5.06)
Income from Investments	(4.93)	(7.41)
Rent Equilisation Reserve	0.16	0.01
Excess provisions/Liabilities no longer required written back	(0.06)	-
Expired Gift Vouchers and Credit Notes W/back	(1.21)	-
	(64.51)	(29.32)
Operating Profit Before Working Capital Changes	(10.77)	33.84
Adjustments for:		
(Increase)/Decrease in Inventories	(48.66)	(34.09)
(Increase)/Decrease in Trade & Other Receivables	(69.31)	281.61
(Increase)/Decrease in Non Current Assets	31.19	(301.69)
Increase/(Decrease) in Trade & Other Payables	64.04	(103.56)
Increase/(Decrease) in Non Current Liabilities	(10.69)	120.92
	(33.43)	(36.81)
Cash generated from operations	(44.20)	(2.97)
Direct Taxes Paid	(8.48)	(9.32)
	(8.48)	(9.32)
Net Cash from Operating Activities	(52.68)	(12.29)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(37.85)	(80.54)
Sale of Fixed Assets	1.59	8.12
Purchase of Investments	(1,677.92)	(2,102.79)
Sale of Investments	1,421.54	2,123.99
Loans given	(247.09)	(234.08)
Repayment of Loans given	331.03	91.63
Interest received	50.07	28.63
Merger Expenses	(0.20)	-
Dividend From Investments	4.93	7.41
Net cash from Investing Activities	(153.90)	(157.63)
C CASH FLOW FROM FINANCING ACTIVITIES		
Issue of securities	250.00	714.67
Redemption of Securities (Including Premium)	(59.68)	(141.49)
Issue expenses on securities	(4.97)	(6.61)
Unclaimed Securities application money	(0.08)	0.18
Long Term & Other borrowings	15.00	-
Repayment of Long Term & Other borrowings	-	85.02
Interest Paid	(6.99)	(5.41)
Dividend Paid	(17.43)	(15.18)
Net cash from Financing Activities	175.85	461.14
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(30.73)	291.22
CASH AND CASH EQUIVALENTS AS AT 01.04.2011 (Refer Note 1.17, Page 58)	300.34	9.12
CASH AND CASH EQUIVALENTS AS AT 31.03.2012 (Refer Note 1.17, Page 58)	269.61	300.34

Notes: i) All figures in brackets are outflows
ii) Previous year's figures have been regrouped wherever necessary

As per our report attached.

For and on behalf of the Board,

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296W

F. K. KAVARANA Chairman
N. N. TATA Vice Chairman
A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT Directors

Y. N. THAKKAR
Partner
Membership No. 33329
Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING TO SUBSIDIARY COMPANIES BELOW :

	Trent Brands Limited	Flora Services Limited*	Nahar Retail Trading Services Limited	Flora Link Road Properties Limited	Trent Hypermarket Limited	Virtuous Shopping Centres Limited **	Trent Global Holdings Limited	Landmark Limited #	Westland Limited	Landmark E-Tail Private Limited	Commonwealth Developers Privatelimited
	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012	31 st March 2012
1. The financial period of the Subsidiary Company ended on	32,50,000 100 %	136,530 89.88%	1,996 100 %	50,000 100 %	73,420,790 100 %	2,187,796 66.66%	3,273,000 100 %	5,489,503 75.05%	2,739,805 96.64%	1,000 100%	72,659 66.66%
2. Fully paid Shares of the Subsidiary Company held by the Company on the above date:											
(a) Number of Equity Shares											
(b) Extent of holding											
3. The net aggregate of profit of the Subsidiary Company's financial year, so far as they concern the members of the Company were:-											
(a) Dealt with in the accounts of the company for the year ended 31 st March 2012 (₹ in Crores)	Nil	Nil	0.04	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Not dealt with in the accounts of the company for the year ended 31 st March 2012 (₹ in Crores) (Full figure in ₹)	0.12	16.28	0.19	(40,136.00)	(74.30)	(0.01)	(0.09)	(23.47)	(3.52)	-	-
4. The net aggregate of profits of the Subsidiary Company for the previous financial years, so far they concern the members of the company were :-											
(a) Dealt with in the accounts of the Company for the year ended 31 st March 2012 (₹ in Crores)	4.06	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Not dealt with in the accounts of the Company for the year ended 31 st March 2012 (₹ in Crores) (Full figure in ₹)	18.74	4.64	3.04	(0.01)	(97.99)	(0.04)	(3.44)	(1.18)	(0.77)	(0.22)	(4,701.00)
5. Changes in the interest of the Company between the end of the Subsidiary's financial year and 31 st March 2012:											
Number of Shares acquired	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
6. Material changes between the end of the Subsidiary's financial year and 31 st March 2012 (₹ in Crores)											
(i) Fixed Assets (net additions)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(ii) Investments made	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(iii) Investments sold	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(iv) Moneys lent by the Subsidiary Company	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
(v) Moneys borrowed by the Subsidiary Company other than for meeting current liabilities	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

* All shares are held by Trent Brands Limited
 ** All Shares are held by Trent Hypermarket Limited
 *** All Shares are held by Virtuous Shopping Centres Limited
 # Shares are held by Trent Ltd and its Subsidiaries.

For and on behalf of the Board,

F. K. KAVARANA Chairman
N. N. TATA Vice Chairman

PHILIP AULD Chief Executive Officer and Manager
A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT Directors

M. M. SURTI
 Company Secretary

Mumbai, 28th May 2012

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**TO THE BOARD OF DIRECTORS OF TRENT LIMITED**

1. We have audited the attached Consolidated Balance Sheet of **TRENT LIMITED** ("the Company") and its subsidiaries, collectively referred to as "the Group," as at 31st March 2012, and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Consolidated Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3.
 - a) We did not audit the financial statements of the subsidiary Landmark Limited. The financial statements of Landmark Limited reflect total net assets of ₹44.98 Crores as at 31st March 2012 and total revenue of ₹225.13 Crores and the net cash inflow amounting to ₹0.71 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.
 - b) We did not audit the financial statements of the subsidiary Westland Limited, whose financial statements reflect total net assets of ₹2.71 Crores as at 31st March 2012 and total revenue of ₹33.81 Crores and the net cash outflow amounting to ₹0.25 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.
 - c) We did not audit the financial statements of the subsidiary Landmark E-tail Private Limited. The financial statements of Landmark E-tail Private Limited reflect total net assets of (-) ₹0.21 Crores as at 31st March 2012 and total revenue of ₹ Nil Crores and the net cash outflow amounting to ₹0.00 Crores (full figure ₹1,111) for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.
 - d) We did not audit the financial statements of the foreign subsidiary Trent Global Holdings Limited, whose financial statements reflect total net assets of ₹0.04 Crores as at 31st March 2012 and total revenue of ₹ Nil Crores and the net cash outflow amounting to ₹0.05 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants, duly qualified to act as auditor in the country of incorporation of such subsidiary and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.

4. a) We did not audit the financial statements of the joint venture Trexa ADMC Private Limited, whose financial statements reflect total net assets of ₹0.24 Crores as at 31st March 2012 and total revenue of ₹0.10 Crores and the net cash outflow amounting to ₹0.00 Crores (full figure ₹44,145) for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the joint venture have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the joint venture are based solely on their audit report.
- b) We did not audit the financial statements of the joint venture Inditex Trent Retail India Private Limited, whose financial statements reflect total net assets of ₹123.94 Crores as at 31st March 2012 and total revenue of ₹259.86 Crores and the net cash inflow amounting to ₹10.25 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the joint venture have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the joint venture are based solely on their audit report.
5. We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements and Accounting Standard (AS) 27 - Financial Reporting of Interest in Joint Ventures issued by The Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Company and its subsidiaries included in the Consolidated Financial Statements.
6. Based on the audit and on consideration of the reports of the other auditors on the separate financial statements and on the other financial information of the components and the accounts as explained in paragraph 5 above; in our opinion and to the best of our information and according to the explanations given to us, the attached Consolidated Financial Statements read together with Notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March 2012;
 - (b) in the case of the Consolidated Profit & Loss Account, of the loss of the Group for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For **N. M. RAIJI & CO.**,
Chartered Accountants
(Registration No. 108296W)

Y. N. THAKKAR
Partner
Membership No. 33329

Place: Mumbai
Date: 28th May, 2012

Consolidated Balance Sheet as at 31st March 2012

Particulars	Note No.	Page	Figures as at 31 st March 2012	Figures as at 31 st March 2011
I. EQUITY AND LIABILITIES				
1 SHAREHOLDERS' FUNDS				
(a) Share Capital	1.1	80-82	38.70	35.96
(b) Reserves and Surplus	1.2	82-84	1,125.24	959.78
			1,163.94	995.74
2 MINORITY INTEREST				
			5.72	14.57
3 NON CURRENT LIABILITIES				
(a) Long Term Borrowings	1.3	84-85	250.00	225.00
(b) Other Long Term Liabilities	1.4	85	10.04	19.52
(c) Long Term Provisions	1.5	85	128.79	107.13
			388.83	351.65
4 CURRENT LIABILITIES				
(a) Short Term Borrowings	1.6	86	51.31	26.78
(b) Trade Payables	1.7	86	287.91	239.64
(c) Other Current Liabilities	1.8	87	86.44	119.66
(d) Short Term Provisions	1.9	87	30.28	34.28
			455.94	420.36
TOTAL			2,014.43	1,782.32
II. ASSETS				
1 NON CURRENT ASSETS				
(a) Fixed Assets	1.10	88		
(i) Tangible Assets			552.41	467.11
(ii) Intangible Assets			193.68	185.16
(iii) Capital Work-in-Progress			73.19	47.41
(b) Non Current Investments	1.11	89	157.94	102.24
(c) Deferred Tax Assets (Net)	1.12	89	23.23	26.57
(d) Long Term Loans and Advances	1.13	89	75.14	80.27
			1,075.59	908.76
2 CURRENT ASSETS				
(a) Current Investments	1.14	90	67.30	33.05
(b) Inventories	1.15	90	348.14	296.15
(c) Trade Receivables	1.16	90	18.36	22.77
(d) Cash and Cash Equivalents	1.17	90-91	303.74	323.76
(e) Short Term Loans and Advances	1.18	91	195.06	187.51
(f) Other Current Assets	1.19	91	6.24	10.32
			938.84	873.56
TOTAL			2,014.43	1,782.32

Significant Accounting Policies & Notes to Accounts 3-4 95-103

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329
Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Consolidated Profit & Loss Statement for the year ended 31st March 2012

Particulars	Note No.	Page No.	Figures for the year ended 31 st March 2012		(₹ in Crores)
			Figures for the year ended 31 st March 2011	Figures for the year ended 31 st March 2011	
I. Revenue from Operations	2.1	92	1,844.87		1,510.92
II. Other Income	2.2	92	55.91		35.86
III. Total Revenue (I+II)			1,900.78		1,546.78
IV. Expenses:					
a. Cost of Raw Materials Consumed	2.3	93	22.00		13.56
b. Purchases of Stock-in-Trade			1,245.45		1,034.71
c. Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade [(Accretion)/Decretion]			(51.31)		(87.09)
d. Employee Benefits Expense	2.4	93	156.77		123.45
e. Finance Costs	2.5	93	10.35		9.26
f. Depreciation and Amortization Expense	1.10	88	41.08		31.86
g. Other Expenses	2.6	94	529.09		413.21
Total Expenses			1,953.43		1,538.96
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)			(52.65)		7.82
VI. Exceptional Items	2.7	94	8.21		0.84
VII. Profit before Extraordinary Items and Tax (V - VI)			(60.86)		6.98
VIII. Extraordinary Items			17.35		1.45
IX. Profit Before Tax (VII+ VIII)			(43.51)		8.43
X Tax Expense:					
Current Tax			23.66		18.44
Deferred Tax			3.40		10.56
MAT Credit			(11.40)		(8.08)
(Excess)/Short Provision for Tax			(12.75)		(15.01)
Total Tax Expenses			2.91		5.91
XI Profit/(Loss) for the year (IX - X) before Minority Interest			(46.42)		2.52
XII Less: Minority Share of Profit /(Loss)			(8.66)		(4.96)
XIII Profit/(Loss) for the year (XI - XII) after Minority Interest			(37.76)		7.48
XIV Earnings per Equity Share before Extraordinary Items	4.10	102			
(1) Basic			(24.21)		3.01
(2) Diluted			(21.84)		2.75
Earnings per Equity Share after Extraordinary Items					
(1) Basic			(16.59)		3.73
(2) Diluted			(14.97)		3.41
Significant Accounting Policies & Notes to Accounts	3-4	95-103			

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329
Mumbai, 28th May 2012

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Notes forming part of the Consolidated Balance Sheet

Note 1.1 (Item No. I (1)(a), Page 78)

SHARE CAPITAL

	₹ in Crores	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) AUTHORISED :			
3,20,00,000 Equity Shares of ₹10/- each	32.00		32.00
(2010-2011 : 3,20,00,000 Equity Shares of ₹10/- each)			
50,00,000 Unclassified Shares of ₹10/- each	5.00		5.00
(2010-2011 : 50,00,000 Unclassified Shares of ₹10/- each)			
70,000 Preference Shares of ₹1000/- each	7.00		7.00
(2010-2011 : 70,000 Preference shares of ₹1000/-each)			
1,20,00,000 Cumulative Convertible Preference shares of ₹10/-each.	12.00		12.00
(2010-2011 : 1,20,00,000 Preference shares of ₹10/-each)			
		<u>56.00</u>	<u>56.00</u>
(b) ISSUED, SUBSCRIBED AND PAID UP :			
2,72,49,519 Equity Shares of ₹10/- each fully paid-up		27.25	20.06
[2010-2011 : 2,00,56,877 Equity Shares of ₹10/- each fully paid-up]			
70,000 0.1% Cumulative Redeemable Preference Shares of ₹1000/-each, fully paid-up		7.00	7.00
[2010-2011 : 70,000 0.1% Cumulative Redeemable Preference Shares of ₹1000 each/- fully paid-up]			
Nil Cumulative Compulsorily Convertible Preference Shares Series A of ₹10/- each fully paid-up		-	4.45
[2010-2011 : 44,51,414 Cumulative Compulsorily Convertible Preference Shares Series A of ₹10/- each fully paid-up]			
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of ₹10/- each fully paid-up		4.45	4.45
[2010-2011 : 44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of ₹10/- each fully paid-up]			
		<u>38.70</u>	<u>35.96</u>

(c) **Details of shares issued for consideration other than cash**

70,000 Cumulative Redeemable Preference Shares were allotted as fully paid pursuant to Scheme of Amalgamation without payment being received in cash during the financial year 2009-2010.

(d) **Terms/rights attached to equity shares**

The Company has equity shares having par value of ₹10 per share. Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act, 1956 read together with the Memorandum of Association and Articles of Association of the company as applicable.

(e) **Terms/rights attached to Preference shares**

(i) The Company has 0.1% Cumulative Redeemable Preference Shares having a par value of ₹1000/- each. The shares are entitled for a dividend of 0.1% per annum on the capital for the time being paid up thereon. The voting rights of the persons holding the said shares shall be in accordance with the provisions of Sec 87 of the Companies Act, 1956. The said shares rank for dividend in priority to the equity shares for the time being of the company. The said shares shall, in the case of winding of

Notes forming part of the Consolidated Balance Sheet
Note 1.1
SHARE CAPITAL (Contd.)

entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not upto the commencement on the winding up, in priority to equity shares but shall not be entitled to any further participation in profits or assets. The term of the 0.1% Cumulative Redeemable Preference Shares is of 20 years from 26th March 2010, being the date of allotment, with an option to the Company to redeem the Preference Shares at any time after 36 months from the date of allotment. The Board of Directors at their meeting held on 26th April, 2010 have fixed 1st June 2013 as the date of redemption of the Preference Shares.

- (ii) During the year 2010-11, the Company had issued 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series A of ₹10/- @ ₹550/- each and 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series B of ₹10/- @ ₹550/- each to the Equity Shareholders on Right basis in the ratio of 4 CCPS(2 series A and 2 Series B) for every 9 Equity Shares held. Each CCPS of Series A is Convertible into 1 Equity Share of ₹10/- each at premium of ₹540/- automatically on 1st September, 2011 and the same has been converted into equity shares during the current year and each CCPS of Series B is Convertible into 1 Equity Share of ₹10/- each at a premium of ₹540/- automatically on 1st September, 2012. Until conversion, CCPS of both series will be eligible for a dividend of 0.1% p.a. on their face value. The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Sec 87 of the Companies Act, 1956. The CCPS rank for dividend in priority to the equity shares for the time being of the company. The CCPS shall, in the case of winding up, entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not upto the commencement on the winding up, in priority to equity shares, but shall not be entitled to any further participation in profits or assets.

(f) Reconciliation of Share Capital

Particulars	As at 31.03.2012		As at 31.03.2011	
	Nos.	Amount (₹ in Crores)	Nos.	Amount (₹ in Crores)
i) Equity shares				
Number of shares at the beginning	2,00,56,877	20.06	2,00,35,052	20.04
Add: Shares Issued on exercise of ESOP	-	-	21,825	0.02
Add: Shares issued on conversion of CCPS Series A [Refer Note 1.1(e)(ii) above]	44,51,414	4.45	-	-
Add: Shares issued to Qualified Institutional Investors (Refer Note below)	27,41,228	2.74	-	-
Number of shares at the end	2,72,49,519	27.25	2,00,56,877	20.06
ii) 0.1% Cumulative Redeemable Preference shares				
Number of shares at the beginning and at the end	70,000	7.00	70,000	7.00
iii) Cumulative Compulsorily Convertible Preference Shares Series A				
Number of shares at the beginning	44,51,414	4.45	-	-
Add: Shares issued on rights basis [Refer Note 1.1(e)(ii) above]	-	-	44,51,414	4.45
Less: Converted into Equity shares [Refer Note 1.1(e)(ii) above]	44,51,414	4.45	-	-
Number of shares at the end	-	-	44,51,414	4.45
iv) Cumulative Compulsorily Convertible Preference Shares Series B				
Number of shares at the beginning	44,51,414	4.45	-	-
Add: Shares issued on rights basis [Refer Note 1.1(e)(ii) above]	-	-	44,51,414	4.45
Number of shares at the end	44,51,414	4.45	44,51,414	4.45

Notes forming part of the Consolidated Balance Sheet
Note 1.1

 (g) **The details of shareholders holding more than 5 % shares are as under:**

Name of the shareholders	As at 31.03.2012		As at 31.03.2011	
	No.of shares	% to total shares	No.of shares	% to total shares
i) Equity shares				
Tata Sons Ltd	62,89,343	23.08	50,60,969	25.23
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund*			10,24,397	5.11
ii) 0.1% Cumulative Redeemable Preference shares				
Hemlatha Ramaiah	70,000	100.00	70,000	100.00
iii) Cumulative Compulsorily Convertible Preference Shares Series A				
Tata Sons Ltd	-	-	12,28,374	27.60
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund	-	-	3,04,907	6.85
iv) Cumulative Compulsorily Convertible Preference Shares Series B				
Tata Sons Ltd	12,28,374	27.60	12,28,374	27.60
Reliance Capital Trustee Co Ltd A/c Reliance Equity Opportunities Fund	3,67,005	8.24	3,15,507	7.09

The above details in respect of (i), (iii) and (iv) are as certified by the Registrar and Share transfer Agents and in respect of (ii) is as per the records maintained by the company

*Shares held less than 5% as on 31.03.2012

 (h) **Details of shares reserved for issue under options**

As at 31.03.2012, the Company had 44,51,414 equity shares reserved on conversion of CCPS Series B while 44,51,414 equity shares reserved for issue on conversion of CCPS Series A and 44,51,414 on conversion of CCPS Series B as at 31.03.2011

(i) During the year the Company issued 27,41,228 equity shares of ₹10 each/- @ ₹912/- per share including a premium of ₹902/- per share to Qualified Institutional Buyers

Note 1.2 (Item No. I (1)(b), Page 78)
RESERVES AND SURPLUS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) SECURITIES PREMIUM ACCOUNT		
Balance as per Last Account	753.42	345.57
Add: Transfer from Employee Stock Options on issue of Equity Shares	-	1.07
Add: Premium on issue of Compulsorily Convertible Preference Shares [Refer Note 1.1 (e) (ii) Page 81]	-	480.75
Add: Premium on issue of equity shares to Qualified Institutional Investors (Refer Note 1.1 (i) Page 82]	247.26	-
Less: Premium on redemption of Debentures (Refer point 1,2,3 of Note 1.3, Page 84-85 and point 1 of Note 1.8, Page 87)	-	68.73
Less: Write off of securities issue expenses (net of deferred tax)	4.97	5.24
	995.71	753.42

Notes forming part of the Consolidated Balance Sheet
Note 1.2
RESERVES AND SURPLUS (Contd.)

	₹ in Crores	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(b) DEBENTURE REDEMPTION RESERVE			
(a) Balance as per last account	58.00		53.00
(b) Add: Transferred from Profit & Loss Account	5.00		5.00
		63.00	58.00
(c) EMPLOYEE STOCK OPTIONS			
a) Employee Stock Options Outstanding			
Balance as per last account	-		1.07
Additions	-		-
Less-Transferred to share Premium Account	-		1.07
Outstanding	-		-
b) Less: Deferred Employee Compensation	-		
Balance as per last account	-		0.23
Additions	-		-
Less-Amortised/Lapsed	-		0.23
Balance	-		-
Net Employee Stock Options	-		-
(d) GENERAL RESERVE :			
Balance as per last account	183.69		178.69
Add : Transferred from Profit & Loss Account	5.00		5.00
Less : Expenses on Amalgamation (Refer Point 2, Page 84)	0.13		-
Less-Profit and loss account balance adjusted in Securities Premium account by a wholly owned subsidiary (Refer Point 4, Page 84)	135.00		-
Less-other expenses debited to Securities premium by a wholly owned subsidiary (Refer point 5, Page 84)	17.75		-
		35.81	183.69
(e) SURPLUS			
Opening Balance	(40.11)		(16.59)
Brought forward Loss arising out of Amalgamation			(3.50)
Add: Net Profit after Tax for the year	(37.76)		7.49
Amount Available for Appropriations		(77.87)	(12.60)
LESS - APPROPRIATIONS			
(i) General Reserve		(130.00)	5.00
(ii) Debenture Redemption Reserve		5.00	5.00
(iii) Dividend paid		0.00	0.01
(iv) Proposed Dividend - Equity Shares (Refer point 3, Page 84)		17.71	15.04
(v) Proposed Dividend - Preference Shares (Refer point 3, Page 84)		0.01	0.01
(vi) Tax on Dividend		3.11	2.45
Closing Balance		26.30	(40.11)
(f) Foreign Exchange Reserve on Consolidation		0.30	0.29
(g) CAPITAL RESERVE ON ACQUISITION OF SUBSIDIARY		4.12	4.49
		1,125.24	959.78

Notes forming part of the Consolidated Balance Sheet

Note 1.2

RESERVES AND SURPLUS (Contd.)

Note:

- (1) In respect of Options granted under the Company's Employee Stock Options Scheme 2009 (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as deferred employee compensation, which is amortised on a straight line basis over the vesting period. Consequently, Employee benefit expenses include ₹Nil (2010-2011- ₹0.23 Crores) being the amortisation of deferred employee compensation.
- (2) The costs and expenses amounting to ₹0.20 Crores (net of tax ₹0.13 Crores) incurred for implementation of the scheme of Amalgamation of Satnam Developers and Finance Private Limited (SDPL) and Satnam Realtors Private Limited (SRPL) with the company as approved by the Hon'ble High Court of Judicature at Bombay in 2009-10 have been adjusted against the general reserve of the company.
- (3) The Board of Directors at its meeting held on 28th May 2012 has recommended a Dividend of ₹6.50 per Equity share and ₹1 per share on Cumulative Redeemable Preference shares for the year ended 31st March 2012.
- (4) During the year, Trent Hypermarket Limited, a wholly owned subsidiary of the company had utilised its Securities Premium Account as on that date for adjusting the debit balance in the Profit and Loss account to the extent of ₹135.00 Crores pursuant to the order dated 30th March 2012 passed by the High Court of Judicature at Bombay in terms of the Scheme for Balance Sheet Restructuring filed by Trent Hypermarket Limited. In the consolidated accounts the same has been adjusted against the General Reserve.
- (5) During the year, Trent Hypermarket Limited, a wholly owned subsidiary of the company has debited to Securities Premium Account, the expenses incurred relating to issue of securities. In the consolidated accounts the same has been adjusted against the General Reserve.

Note 1.3 (Item No. I (3)(a), Page 78)

LONG TERM BORROWINGS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Bonds/Debentures		
(a) SECURED DEBENTURES :		
Non Convertible Debentures- April 10 Series-I (Refer note 1 below)	100.00	100.00
Non Convertible Debentures (Refer Note 4, Page 85)	25.00	-
	125.00	100.00
(b) UNSECURED DEBENTURES :		
Non Convertible Debentures - June 10 Series 1 (Refer note 3, Page 85)	45.00	45.00
Non Convertible Debentures - June 10 Series 2 (Refer note 3, Page 85)	30.00	30.00
Non Convertible Debentures - April 10 Series 2 (Refer note 2 below)	50.00	50.00
	125.00	125.00
Total	250.00	225.00

Note:-

- (1) During the year 2010-11, the Company issued 1,000 Redeemable Non Convertible Debentures April 10 Series-I of ₹0.10 Crores each on private placement basis. These Debentures are free of interest and are redeemable at a premium of ₹0.06 Crores each on 14th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax. These Debentures are secured by way of charge on immovable property of the company in favour of Debenture Trustees as stipulated in the Debenture Trust Deed and 1.25 times asset cover will be maintained by the company on continuous basis.
- (2) During the year 2010-11, the Company issued 500 Unsecured Redeemable Non Convertible Debentures April 10 Series 2 of ₹0.10 Crores each on private placement basis. These Debentures carry a coupon rate of 5%p.a. of interest and are redeemable at a premium of ₹0.03 Crores each on 27th April 2015.

Notes forming part of the Consolidated Balance Sheet

The Premium payable on redemption of these Debentures has been fully provided and has been debited to Securities Premium Account net of deferred tax in 2010-2011.

- (3) During the year 2010-11, the Company issued 450 Unsecured Redeemable Non Convertible Debentures June 2010 Series 1 of ₹0.10 Crores each and 300 Unsecured Redeemable Non Convertible Debentures June 2010 Series 2 of ₹0.10 Crores each on private placement basis. Series 1 Debenture carry an interest @ 9.75% p.a. and are redeemable at a Par on 30th June 2017 and series 2 Debentures are free of Interest and are redeemable at a Premium of ₹0.09 Crores on 30th June 2017. The Premium payable on redemption of Series 2 Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax in 2010-11.
- (4) In March 2012, Trent Hypermarket Limited, the wholly owned subsidiary of the Company has issued 250 Secured Redeemable Unlisted Non Convertible Debentures of ₹0.10 Crores each on private placement basis. These Debentures do not carry any interest & would be redeemed on completion of 5 years from the date of allotment and are redeemable at a premium of ₹0.07 Crores per debenture on the due date. The premium on the debentures has been fully provided and is debited to the Securities Premium Account. However the holders of the debentures have the option to redeem the debentures 10 days prior to the redemption date (early repayment date) at a premium of ₹0.07 Crores per debenture. Trent Hypermarket Limited is in the process of securing the debentures by way of creating a charge on the immovable property of Trent Hypermarket Limited. Trent Limited has given a corporate guarantee on 11th May 2012 in favour of Debenture Trustee guaranteeing the repayment of the debentures along with the accrued redemption premium.

Note 1.4 (Item No. I (3)(b), Page 78) OTHER LONG TERM LIABILITIES

	As at 31.03.2012	As at 31.03.2011
	₹	₹
	in Crores	in Crores
(a) Income Received in Advance	1.56	2.81
(b) Security Deposits Received	0.47	13.30
(c) Retention Money	0.38	-
	2.41	16.11
(d) Share of Joint Ventures	7.63	3.41
	10.04	19.52

Note 1.5 (Item No. I (3)(c), Page 78) LONG TERM PROVISIONS

	As at 31.03.2012	As at 31.03.2011
	₹	₹
	in Crores	in Crores
(a) Provision for Employee benefits	7.86	3.54
(b) Others		
(i) Redemption Premium of Debentures (Refer point 1,2,3 and 4 of Note 1.3, Page 84-85)	120.05	102.92
(ii) Rent SLR Equalisation	0.81	0.64
	120.86	103.56
	128.72	107.10
(c) Share of Joint Ventures	0.07	0.03
	128.79	107.13

Notes forming part of the Consolidated Balance Sheet

Note 1.6 (Item No. I (4)(a), Page 78)
SHORT TERM BORROWINGS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Loans repayable on demand		
From banks - Secured	13.24	17.79
(b) Short term Loans		
From banks - Secured	13.41	1.85
(c) Deposits		
Intercorporate Deposits-Unsecured	15.00	-
(d) Cash Credit	6.53	6.57
(e) Other Loans - Unsecured	3.13	0.57
Total	51.31	26.78

Notes

Inter Corporate Deposits are repayable on 28th September 2012

Details of security for the secured short-term borrowings:

Particulars	Nature of security	As at 31st March 2012 ₹ in Crores	As at 31 st March 2011 ₹ in Crores
Loans repayable on demand from Bank			
HDFC Bank	Secured by parri passu charge on the current assets of Landmark Limited (Subsidiary) (Previous Year - Secured by first exclusive charge on entire current assets of Landmark Limited(Subsidiary) and Equitable mortgage on immovable property)	13.24	17.79
Short term loans			
Standard Chartered Bank	Secured by parri passu charge on the current assets of Landmark Limited (Subsidiary)	12.66	-
HDFC Bank	Secured by parri passu charge on the current assets of Landmark Limited (Subsidiary)	0.75	1.85
Total - from banks		26.65	19.64

Note 1.7 (Item No. I (4)(b), Page 78)
TRADE PAYABLES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(a) Trade Payables (Refer Note 4.5, Page 97)	265.66	226.39
(b) Share of Joint Ventures	22.25	13.25
Total	287.91	239.64

Notes forming part of the Consolidated Balance Sheet
Note 1.8 (Item No. I (4)(c), Page 78)
OTHER CURRENT LIABILITIES

	As at 31.03.2012	As at 31.03.2011
	₹	₹
	in Crores	in Crores
(a) Non Convertible Debentures-Oct-09-Series I (Refer note 1 below)	-	50.00
(b) Interest accrued but not due on borrowings	6.36	5.68
(c) Income received in advance	1.69	0.36
(d) Unpaid Dividends	0.72	0.65
(e) Application money received for allotment of securities and due for refund and interest accrued thereon (Refer Note 2 below)	0.15	0.22
(f) Unpaid matured debentures and interest accrued thereon	0.02	0.02
(g) Security Deposits received	16.17	1.72
(h) Withholding tax and other Statutory Payments	14.76	11.12
(i) Retention Money	0.02	0.02
(j) Employee related liability	10.76	15.28
(k) Creditors for Capital Expenditure	12.83	14.30
(l) Others	17.68	15.46
(m) Provision for tax on Dividend	0.66	-
(n) Dividend Payable	0.16	-
	81.98	114.83
(o) Share of Joint Ventures	4.46	4.83
	86.44	119.66

Note:

- (1) During the year 2009-10, the Company issued 500 Unsecured Redeemable Non Convertible Debentures of ₹0.10 Crores each on private placement basis. These Debentures are free of interest and are redeemable at a premium of ₹0.02 Crores each on 21st October 2011. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax during 2009-10. Accordingly, the Company has redeemed the debentures during the year.
- (2) Share Application Money received and due for refund represents the cheques issued but not encashed by the payees.

Note 1.9 (Item No. I (4)(d), Page 78)
SHORT TERM PROVISIONS

	As at 31.03.2012	As at 31.03.2011
	₹	₹
	in Crores	in Crores
(a) Provision for Employee benefits	2.21	3.98
(b) Others		
(i) Proposed Dividend	17.73	15.06
(ii) Tax on Dividend	2.21	2.44
(iii) Contingencies (Refer Note 4.2 (d), Page 96)	8.05	2.89
(iv) Redemption Premium of Debentures (Refer point 1 of Note 1.8, above)	-	9.68
(v) Rent SLR Equalisation	0.08	0.18
	28.07	30.25
	30.28	34.23
(c) Share of Joint Venture (Full figure for Current Year ₹1,966)	0.00	0.05
	30.28	34.28

Notes forming part of the Consolidated Balance Sheet
Note 1.10 (Item No. II (1)(a), Page 78)
FIXED ASSETS

ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK	
	As at 14.2011	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2012	As at 14.2011	Deductions/ Adjustments	For the year	As at 31.03.2012	As at 31.03.2012
	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores
Tangible Assets									
Freehold Land	6.73 (5.33)	1.48 (2.12)	0.28 (0.72)	7.93 (6.73)	-	-	-	-	7.93 (6.73)
Leasehold Land	54.79 (54.58)	- (0.21)	-	54.79 (54.79)	1.43 (0.71)	-	0.72 (0.72)	2.15 (1.43)	52.64 (53.36)
Buildings	203.06 (111.65)	34.87 (98.63)	3.66 (7.22)	234.27 (203.06)	22.80 (17.38)	0.68 (0.99)	8.02 (6.41)	30.14 (22.80)	204.13 (180.26)
Plant and Equipment	120.56 (92.95)	28.33 (28.48)	2.86 (0.87)	146.03 (120.56)	24.38 (18.54)	1.64 (0.22)	7.24 (6.06)	29.98 (24.38)	116.05 (96.18)
Furniture, Fixtures, Office Equipments	125.52 (97.79)	29.72 (28.38)	10.98 (0.65)	144.26 (125.52)	41.19 (31.84)	6.22 (0.13)	10.37 (9.48)	45.34 (41.19)	98.92 (84.33)
Computers	7.13 (5.46)	1.97 (1.78)	0.13 (0.11)	8.97 (7.13)	2.03 (1.49)	0.04 (0.02)	0.68 (0.56)	2.67 (2.03)	6.30 (5.10)
Vehicles	32.44 (23.51)	10.73 (9.01)	0.46 (0.08)	42.71 (32.44)	13.94 (9.74)	0.26 (0.03)	5.58 (4.23)	19.26 (13.94)	23.45 (18.50)
Total	551.48 (392.56)	107.68 (168.86)	18.66 (9.94)	640.50 (551.48)	106.26 (80.13)	9.01 (1.46)	32.76 (27.59)	130.01 (106.26)	510.49 (445.22)
Share of Joint Venture	24.54 (0.28)	25.91 (24.26)	-	50.45 (24.54)	2.65 (0.04)	-	5.88 (2.61)	8.53 (2.65)	41.92 (21.89)
Total Tangible Assets	576.02 (392.84)	133.59 (193.12)	18.66 (9.94)	690.95 (576.02)	108.91 (80.17)	9.01 (1.46)	38.64 (30.20)	138.54 (108.91)	552.41 (467.11)
Intangible Assets									
Goodwill	0.11 (0.06)	- (0.05)	-	0.11 (0.11)	0.11 (0.06)	-	- (0.05)	0.11 (0.11)	-
Goodwill on Consolidation	178.27 (129.11)	0.15 (49.16)	-	178.42 (178.27)	-	-	-	-	178.42 (178.27)
Brands/Trademarks	0.01 (0.01)	-	-	0.01 (0.01)	0.01 (0.01)	-	-	0.01 (0.01)	-
Computer software	10.99 (8.53)	8.20 (2.50)	0.80 (0.04)	18.39 (10.99)	4.11 (2.54)	0.33 (0.02)	2.44 (1.59)	6.22 (4.11)	12.17 (6.88)
Non Compete Fees	0.20 (0.20)	-	-	0.20 (0.20)	0.20 (0.18)	-	- (0.02)	0.20 (0.20)	-
Total	189.58 (137.91)	8.35 (51.71)	0.80 (0.04)	197.13 (189.58)	4.43 (2.79)	0.33 (0.02)	2.44 (1.66)	6.54 (4.43)	190.59 (185.15)
Share of Joint venture	0.02 (0.02)	3.08 (-)	-	3.10 (0.02)	0.01 (0.01)	-	0.00 (0.00)	0.01 (0.01)	3.09 (0.01)
Total Intangible Assets	189.60 (137.93)	11.43 (51.71)	0.80 (0.04)	200.23 (189.60)	4.43 (2.80)	0.33 (0.02)	2.44 (1.66)	6.55 (4.44)	193.68 (185.16)
Total	765.62 (530.77)	145.02 (244.83)	19.46 (9.98)	891.18 (765.62)	113.35 (82.97)	9.34 (1.48)	41.08 (31.86)	145.09 (113.35)	746.09 (652.27)
Capital Work-in-Progress									73.19 (47.41)
Total									819.28 (699.68)

Notes:

- (1) Figures in brackets are in respect of previous year.
- (2) Buildings include improvements to leasehold premises and an amount of ₹ 250 (2010-2011: ₹250) representing value of Shares in Co-operative Housing Societies/Condominium.
- (3) Buildings include Net block of ₹15.80 Crores(2010-11- ₹14.77 Crores)which have been given under operating leases.

Notes forming part of the Consolidated Balance Sheet
Note 1.11 (Item No. II (1)(b), Page 78)
NON CURRENT INVESTMENTS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Investments	157.94	102.24
	<u>157.94</u>	<u>102.24</u>

Note 1.12 (Item No. II (1)(c), Page 78)
DEFERRED TAXES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Deferred Tax Assets		
Retirement Benefits	2.08	2.15
Premium on Redemption of Debentures	21.59	28.63
Other Provisions	2.79	2.76
Unabsorbed Depreciation	16.80	9.89
	<u>43.26</u>	<u>43.43</u>
Less-Deferred Tax Liability		
Depreciation	20.61	16.97
	<u>22.65</u>	<u>26.46</u>
Share of Joint Ventures	0.58	0.11
Deferred Tax Asset/(Liability) - Net	<u>23.23</u>	<u>26.57</u>

Note 1.13 (Item No. II (1)(d), Page 78)
LONG TERM LOANS AND ADVANCES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured, Considered Good		
(a) Capital Advances	6.00	8.34
(b) Security Deposits		
Deposits for Premises	36.63	39.80
Other Deposits	2.92	7.24
(c) Loans and Advances to Others	0.75	-
(d) Loans and advances to Employees	1.88	1.77
(e) MAT Credit Outstanding	20.48	15.50
(f) Prepaid Expenses	0.23	0.29
	<u>68.89</u>	<u>72.94</u>
Unsecured, Considered Doubtful		
(a) Capital Advances	0.06	-
Less: Provision for Doubtful Advances	0.06	-
	<u>-</u>	<u>-</u>
	<u>68.89</u>	<u>72.94</u>
Share of Joint Ventures	6.25	7.33
	<u>75.14</u>	<u>80.27</u>

Notes forming part of the Consolidated Balance Sheet
Note 1.14 (Item No. II (2)(a), Page 78)
CURRENT INVESTMENTS

- (a) Investments
 (b) Share of Joint Ventures
 (Full figure for Current year ₹45,507 and Previous year ₹43,169)

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
	67.30	33.05
	0.00	0.00
	<u>67.30</u>	<u>33.05</u>

Note 1.15 (Item No. II (2)(b), Page 78)
INVENTORIES

- (a) Raw Materials-At Cost
 (b) Stock in trade-At lower of Cost or Net Realisable Value
 Add-Stocks-in-Transit

 (c) Packing Materials-At Cost
 (d) Stores & Spares-At Cost

 (e) Share of Joint Ventures

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
	2.23	2.63
	326.21	280.00
	1.38	2.82
	<u>327.59</u>	<u>282.82</u>
	1.80	1.32
	1.35	0.83
	<u>332.97</u>	<u>287.60</u>
	15.17	8.55
	<u>348.14</u>	<u>296.15</u>

Note 1.16 (Item No. II (2)(c), Page 78)
TRADE RECEIVABLES

- (a) Debts outstanding for a period exceeding six months
 (b) Other Debts

Less : Provision for Doubtful Debts

Considered Good - Unsecured
 Considered Doubtful - Unsecured

- (c) Share of Joint Ventures

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
	5.12	2.38
	15.01	21.35
	<u>20.13</u>	<u>23.73</u>
	1.77	0.98
	<u>18.36</u>	<u>22.75</u>
	18.36	22.75
	1.77	0.98
	<u>20.13</u>	<u>23.73</u>
	-	0.02
	<u>18.36</u>	<u>22.77</u>

Note 1.17 (Item No. II (2)(d), Page 78)
CASH AND CASH EQUIVALENTS

- (a) Balances with Scheduled Banks
 (a) Current Accounts
 (b) Fixed Deposit Accounts
 (c) Certificate of Deposits
 (d) Dividend Accounts

 (b) Credit card slips on hand
 (c) Cash/Cheques on hand
 (d) Unclaimed Dividend Accounts

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
	10.42	16.01
	4.21	0.02
	253.83	283.94
	0.16	-
	<u>268.62</u>	<u>299.97</u>
	4.35	2.00
	4.19	2.63
	0.72	0.65

Notes forming part of the Consolidated Balance Sheet
Note 1.17
CASH AND CASH EQUIVALENTS (Contd.)

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
(e) Unclaimed Debenture Interest Accounts	0.02	0.02
(f) Margin Money Deposit with Banks with less than 12 months maturity	2.79	2.79
(g) Margin Money Deposits with Banks with more than 12 months maturity	1.98	0.93
	<u>282.67</u>	<u>308.99</u>
(h) Share of Joint Ventures	21.07	14.77
	<u>303.74</u>	<u>323.76</u>

Note 1.18 (Item No. II (2)(e), Page 78)
SHORT TERM LOANS AND ADVANCES

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured, Considered good		
(a) Security Deposits	95.79	76.13
Deposits for Premises	0.49	-
Other Deposits	0.98	2.12
(b) Loans and Advances to Staff	0.63	0.50
(c) Loan to Others	20.00	75.00
(d) Inter Corporate Deposits Given	11.45	7.14
(e) Advances Payment To Creditors	9.53	3.67
(f) Balances with government agencies	46.30	14.06
(g) Advance Income/Wealth Taxes - Net Of Provision	1.17	1.94
(h) Other Taxes Recoverable	4.99	4.27
(i) Prepaid Expenses	0.20	-
(j) Interest Receivable	191.53	184.83
Unsecured, Considered Doubtful		
(a) Bills Of Exchange	1.14	1.14
(b) Other Taxes Recoverable	0.04	0.04
(c) Advances Payment To Creditors	1.11	0.67
(d) Loans and Advances to Staff	0.03	0.11
(e) Interest Receivable	0.19	0.19
(f) Security Deposits	1.05	-
	<u>3.56</u>	<u>2.15</u>
Less:provision for Doubtful Advances	<u>(3.56)</u>	<u>(2.15)</u>
	-	-
	<u>191.53</u>	<u>184.83</u>
Share of Joint Ventures	3.53	2.68
	<u>195.06</u>	<u>187.51</u>

Note 1.19 (Item No. II (2)(f), Page 78)
OTHER CURRENT ASSETS

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Unsecured Considered good		
(a) Other Receivables	3.51	2.63
(b) Interest Accrued on Bank Deposits	2.73	7.62
	<u>6.24</u>	<u>10.25</u>
(c) Share of Joint Ventures	0.00	0.07
(Full figure for Current year ₹35,791)	<u>6.24</u>	<u>10.32</u>

Notes forming part of the Consolidated Profit and Loss Account

Note 2.1 (Item No. I, Page 79)

REVENUE FROM OPERATIONS

	For the year ended 31st March, 2012 ₹ in Crores	For the year ended 31 st March, 2011 ₹ in Crores
Sale of products (Gross)	1,715.03	1,447.99
Less - VAT	101.41	80.80
Sale of products (Net)	1,613.63	1,367.19
Sale of services	1.90	-
Other operating revenues		
Display & Sponsorship Income	15.41	11.21
Commission on sales	3.93	5.83
Discounts & Fees	44.60	22.39
Others	16.36	13.14
Rent	22.11	18.85
	102.40	71.42
Revenue from Operations(Gross)	1,717.93	1,438.61
Less:		
Excise duty	0.75	0.16
Share of Joint ventures	127.69	72.47
	1,844.87	1,510.92

Note 2.2 (Item No. II, Page 79)

OTHER INCOME

	For the year ended 31st March, 2012 ₹ in Crores	For the year ended 31 st March, 2011 ₹ in Crores
Interest Income		
Interest on Loans and Advances	24.40	6.43
Interest/Discounts on Deposits with Bank	9.35	8.78
Dividend Income		
Dividend from Current Investments	0.27	7.24
Dividend from Long Term Investments	0.90	0.70
Profit on Sale of Investments		
Profit on sale of current investments (Net)	11.73	5.34
Profit on sale of Long Term Investments (Net)	6.64	-
Other Non Operating Income	0.45	0.14
Excess provision no longer required written back	0.06	0.45
Profit on Fixed Assets sold/discarded (Net)	-	6.11
	53.80	35.19
Share of Joint Ventures	2.11	0.67
	55.91	35.86

Notes forming part of the Consolidated Profit and Loss Account
Note 2.3 (Item No. IV (a), Page 79)
COST OF RAW MATERIALS CONSUMED

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Opening Stock	2.63	2.12
Add: Purchases	21.60	14.07
Less: Closing Stock	2.23	2.63
Cost of Materials consumed	<u>22.00</u>	<u>13.56</u>

Note 2.4 (Item No. IV (d), Page 79)
EMPLOYEE BENEFIT EXPENSES

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Salaries, Wages, Bonus, etc.	133.70	107.62
Contribution to Provident, Superannuation and Gratuity Funds	9.38	6.62
Workmen and Staff Welfare Expenses	8.14	6.53
Expense on Employee Stock Option Scheme (ESOP)	-	0.23
	<u>151.22</u>	<u>121.00</u>
Share of Joint Ventures	5.55	2.45
	<u>156.77</u>	<u>123.45</u>

Note 2.5 (Item No. IV (e), Page 79)
FINANCE COSTS

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Interest Expenses		
Debentures	6.89	5.98
Fixed Loans	3.05	3.09
Others	0.07	0.26
Applicable net gain/loss on foreign currency transactions and translation.	0.04	(0.07)
	<u>10.05</u>	<u>9.26</u>
Share of Joint Ventures	0.30	-
	<u>10.35</u>	<u>9.26</u>

Notes forming part of the Consolidated Profit & Loss Account
Note 2.6 (Item No. IV (g), Page 79)
OTHER EXPENSES

	For the year ended 31st March 2012 ₹ in Crores	For the year ended 31 st March 2011 ₹ in Crores
Processing Charges	2.20	1.94
Packing Materials Consumed	8.32	9.43
Power and Fuel	57.54	45.88
Repairs to Building	44.76	32.12
Repairs to Machinery	10.17	6.50
Repairs Others	11.40	9.31
Rent	108.50	78.58
Rates and Taxes	13.90	10.60
Insurance	1.40	1.26
Advertisement and Sales Promotion	71.25	60.43
Travelling Expenses	9.59	9.25
Professional and Legal Charges	14.27	11.29
Printing and Stationery	3.32	2.99
Bank Charges	11.25	9.46
Postage, Telegrams and Telephones	7.70	7.47
General Expenses (Refer Note 4.3, page 97)	56.14	41.13
Retail Business Fees	58.76	47.61
Directors' Fees	0.28	0.16
Commission to Non Whole-time Directors	0.27	0.53
Loss on Sale of Fixed Assets Sold/Discarded (Net)	3.30	-
Loss on sale of Long Term Investments (Net)	-	0.35
Freight and forwarding charges	11.87	12.82
	<u>506.19</u>	<u>399.12</u>
Share of Joint Ventures	22.90	14.09
	<u>529.09</u>	<u>413.21</u>

Note 2.7 (Item No. VI, Page 79)
EXCEPTIONAL ITEMS:(INCOME)/EXPENSES

	For the year ended 31st March, 2012 ₹ in Crores	For the year ended 31 st March, 2011 ₹ in Crores
Income		
Profit on Sale of Fixed Assets	(0.95)	-
Expenses		
Provision for Contingency for Disputed Expenses	6.00	0.84
Restructuring Costs (Refer Note below)	3.16	-
	<u>9.16</u>	<u>0.84</u>
Net (Income)/Expenses	<u>8.21</u>	<u>0.84</u>

Note:

Restructuring costs are incurred in respect of restructuring of its Sisley and Fashion yatra stores

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

3. CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of accounts

3.1.1 The consolidated financial statement have been prepared in accordance with the accounting standard 21 (AS-21) "Consolidated Financial Statements" and Accounting Standard 27 (AS-27) "Financial Reporting of Interest in Joint Ventures" issued by the Institute of Chartered Accountants of India. The consolidated financial statements are prepared by consolidating the accounts of Trent Limited with its subsidiaries, Trent Brands Limited, Fiora Services Limited, Nahar Retail Trading Services Limited, Fiora Link Road Properties Limited, Trent Hypermarket Limited, Trent Global Holdings Limited, Landmark Limited, Westland Limited, Landmark E-Tail Private Limited and Joint Venture - Trexa ADMC Private Limited, Inditex Trent Retail India Private Limited, Virtuous Shopping Centres Limited (Joint Venture of Trent Hypermarket Limited), Commonwealth Developers Private Limited - (Subsidiary Company of Virtuous Shopping Centers Limited)

(a) Depreciation in respect of Landmark Limited: Depreciation is provided on Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956 except for the following assets, which are depreciated at rate higher than that specified in Schedule XIV based on useful life of the assets as estimated by the Management.

Asset	Useful Life (Years)
(a) Motor Cars and Other Vehicles	5
(b) Office Equipment	5
(c) Furniture and Fixtures	10
(d) Plant and Machinery	10
(e) Computers and data processing equipments	6

Leasehold improvements are depreciated over its economic useful life, not exceeding a maximum period of 10 years.

Computer Software is amortised over a period of six years.

(b) Depreciation in respect of Westland Limited: Depreciation is provided on Written Down Value Method at the rates specified in Schedule XIV of the Companies Act, 1956. Leasehold improvements are depreciated over the lease period not exceeding 5 years. Computer application software is fully depreciated in the year of addition.

(c) Depreciation in respect of Trent Brands Limited: Depreciation has been provided in accordance with Schedule XIV of the Companies Act, 1956 on "Written Down Value" method.

(d) Depreciation in respect of Inditex Trent Retail India Private Limited: Depreciation on fixed assets is provided on straight-line method over the useful lives of assets estimated by the management. The rates used by the management are higher than rates specified in Schedule XIV to the Companies Act, 1956. The useful lives of assets are as follows:

Asset	Useful Life (Years)
(a) Furniture and Fixtures	7
(b) Computers	4
(c) Office Equipment	7

Leasehold improvements are amortised on the straight-line basis over the estimated useful life of seven years or remaining lease term, whichever is lower.

(e) Other significant accounting policies are set out in the Notes to Accounts under the Notes "Significant Accounting Policies" of Trent Limited, Trent Brands Limited, Fiora Services Limited, Nahar Retail Trading Services Limited, Fiora Link Road Properties Limited, Trent Hypermarket Limited, Trent Global Holdings Limited, Landmark Limited, Westland Limited, Landmark E-Tail Private Limited, Virtuous Shopping Centres Limited, Trexa ADMC Private Limited, Inditex Trent Retail India Private Limited and Commonwealth Developers Private Limited.

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

4. Other Significant Notes

4.1. Capital and Other Commitments

(a) Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹25.22 Crores (2010-2011: ₹28.52 Crores).

Share of Joint Venture ₹0.20 Crores (2010-2011: ₹5.21 Crores)

(b) Other Commitments (As Certified by the Management)

- (i) The company has given undertakings to the lenders of its subsidiaries, Landmark Limited and Westland Limited restricting its rights to sell the shares of Landmark Limited and Westland Limited held by it.
- (ii) Corporate Guarantees to be given to the debenture trustees in respect of Non convertible Debentures of ₹25 Crores issued by Trent Hypermarket Limited (wholly owned subsidiary).
- (iii) Certain Key arrangements of the Company - The Company has agreements in respect of the following and the parties inter-se have certain rights and obligations, also covering certain affirmative and shareholding related provisions, commensurate with arrangements of this nature:
 - Joint venture with Inditex Group to open Zara stores in India.
 - Strategic Association with Tesco Plc in respect of the Star Bazaar hypermarket business involving inter-alia a franchise and wholesale supply arrangement.
 - Trent Hypermarket Limited's Joint venture with a Xander Group fund for development of shopping centres in which Star Bazaar would be an anchor tenant.
 - TVS private equity fund's investment in Landmark Limited.

4.2. Contingent Liabilities:

- (a) Sales tax, Excise and Customs demands against which the Company has filed appeals: ₹1.87 Crores (2010-2011: ₹1.96 Crores) - net of tax ₹0.46 Crores (2010-2011: ₹1.31 Crores).
- (b) Claims made against the Company not acknowledged as debts: ₹17.43 Crores (2010-2011: ₹55.14 Crores). In respect of one of the subsidiaries amount not ascertained.
- (c) Income-tax demands against which the Company has filed appeals: ₹47.10 Crores (2010-2011: ₹53.84 Crores).
- (d) Disclosure as required by AS 29: Provision for Contingencies.

(₹ In Crores)

Particulars	Amount as at beginning of the year	Provisions made during the year	Amount adjusted/ reversed during the year	Amount as at end of the year
Provision made as a matter of abundant caution against items (a), (b) and (c) above, which are disputed by the Company.	2.05	0.00	0.00	2.05
Provision for disputed expenses	0.84	6.00	0.84	6.00
Total	2.89	6.00	0.84	8.05

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

		2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
4.3	(i) Note 2.6 General Expenses include :		
	(a) Auditors' Remuneration -		
	Audit Fees	0.33	0.28
	Fees for Taxation matters	0.07	0.06
	Other Services	0.12	0.22
	Reimbursement of out-of-pocket expenses	0.04	0.02
	(b) Provision for doubtful debts/advances (net)	2.16	0.48
	(ii) Debenture/Share issue expenses debited to Securities Premium include:		
	Auditors' Remuneration - Other Services	0.06	0.04
4.4.	Gain on foreign exchange fluctuation (net) credited to the profit and loss account amounted to ₹1.44 Crores (2010-2011: ₹0.88 Crores) including share of Joint Ventures ₹(0.70) Crores (2010-11: ₹0.58 Crores).		
4.5.	There is no Micro and Small Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31 st March 2012. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of the information available with the Company.		
4.6.	There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31 st March 2012 except ₹0.05 Crores (2010-2011: ₹0.04 Crores) which is held in abeyance due to legal cases pending.		

4.7. SEGMENT REPORTING :

		2011-2012			
		Retailing	Others	Unallo- cated	Total Company
		₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores
A	A.SEGMENT REVENUE				
	1. External Revenue	1,811.28 (1,564.86)	27.85 (28.28)	53.44 (35.75)	1,892.57 (1,628.89)
	2. Intersegment Revenue	-	6.00 (9.88)	-	6.00 (9.88)
	3. Total Revenue	1,811.28 (1,564.86)	33.85 (38.16)	53.44 (35.75)	1,898.57 (1,638.77)
	4. Less: Intersegment Revenue	-	6.00 (9.88)	-	6.00 (9.88)
	NET SEGMENT REVENUE	1,811.28 (1,564.86)	27.85 (28.28)	53.44 (35.75)	1,892.57 (1,628.89)
B	RESULTS				
	1. Segment Results	(91.66) (16.14)	(3.89) (1.74)	53.25 (35.05)	(42.30) (17.17)
	2. Interest Expense	-	-	10.35 (9.32)	10.35 (9.32)
	3. Exceptional Items (Income)/ Expense	9.16 (-)	(0.89) (-)	(0.05) (0.84)	8.21 (0.84)

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)
4.7. SEGMENT REPORTING : (Contd.)

	2011-2012			
	Retailing	Others	Unallo- cated	Total Company
	₹ in Crores	₹ in Crores	₹ in Crores	₹ in Crores
4 Provision for Taxation			15.67	15.67
	(-)	(-)	(20.95)	(20.95)
5 Excess tax provision for prior years (Net)	-	-	(12.76)	(12.76)
	(-)	(-)	(15.02)	(15.02)
6 Net Profit before Extraordinary items	(100.81)	(3.00)	40.04	(63.77)
	(16.14)	(1.74)	(18.96)	(1.08)
7 Extraordinary items	-	-	17.35	17.35
	(-)	(-)	(1.45)	(1.45)
8 Net Profit after Extraordinary items	(100.81)	(3.00)	57.39	(46.42)
	(16.14)	(1.74)	(20.41)	(2.52)
C SEGMENT ASSETS	1,213.69	23.87	753.65	1,991.21
	(1,006.64)	(29.70)	(719.18)	(1,755.52)
D SEGMENT LIABILITIES	384.87	14.45	427.95	827.27
	(282.27)	(18.63)	(458.88)	(759.78)
E CAPITAL EXPENDITURE	169.85	0.12	0.81	170.78
	(178.34)	(0.85)	(48.91)	(228.10)
F DEPRECIATION	40.69	0.37	0.02	41.08
	(31.72)	(0.45)	(0.03)	(32.20)
G NON CASH EXPENSES				
1 Employee Stock Options Scheme	-	-	-	-
	(0.23)	(-)	(-)	(0.23)
2 Provision for Contingencies	6.00	(-)	(-)	6.00
	(-)	(-)	(0.84)	(0.84)

Notes:

- (1) In respect of standalone accounts of the Company, disclosure of segment - wise information is not applicable as retailing is the main business of the Company. The Company, its subsidiaries and its jointly controlled entities are primarily engaged in the business of retailing and services related to retailing except one subsidiary which is engaged in the business of distribution and one jointly controlled entity engaged in the business of consultancy services. Segment "Others" primarily includes distribution business and consultancy services.
- (2) Segment-wise Revenue, Results and Capital Employed figures include the respective amounts identifiable to each of the Segments. Other unallocable income, expenses and unallocated assets mainly relate to investments of surplus funds.
- (3) Figures in brackets are in respect of previous year.
- (4) Previous year's figures have been regrouped wherever necessary.

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

4.8. RELATED PARTY TRANSACTIONS :

Related parties are as certified by the management

4.8.1 Related Parties with whom transactions have taken place during the year:

Associates:	Tata Sons Ltd. (Holds more than 20% of the Share Capital of the Company)
Joint Venture	Trexo ADMC Private Limited Inditex Trent Retail India Private Limited

4.8.2 Directors/Managers of the Company

Managing Director	Mr. N. N. Tata (resigned on 11 th August 2010)
Non Executive Directors	Mr. F. K. Kavarana Mr. B. S. Bhesania (retired on 18 th August 2010) Mr. A. D. Cooper Mr. K. N. Suntook Mr. N. N. Tata (wef 12 th August 2010 till 18 th August 2010.) Appointed as an Additional Director and Vice Chairman wef 19 th August 2010 Mr. Zubin Dubash (wef 26 th April 2010) Mr. Bhaskar Bhat (wef 27 th September 2010) Mr. S. Susman (wef 11 th May 2011)
Chief Executive Officer & Manager	Mr. Philip N. Auld (wef 1 st May 2011)

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
4.8.3 Sales to and Other recoveries from related parties		
Associates	0.17	0.09
4.8.4 Purchase/other services from related parties		
Associates	6.73	4.93
4.8.5 Interest/Dividend received from related parties		
a) Associates	0.14	0.14
b) Joint Venture	1.47	
4.8.6 Interest/Dividend paid to related parties		
a) Associates	3.80	3.29
b) Directors	0.04	0.04
4.8.7 Subscription to Share Capital		
a) Joint Venture	3.03	-
4.8.8 Subscription to Debentures		
a) Joint Venture	37.97	
4.8.9 Security deposit given during the year		
Joint Venture	-	0.21
4.8.10 Security deposit receivable as on 31.03.2012		
Associates	0.66	0.66

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)
4.8. RELATED PARTY TRANSACTIONS : (Contd.)

	2011-2012 ₹ in Crores	2010-2011 ₹ in Crores
4.8.11 Outstanding Receivables as on 31.03.2012		
Joint Venture	1.91	0.05
4.8.12 Outstanding Payables as on 31.3.2012		
Associates	1.44	1.71
4.8.13 Issue of Equity Shares		
Directors	-	0.01
4.8.14 Remuneration to Directors / Manager	4.01	2.88
4.8.15 Purchase of Fixed Assets from related parties		
Associates	0.40	0.00
4.8.16 Issue of CCPS		
Associates	-	135.12
Directors	-	1.62

4.9 The Subsidiaries and Interest in Joint Venture considered in Consolidated Financial Statements are:

(a) Particulars of Subsidiaries

	Country of Origin	Proportionate ownership interest	
		as on 31-3-2012	as on 31-3-2011
1 Trent Brands Limited	India	100.00%	100.00%
2 Fiora Services Limited	India		
Held by Trent Limited		0.00%	25.67%
Held by Trent Brands Limited (Subsidiary)		89.88%	64.20%
3 Nahar Retail Trading Services Limited	India	100.00%	100.00%
4 Fiora Link Road Properties Limited	India	100.00%	100.00%
5 Landmark Limited	India		
Held by Trent Limited		57.39 %	57.39%
Held by Subsidiaries of Trent Limited		17.66%	17.66%
6 Westland Limited	India		
Held by Trent Limited		96.64%	96.64%
7 Trent Retail Services Limited	India		
Held by Landmark Limited (Subsidiary)		19.90%	100.00%
8 Landmark E-Tail Private Limited	India		
Held by Trent Limited		100.00%	0.00%
Held by Landmark Limited		0.00%	100.00%
9 Trent Hypermarket Limited	India		
Held by Trent Limited		100.00%	100.00%
10 Trent Global Holdings Limited	Mauritius		
Held by Trent Limited		100.00%	100.00%

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)
4.9 The Subsidiaries and Interest in Joint Venture considered in Consolidated Financial Statements are : (Contd.)

(b) Interest in Joint Venture

	Country of Origin	Proportionate ownership interest	
		as on 31-3-2012	as on 31-3-2011
1	India	66.66%	66.66%
Held by Trent Hypermarket Limited subsidiary of the company			
2	India	50.00 %	50.00 %
3	India	49.00 %	49.00 %
4	India	66.66 %	0.00%
(100% Held by Virtuous Shopping Centres Limited)			

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
I Income		
1. Revenue From Operations	127.69	72.47
2. Other Income	2.11	0.67
II Expenditure		
1. Purchases of Stock-in-Trade	72.34	45.89
2. Changes in inventories of finished goods work-in-progress and Stock-in-Trade[(Accretion)/Decretion]	(6.62)	(8.17)
3. Employee Benefit Expenses	5.56	2.45
4. Other Expenses	24.66	14.09
5. Depreciation	5.88	2.62
III Assets:		
Non Current Assets		
1. Fixed Assets		
Tangible	41.92	21.89
Intangible	3.08	0.00
Capital Work in Progress	47.31	8.92
2. Investments	-	-
3. Deferred tax Asset/(Liabilities)	0.58	0.11
4. Long term Loan and Advances	6.24	7.33
Current Assets		
1. Investments	0.00	0.00
2. Inventories	15.17	8.55
3. Trade Receivables	-	0.02
4. Cash and bank balances	21.06	14.77
5. Short term loans and Advances	3.78	2.68
6. Other Current Assets	-	0.07
IV Liabilities:		
Non Current Liabilities		
1. Long term Borrowings	37.97	-
2. Other Long term liabilities	7.64	3.41
3. Long term provisions	0.07	0.02
Current Liabilities		
1. Trade Payables	24.39	13.25
2. Other Current Liabilities	4.43	4.83
3. Short term Provisions	0.24	0.05
V Capital Commitments	0.20	5.21

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

4.10. EARNINGS PER SHARE (EPS) :

	2011-2012	2010-2011
(a) Weighted Average Number of shares outstanding during the year.		
i) For Basic Earnings Per Share	2,27,67,289	2,00,51,974
ii) For Diluted Earnings Per Share		
No of shares for Basic EPS as per a(i)	2,27,67,289	2,00,51,974
Add: Dilutive Potential Equity Shares in respect of outstanding options/Cumulative Convertible Preference Shares	24,62,294	19,03,534
No of shares for Diluted Earnings Per Share	2,52,29,583	2,19,55,508
(b) Net Profit/(Loss) after Tax available for Equity Shareholders (Rupees in Crores)	(37.76)	7.49
(c) Less : Dividend to Preference Shareholders and applicable dividend distribution tax there on	0.02	0.01
(d) Net Profit/(Loss) after Tax After extra Ordinary item available for Equity Share Holders (Rupees in Crores)	(37.78)	7.48
(e) Less : Extra Ordinary Item	17.35	1.45
(f) Net Profit/(Loss) after Tax Before extra Ordinary item available for Equity Share Holders (Rupees in Crores)	(55.13)	6.03
(g) Earnings Per Share before Extra Ordinary Item(₹) (Face value of ₹10/-)		
Basic	(24.21)	3.01
Diluted	(21.85)	2.75
(h) Earnings Per Share After Extra Ordinary Item(₹) (Face value of ₹10/-)		
Basic	(16.59)	3.73
Diluted	(14.97)	3.41

4.11. On 30th April 2010 the Company acquired 100% Equity Shares and Preference Shares of Optim Estate Private Limited making it a wholly owned subsidiary of the company. The Scheme of Amalgamation of Optim Estates Private Limited with Trent Hypermarket Limited (100 % subsidiary of the Company) as approved by the Hon'able Highcourt of judicature at Bombay is effective 20th September 2010. The appointed date of the Scheme is 1st April 2009. In terms of the Scheme Trent Hypermarket Limited has issued the Company 1,50,000 Equity Shares of ₹10 each and 10,00,000 10% p.a. Redeemable Preference Shares of ₹10 each in consideration against its holdings in Optim Estates Private Limited.

4.12. Extra ordinary item represents profit of ₹17.35 Crores (2010-11 ₹1.45 Crores) - net of tax ₹17.25 Crores (2010-11 ₹1.06 Crores) on sale of investments by a subsidiary of the company.

4.13. Other Notes as per Audited Accounts of Subsidiaries and Joint ventures.

1 Landmark Limited

(a) Change in accounting policy-Landmark Limited

The Company has during the year, changed the method of valuation of stock from the Specific Cost Identification method to the weighted average method consequent to the introduction of ERP. Had the Company followed the same basis of valuation as in the previous year, the losses for the current year would have been higher and the inventory would have been lower by ₹0.01 Crores

Notes on the Consolidated Balance Sheet and Profit & Loss Account (Contd.)

- (b) The Finance Act, 2007 introduced service tax on “Renting of Immovable Property” with effect from 1st June 2007. The Company had entered into several agreements with Landlords / Mall owners prior to the introduction of service tax on rent. The Delhi High Court through its judgement dated 19th April 2009 had set aside the operation of service tax on rent as ultra vires. In the meanwhile, the Finance Act, 2010 has amended the Finance Act retrospectively with effect from 1st June 2007 levying service tax on “Renting of Immovable Property”. The case is presently before the Supreme Court pending disposal.

The Company has paid and/or adequately provided for service tax on rent upto the period 31st March 2012 under rent/lease agreements in which it had explicitly assumed the liability of service tax on rent. As per the directions of the Supreme Court dated 14th October 2011, the Company had deposited ₹1.49 Crores being 50% of the liability under such agreements and is being grouped under “Short term Loans and Advances” and for the balance 50% has given Surety and General Bond to the Service Tax Department.

The liability of service tax on rentals under rent/lease agreements where there is no explicit clause in the agreement on the reimbursement of service tax on rent by the Company, if any is neither legally ascertainable nor quantifiable and will involve resolution with the counter parties to the agreements.

2 Commonwealth Developers Private Limited

During the year Virtuous Shopping Centres Limited has acquired 1,09,000 fully paid Equity Shares of ₹10 each from the erstwhile promoters of the Company. The management after the takeover of the Company from the erstwhile promoters has decided to treat the Inventory Work In Progress as Fixed Asset and consequently the opening balance along with expenses incurred during the year has been treated as Capital Work in Progress.

- 4.14.** The Revised Schedule VI has become effective from 1st April 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year’s figures have been regrouped / reclassified wherever necessary to correspond with the current year’s classification / disclosure.

Signatures to Notes 1-4

As per our report attached.

For N. M. RAJI & CO.,
Chartered Accountants
Registration No.108296W

Y. N. THAKKAR
Partner
Membership No. 33329

M. M. SURTI
Company Secretary

PHILIP AULD
Chief Executive
Officer and Manager

For and behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Mumbai, 28th May 2012

Trent Limited – Consolidated Cash Flow for the year ended 31st March 2012

PARTICULARS	1.4.2011 to 31.3.2012		1.4.2010 to 31.3.2011
	₹ in Crores	₹ in Crores	₹ in Crores
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before Taxes and Exceptional Items		(52.65)	7.82
Adjustments for :			
Depreciation	41.08		31.86
Provision for doubtful debts written off	2.12		0.40
Unrealised foreign exchange gains	0.01		-
Interest (net)	(25.78)		(6.49)
Employee Stock Option	-		0.23
(Profit)/Loss on Fixed Assets sold/discarded (Net)	3.30		(6.11)
(Profit)/Loss on sale of Investments	(18.36)		(4.99)
Income From Investments	(1.18)		(7.94)
Rent Equilisation Reserve	0.11		(0.01)
Unrealised foreign exchange loss/ (gain)	0.27		0.40
Excess provision no longer required written back	(1.23)		(0.43)
Expired Gift Vouchers and Credit Notes W/back	(1.21)		-
		(0.87)	6.92
Operating Profit Before Working Capital Changes		(53.52)	14.74
Adjustments for :			
(Increase)/Decrease in Inventories	(51.96)		(86.86)
(Increase)/Decrease in Trade & Other Receivables	(109.45)		225.28
(Increase)/Decrease in Non Current Assets	31.60		(305.80)
Increase/(Decrease) in Trade & Other Payables	120.28		(7.41)
Increase/(Decrease) in Non Current Liabilities	(6.67)		120.96
		(16.20)	(53.83)
Cash generated from operations		(69.72)	(39.09)
Interest Income on Income tax refund		0.11	-
Direct Taxes Paid		(20.33)	(15.14)
Net Cash from Operating Activities		(89.94)	(54.23)
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	(163.23)		(182.24)
Sale of Fixed Assets	0.91		5.71
Purchase of Investments	(1,525.50)		(2,134.34)
Sale of Investments	1,471.23		2,184.47
Loans given	(50.70)		(130.00)
Repayment of Loans given	105.00		97.73
Interest received	24.47		12.65
Merger Expenses	(0.20)		(0.32)
Profit on Disposal of a subsidiary	(0.54)		-
Income From Investments	1.18		7.94
Net cash from Investing Activities		(137.38)	(138.40)
C CASH FLOW FROM FINANCING ACTIVITIES			
Issue of securities	283.95		714.68
Redemption of Securities (Including Premium)	(59.68)		(141.49)
Issue expenses on securities	(4.97)		(6.61)
Unclaimed Securities application money	(0.08)		0.17
Long Term & Other borrowings	15.00		8.80
Repayment of Long Term & Other borrowings	(0.04)		(82.99)
Interest Paid	(9.37)		(6.83)
Dividend Paid	(17.44)		(15.18)
Net cash from Financing Activities		207.37	470.55
D EFFECT OF EXCHANGE FLUCTUATION ON TRANSLATION RESERVE		0.01	(0.01)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C+D)		(19.94)	277.91
CASH AND CASH EQUIVALENTS AS AT 01.04.2011(Refer Note 1.17)		323.76	44.14
Add : Cash and Cash Equivalents taken over on Merger		-	1.71
Less : Cash balance eliminated on sale of subsidiary		(0.08)	-
CASH AND CASH EQUIVALENTS AS AT 31.03.2012(Refer Note 1.17)		303.74	323.76

Notes: i) All figures in brackets are outflows

ii) Previous year's figures have been regrouped wherever necessary

As per our report attached.

For N. M. RAJI & CO.,
 Chartered Accountants
 Registration No.108296W

Y. N. THAKKAR
 Partner
 Membership No. 33329
 Mumbai, 28th May 2012

M. M. SURTI
 Company Secretary

PHILIP AULD
 Chief Executive
 Officer and Manager

For and on behalf of the Board,

F. K. KAVARANA Chairman
N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Summarised Financial Statement of Subsidiaries

	Trent Brands Limited		Flora Services Limited		Nahar Retail Trading Services Limited		Flora Link Road Properties Limited		Trent Hypermarket Limited		Trent Global Holdings Limited#		Landmark Limited		Westland Limited		Trent Retail Services Limited**		Landmark E-Tail Private Limited		Virtuous Shopping Centres Limited		Commonwealth developers Private Limited	
	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011	31 st March 2012	31 st March 2011
Capital	3.25	3.25	1.52	1.52	0.20	0.21	0.05	0.05	73.42	52.20	3.27	3.27	7.31	7.31	6.28	4.28	0.01	0.01	0.01	0.01	3.28	1.01	0.11	0.11
Reserves and Surplus	18.20	22.81	5.86	3.04	(0.01)	(12.18)	(97.99)	(3.54)	37.67	68.94	0.07	0.09	0.01	0.01	0.01	0.01	0.01	0.01	0.01	0.01	2.06	(0.05)	0.89	0.89
Total Assets	68.19	50.28	26.86	11.29	11.72	11.59	32.07	32.07	359.21	246.40	0.12	0.14	157.13	177.09	25.87	31.65	0.10	0.02	0.02	0.02	65.87	1.11	63.32	63.32
Total Liabilities	68.19	50.28	26.86	11.29	11.72	11.59	32.07	32.07	359.21	246.40	0.12	0.14	157.13	177.09	25.87	31.65	0.10	0.02	0.02	0.02	65.87	1.11	63.32	63.32
Turnover*	2.02	0.80	22.88	18.25	3.19	1.10	-	-	649.51	489.74	-	0.03	223.31	250.02	32.92	38.13	-	-	-	-	3.63	-	-	-
Profit/(Loss) Before Tax (Full figure in Rs)	0.12	0.17	18.70	1.20	0.33	0.10	(0.00)	(0.00)	(78.85)	(50.89)	(0.09)	(0.04)	(31.27)	1.07	(3.65)	(2.32)	-	(0.00)	(7420)	(0.00)	(0.02)	(0.05)	-	-
Provision For Taxation	-	(0.11)	(0.58)	(0.17)	0.11	0.08	-	-	(4.55)	(3.23)	-	-	-	0.21	-	1.05	-	-	-	-	-	-	-	-
Excess/(Short) Provision For Prior Years (Net) (Full figure in Rs)	-	15.06	-	0.04	-	0.01	-	-	-	-	-	-	-	-	-	-	-	(0.00)	(2,810)	-	-	-	-	-
Net Profit/(Loss) (Full figure in Rs)	0.12	15.12	18.12	1.08	0.23	0.03	(0.00)	(0.00)	(74.30)	(47.66)	(0.09)	(0.04)	(31.27)	0.86	(3.65)	(3.37)	-	(0.00)	(34,715)	(0.00)	(0.02)	(0.05)	-	-
Interim Dividend Percentage (Equity)	125%	Nil	105%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Amount (Equity/Dividend)	406	Nil	1.60	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

* Represents income from operation and other income

The closing exchange rate as on 31st March 2012 was USD=INR 51.16

Previous years figures have been regrouped due to requirements of Revised Schedule VI

** Ceased to be subsidiary w.e.f 10th June 2011

**Details of Investments-Subsidiary-Trent Brands Limited
 Non Current Investments**

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No.of. Shares/Units	₹ (in Crores)	No.of. Shares/Units	₹ (in Crores)
Long term Trade Investments at Cost (unquoted and fully paid unless otherwise stated)				
(a) Investments in Equity instruments				
(1) In Subsidiary Companies(including Fellow Subsidiary Company)				
Landmark Limited(Equity shares of ₹10 each)	2,64,028	8.05	2,64,028	8.05
Flora Services Limited-(Equity shares of ₹100/- each)	1,36,530	8.55	97,530	2.03
Total Investments in Equity Instruments of Subsidiaries				
		16.60		10.08
Total Long term Trade Investments		16.60		10.08
Long term Non Trade Investments at Cost (Face Value Rs 10/- each,quoted and fully paid unless otherwise stated)				
(a) Investments in Equity instruments				
Aftek Ltd. (Equity shares of ₹2/- each)	50,000	0.29	50000	0.29
B F Utilities Ltd (Equity shares of ₹5/- each)	800	0.02	800	0.02
B F Investments Ltd.	800	0.17	800	0.17
Indus Fila Ltd.	12,000	0.27	12000	0.27
Jai Corp Ltd. (Equity shares of ₹1/- each)	5,000	0.52	5000	0.52
Northgate Technologies Ltd.	8,500	0.51	8500	0.51
Punj Llyod Ltd. (Equity shares of ₹2/- each)	10,000	0.52	10000	0.52
Sasken Communication Technologies Ltd.	10,000	0.49	10000	0.49
Take Solutions Ltd.	73,000	0.76	73000	0.76
Tata Investment Corporation Ltd.	19,800	0.45	17325	0.35
Tata Investment Corporation Ltd. -ZCCB-Warrant (Unquoted)	-	-	2475	-
Venus Remedies Ltd.	10,000	0.39	10000	0.39
Videocon Industries Ltd.	9,500	0.49	9500	0.49
Total Investments in Equity Instruments		4.88		4.78
(b) Investments in Mutual Funds				
HDFC Cash Management Fund Treasury Advantage Plan		0.35		-
Total Long term Non Trade Investments		5.23		4.78
Total Non Current Investments		21.83		14.86
Aggregate book value of Investments				
Unquoted		16.95		10.08
Quoted [Market value ₹1.78 Crores (2010-2011: ₹2.00 Crores)]		4.88		4.78

**Details of Investments-Subsidiary-Trent Brands Limited
Current Investments**

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No.of. Shares/Units	₹ (in Crores)	No.of. Shares/Units	₹ (in Crores)
CURRENT INVESTMENTS				
Investments in Mutual funds(unquoted and fully paid unless otherwise stated)				
Tata Fixed Maturity Plan Series 28 Scheme A dividend		-	47,50,000	4.75
Tata Liquid SHIP Appreciation	8,843.33	1.75		-
Total Current Investment		1.75		4.75
Aggregate book value of Investments				
Unquoted		1.75		4.75
Quoted		-		-
Total		1.75		4.75

**Details of Investments-Subsidiary-Fiora Services Limited
Non Current Investments**

	Balance as on 31.3.2012		Balance as on 31.3.2011	
	No.of. Shares/Units	₹ (in Crores)	No.of. Shares/Units	₹ (in Crores)
1 Non-Current Investments: Non Trade (unquoted and fully paid unless otherwise stated)				
(A) Investments in Equity Instruments:				
(i) Fellow subsidiary company Landmark Limited Equity Shares of ₹100/- each	2,513	0.06	2,513	0.06
(ii) Others Trent Limited (Quoted) Equity Shares of ₹10/- each	-	-	1,59,943	1.32
Total Investments in Equity Instruments		0.06		1.38
(B) Investment in Mutual Funds:				
Birla Sun life Fixed Term plan Series EW growth	25,00,000	2.50		-
Tata Fixed Maturity Plan Series 39 Scm. I growth	25,00,000	2.50		-
Total Investments in Mutual funds		5.00		-
Total Non current investments		5.06		1.38
AGGREGATE BOOK VALUE OF INVESTMENTS				
QUOTED (Market Value:Nil; 2010-11 ₹15.72 Crores)		-		1.32
UNQUOTED		5.06		0.06
		5.06		1.38

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Details of Investments-Subsidiary-Fiora Services Limited
Current Investments

	As at 31.3.2012		As at 31.3.2011	
	No.of. Shares/Units	₹ (in Crores)	No.of. Shares/Units	₹ (in Crores)
Investment in Mutual Funds : (unquoted and fully paid unless otherwise stated)				
1. Tata Liquid SHIP Appreciation	50,835.25	5.67	-	-
2. Birla Sunlief Cash Plus Fund Inst. Prm. Growth	307,696.46	2.76	-	-
Total Non current investments		<u>8.43</u>		<u>-</u>
AGGREGATE BOOK VALUE OF INVESTMENTS QUOTED		-		-
UNQUOTED		8.43		-
		<u>8.43</u>		<u>-</u>

Details of Investments-Subsidiary-Trent Hypermarket Limited
Non Current Investments

	As at 31.3.2012		As at 31.3.2011	
	No.of. Shares/Units	₹ (in Crores)	No.of. Shares/Units	₹ (in Crores)
Trade Investments				
a) Investment in Equity instruments (unquoted & fully paid)				
Investment in joint venture				
Virtuous Shopping Centres Limited Equity Shares of ₹10/- each fully paid	21,87,796	3.95	6,73,266	0.92
b) Investment in Joint Venture (unquoted & fully paid)				
Virtuous Shopping Centres Limited 10% Optionally Convertible Debentures	37,96,68,400	37.97	-	-
Total Investment		<u>41.92</u>		<u>0.92</u>
Aggregate of quoted investment		-		-
Aggregate of non quoted investment		41.92		0.92
Total		<u>41.92</u>		<u>0.92</u>

Details of Investments-Subsidiary-Nahar Retail Trading Services Limited
Current Investments - At lower of Cost or Fair value

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Investments in Mutual funds(unquoted and fully paid unless otherwise stated)		
Tata Floater Fund- Growth (267431.521 units)	0.40	-
	<u>0.40</u>	<u>-</u>
Aggregate book value of Investments		
Unquoted	0.40	-
Quoted	-	-
Total	<u>0.40</u>	<u>-</u>

Details of Investments-Subsidiary-Fiora Link Road Properties Limited
Non Current Investments

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Non-trade, unquoted		
Investment in Equity Instruments:		
Landmark Limited - 10,25,592 (2010-11: 10,25,592) Equity shares of ₹10/- each (Fellow Subsidiary Company)	32.06	32.06
	<u>32.06</u>	<u>32.06</u>

**Details of Investments-Subsidiary-Landmark Limited
Non Current Investments**

	As at 31.03.2012 ₹ in Crores	As at 31.03.2011 ₹ in Crores
Investments at cost unless stated otherwise		
A. Trade (unquoted)		
Investment in equity instruments, fully paid up		
(i) of subsidiaries		
Landmark E-Tail Pvt Ltd - Nil Shares (As at 31 st March 2011: 1,000) of ₹100 each	-	0.01
(ii) of others		
Trent Retail Services Limited (Formerly known as Regent Management Pvt Ltd - 995 (As at 31 st March 2011: 1,000) shares of ₹100 each* (Figure for Current year ₹19,900) * Subsidiary untill 9 th June 2011	-	0.01
	-	0.02
	-	0.01
Less : Provision for diminution in value of investments		
Total (A)	-	0.01
(Figure for Current year ₹19,900)		
B. Other investments (quoted)		
(At cost less provision for other than temporary diminution)		
(a) Investment in equity instruments, fully paid up		
(i) Kothari Industries Limited - 1,000 (As at 31 st March 2011 : 1,000) shares of ₹10 each (Figure for Current year ₹48,160 and Previous year ₹48,160)	-	-
(ii) DSQ Software Ltd - 1,000 (As at 31 st March 2011 : 1,000) shares of ₹10 each (Figure for Current year ₹12,600 and Previous year ₹12,600)	-	-
	0.01	0.01
Less : Provision for diminution in value of investments	0.01	0.01
Total B (a)	-	-
(b) Investment in mutual funds		
(i) UTI Master share 1,300 (As at 31 st March 2011 : 1,300) units of ₹10 each (Figure for Current year ₹19,500 and Previous year ₹19,500)	-	-
Less : Provision for diminution in value of investments	-	-
(Figure for Current year ₹19,500)		
Total B (b)	-	-
(Figure for Previous year ₹19,500)		
Total (A+B)	-	0.01
(Figure for Current year ₹19,900)		
Aggregate amount of unquoted investments (Figure for Current year ₹19,900)	-	0.01
Total (A+B)	-	0.01
(Figure for Current year ₹19,900)		
Aggregate amount of unquoted investments (Figure for Current year ₹19,900)	-	0.01



Registered Office: Bombay House, 24 Homi Mody Street, Mumbai – 400 001.

ATTENDANCE SLIP

I hereby record my presence at the SIXTIETH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 10th August 2012 at 3.00 p.m.

Member's/Proxy's full name _____
(In block letters)

Folio No. _____ DP ID* _____ Client ID* _____

No. of shares held _____

* Applicable for members holding shares in electronic form.

Member's/Proxy Signature

- NOTES :**
1. Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.
 2. Shareholder/Proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



Registered Office: Bombay House, 24 Homi Mody Street, Mumbai – 400 001.

PROXY FORM

I/We _____ of _____ in the district of _____ being a member/members of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him/ her _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us, on my/our behalf at the SIXTIETH ANNUAL GENERAL MEETING of the Company, to be held on Friday, 10th August 2012 at 3.00 p.m. or at any adjourned meeting thereof.

Signed this _____ day of _____ 2012.

Folio No. _____ DP ID* _____ Client ID* _____

No. of shares held _____

Signature _____

Affix a
15 paise
Revenue
Stamp

This form is to be used @ in favour of the resolution, Unless otherwise instructed, the Proxy will vote as he/ she thinks fit.
@ against

* Applicable for members holding shares in electronic form.

@ Strike out whichever is not desired.

- NOTES:**
1. The proxy must be returned so as to reach the Registered Office of the Company, Bombay House, 24, Homi Mody Street, Mumbai – 400 001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
 2. The proxy need not be a member of the Company.

Dematerialise your Physical Shares to Electronic Form

- Eliminate all risks associated with Physical Shares
- Ease in Portfolio Management

Procedure for Dematerialisation of Shares :

- Open Beneficiary Account with a Depository Participant (DP) registered with SEBI.
- Submit Dematerialisation Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signatures in the same order as appearing in the concerned certificate(s).

TRENT LIMITED





Registered Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001.

NOTICE

NOTICE is hereby given that the **SIXTIETH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 10th day of August 2012 at 3.00 p.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March 2012 and the Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon.
2. To declare a dividend on the Redeemable Preference Shares for the year ended 31st March 2012.
3. To declare a dividend on the Cumulative Compulsorily Convertible Preference Shares - Series B for the period from 28th August 2010 to 1st September 2012.
4. To declare a dividend on the Equity Shares for the year ended 31st March 2012.
5. To appoint a Director in place of Mr. Z. S. Dubash, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint a Director in place of Mr. A. D. Cooper, who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint Auditors and to authorize the Board to fix their remuneration.

Special Business

8. Appointment of Mr. B. N. Vakil as a Director of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. B. N. Vakil, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th June 2012 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation.”

9. Alteration to the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. The Authorised Share Capital of the Company is Rs.56,00,00,000 (Rupees Fifty Six Crores only) divided into 3,40,00,000 Equity Shares of Rs.10 each, 30,00,000 Unclassified Shares of Rs.10 each, 70,000 Redeemable Preference Shares of Rs.1,000 each and 1,20,00,000 Cumulative Convertible Preference Shares of Rs.10 each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being.”

10. Raising of long term resources

To consider and, if thought fit, to pass with or without modifications, if any, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956,(including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI) and/or prescribed by the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company’s shares are listed, or any other relevant authority from time-to-time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and is hereby authorized to create, issue, offer and allot not exceeding 16,67,000 (Sixteen Lakhs Sixty Seven Thousand only) Equity Shares of ₹10 each, for cash on preferential allotment basis to (i) the Promoter of the Company viz. Tata Sons Limited and/or its subsidiaries Ewart Investments Limited and/or Panatone Finvest Limited and (ii) Tata Investment Corporation Limited, such issue and allotment to be made at such price or prices, in such manner and on such terms and conditions as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (“SEBI ICDR Regulations”).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted or as may be necessary in terms of the offer, all such shares ranking *pari passu inter se* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient to effect the offer, issue, allotment and listing of aforesaid Equity Shares and to issue any offer document(s) and sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and with power to settle all questions, difficulties or doubts that may arise in regard to such issue(s), allotment(s) and listing as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.”

NOTES:

- [a] The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 (“Act”), in respect of the business under Item No. 8, 9 and 10 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- [b] A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. 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.
- [c] The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 25th July 2012 to Friday, 27th July 2012, both days inclusive. If the dividend on equity shares, as recommended by the Board of Directors, is approved at the Annual General Meeting, such dividend will be paid on or after 14th August 2012 to those members whose names appear on the Register of Members on 27th July 2012 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 24th July 2012. In respect of shares held through the depositories, dividend will be paid on the aforesaid date to the beneficial owners of shares whose names appear at the close of business hours on 24th July 2012, as per details furnished by the depositories for this purpose.

Dividend on Cumulative Compulsorily Convertible Preference Shares - Series B will be paid for the period from the date of allotment i.e. 28th August 2010 and upto the date of its conversion into fully paid up equity shares i.e. 1st September 2012 in terms of the Letter of Offer. The Company has fixed 23rd August 2012 as the record date to ascertain who would be eligible for the allotment of the fully paid up equity shares and the payment of dividend. Dividend will be paid on or after 3rd September 2012, after the shareholders approve the same in the Annual General Meeting.

- [d] Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2006 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agents of the Company. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), all unclaimed / unpaid dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. However, for the amount of dividend so transferred, no claims shall lie against the Company or the said IEPF.
- [e] Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, TSR Darashaw Limited (TSRDL). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to TSRDL.
- [f] Reserve Bank of India has initiated National Electronic Clearing Service (NECS) for credit of dividend directly to the bank account of Members. Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number, 9 digit MICR 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 Registrar and Transfer Agents of the Company.
- [g] Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting. As a cost control measure, copies of the Annual Report will not be distributed at the Annual General Meeting.
- [h] The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email ID for the said purpose.

Members who are holding shares in demat mode, who have not yet registered their email ID with their depository participant are requested to register the same at the earliest.

Members who are holding shares in physical form, who have not yet registered their email ID with the Registrar and Share Transfer Agent should send a scanned copy of their letter requesting for registering their existing email ID, bearing the signature of the sole/first shareholder on csg-emailid@tsrdarashaw.com. OR such members can also write to the Registrar and Share Transfer Agent of the Company and inform their email ID quoting their folio number. The letter should be signed by the sole/first holder as per the specimen signature recorded with the Registrar and Share Transfer Agent.

Mumbai, 4th July 2012

By Order of the Board of Directors

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai – 400 001

M. M. Surti
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 ("ACT")

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 8, 9 and 10 in the accompanying Notice dated 4th July 2012.

Item No. 8

Mr. B. N. Vakil was appointed an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, from 25th June 2012. He holds office as Director upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a Member pursuant to Section 257 of the Act, as required, signifying his intention to propose Mr. Vakil for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. Vakil and accordingly commends the Resolution at Item No. 8 for acceptance by the Members. Mr. Vakil may be deemed to be concerned or interested in the Resolution at Item No. 8.

The details of Mr. Vakil along with his brief resume are given in the Annexure to the Notice.

Item No. 9

The Authorised Capital of the Company as reflected in the Memorandum and Articles of Association of the Company is ₹56,00,00,000 (Rupees Fifty Six Crores only) divided into 3,20,00,000 Equity Shares of ₹10 each, 50,00,000 Unclassified Shares of ₹10 each, 70,000 Redeemable Preference Shares of ₹1,000 each and 1,20,00,000 Cumulative Convertible Preference Shares of ₹10 each.

Pursuant to the powers delegated to the Board of Directors under Article 6 of the Articles of Association of the Company, the Board of Directors had at its meeting held on 2nd March 2012, re-classified the 20,00,000 Unclassified Shares in the Authorised Share Capital of the Company into 20,00,000 Equity Shares of ₹10 each which will be pari passu with the existing Equity Shares of the Company.

Alterations are being made in Clause V of the Memorandum of Association of the Company to reflect the said re-classification, pursuant to which the present Authorised Capital of the Company is comprising of 3,40,00,000 Equity Shares of ₹10 each, 30,00,000 Unclassified Shares of ₹10 each, 70,000 Redeemable Preference Shares of ₹1,000 each and 1,20,00,000 Cumulative Convertible Preference Shares of ₹10 each as indicated in the resolution at Item No.9 of the Notice.

The Directors commend the Resolution at Item No.9 for approval. A copy of the Memorandum and Articles of Association of the Company with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

Item No. 10

1. The Company has been pursuing various growth opportunities in line with its objective of becoming a leading organized retail Company in India. Given the expansion plans of the Company including the intent to selectively commit resources to secure retail space in certain real estate developments, invest in the reconfiguration of our Landmark format into a family entertainment banner and for general corporate purposes, it is proposed to raise additional long term resources.

To fund the growth opportunities being pursued, the Company seeks to supplement its own internal resources and the funds raised through the recent QIP issuance of the Company. In this regard, it is proposed to issue Equity Shares on a preferential allotment basis to (i) the Promoter of the Company viz. Tata Sons Limited and/or its subsidiaries Ewart Investments Limited and/or Panatone Finvest Limited and (ii) Tata Investment Corporation Limited in accordance with the applicable SEBI Regulations. The objects of the preferential issue as described below would also include investments in its Subsidiaries and/or Joint Ventures and/or Associates including commitments made, directly or indirectly, by the Company, its Subsidiaries, Joint Ventures or Associates (through equity, debt instruments or loans, or a combination of any of them).

2. The proposed preferential allotment of Equity Shares to Promoter and/or other companies in the Promoter Group, would be strictly in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, ("SEBI ICDR Regulations") and the following parameters would be subject to such changes as may be required to conform to the SEBI Regulations. Such proposed preferential issue will comprise of Equity Shares not exceeding 16,67,000 Equity Shares of a face value of ₹10 each. Based on the current market prices of the Equity Shares of the Company, the aggregate amount that would be raised through the proposed preferential issue of Equity Shares would be an amount not exceeding ₹150 crores.

The Company has sought indication from the proposed allottees whether they would be desirous to subscribe to the above Equity Shares. Tata Sons Limited (and/or its subsidiaries Ewart Investments Limited and/or Panatone Finvest Limited) and Tata Investment Corporation Limited have in turn confirmed and conveyed their intent to subscribe to these Equity Shares.

3. The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:
 - a. The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the 26 weeks preceding the relevant date; OR
 - b. The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The Relevant Date for the purpose of pricing of the Equity Shares, shall be 11th July 2012, the date which is 30 days prior to the date of Annual General Meeting.

'Stock Exchange' for this purpose shall mean any of the recognized stock exchanges and on which the highest trading volume in respect of the shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

4. The other information prescribed under SEBI ICDR Regulations is as follows:
 - a. **objects of the preferential issue:** To fund the various growth plans, projects, future investments and other general corporate purposes of the Company and its Subsidiaries and Joint Ventures including as mentioned above and any other purposes as may be permissible under applicable law. The proceeds of the issue may also be committed directly or indirectly by our Company, its Subsidiaries, Joint Ventures or Associates (through equity, debt instruments or loans, or a combination of any of them) for the above purposes.
 - b. **the proposal of the promoter, directors or key managerial personnel of the issuer to subscribe to the offer:** The Promoter i.e. Tata Sons Limited (and/or its subsidiaries Ewart Investments Limited and/or Panatone Finvest Limited) and Tata Investment Corporation Limited have indicated their intention to subscribe to the offer. No shares are being offered to directors or key managerial personnel.
 - c. **the shareholding pattern before and after the preferential issue:**

The shareholding pattern before and after the preferential issue (assuming full subscription of Equity Shares proposed to be allotted herein) as also post conversion of outstanding Cumulative Compulsorily Convertible Preference Shares Series B ("CCPS Series B") is as follows:

Shareholding Category	Pre Preferential Issue		Post Preferential Issue		Post conversion of CCPS Series B on 01.09.2012	
	No. of Shares Held	%	No. of Shares Held	%	No. of Shares Held	%
Promoters & Promoters Group (A)	77,94,298	28.60	94,61,298	32.72	1,09,74,404	32.89
Public:						
Institutions	1,07,07,238	39.30	1,07,07,238	37.03	1,19,46,818	35.80
Non Institutions	87,47,983	32.10	87,47,983	30.25	1,04,46,711	31.31
Total Public Shareholding (B)	1,94,55,221	71.40	1,94,55,221	67.28	2,23,93,529	67.11
TOTAL (A)+(B)	2,72,49,519	100.00	2,89,16,519	100.00	3,33,67,933	100.00

- d. the time within which the preferential issue shall be completed:** The allotment, pursuant to this resolution passed by the shareholders, shall be completed within a period of fifteen days from the date of passing of this resolution provided that if the approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission as the case may be.
- e. the identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The percentage of post preferential issue capital (assuming full subscription of Equity Shares proposed to be allotted herein) that may be held by the proposed allottee(s) is as follows:

Name of Proposed Allottee	Pre preferential allotment Shareholding		Post preferential allotment Shareholding	
	No. of Shares	%	No. of Shares	%
Tata Sons Limited	62,89,343	23.08	77,33,943	26.75
Ewart Investments Limited				
Panatone Finvest Limited				
Tata Investment Corporation Limited	11,04,665	4.05	13,27,065	4.59
TOTAL	73,94,008	27.13	90,61,008	31.34

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

- f.** The Company undertakes that, if required, the price shall be recomputed in terms of the provisions of the SEBI ICDR Regulations.
- g.** If the amount payable on account of the re-computation of price is not paid within the stipulated time as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.
5. The Equity Shares arising out of issue of securities pursuant to the Resolution shall rank pari passu in all respect with the then existing Equity Shares of the Company.
6. Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a Company other than on a pro-rata basis to the existing holders of the equity shares of a company requires prior approval of the shareholders in a General Meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all Securities for subscription on a pro-rata basis to the Shareholders unless the Shareholders in a General Meeting decide otherwise.
7. Since the price at which the Equity Shares would be issued to the Promoter/Promoter Group cannot be exactly determined before the issue of this notice to the shareholders as it depends on the average of the market price prevailing in the preceding 26 weeks or 2 weeks as per the SEBI formula, the Auditor's certificate, as required under Clause 73(2) of SEBI ICDR Regulations will be made available for inspection during the Annual General Meeting of the Company.
8. The Board commends the Special Resolution for approval by its shareholders.
9. Mr. F.K. Kavarana, Director of the Company, is deemed to be interested in the passing of the Resolution as set out in the accompanying Notice since he is a Director of Tata Sons Limited. Mr. N.N. Tata and Mr. Z.S. Dubash, Directors of the Company, are deemed to be interested in the passing of the Resolution as set out in the accompanying Notice since they are Directors of Tata Investment Corporation Limited.

Mumbai, 4th July 2012

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai – 400 001

By Order of the Board of Directors

M. M. Surti
Company Secretary

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

Particulars	Mr. Z.S. Dubash	Mr. A.D. Cooper	Mr. B. N. Vakil
Date of Birth	16 th August 1959	23 rd August 1940	12 th September, 1958
Date of Appointment	26 th April 2010	29 th May 1984	25 th June 2012
Qualifications	<ul style="list-style-type: none"> • B.Com. • MBA (Wharton) • A.C.A. (England and Wales) 	<ul style="list-style-type: none"> • B.Com. • F.C.A. 	<ul style="list-style-type: none"> • Bachelor of Law, Bombay University • Advocate Bar Council of Maharashtra & Goa • LLM, Columbia University, New York, USA • Member, New York State Bar Association • Solicitor, India
Expertise in specific functional area	Finance and Business Development	Finance and Management	Infrastructure and Project Finance, Banking, Finance and Derivatives, Joint Ventures, Acquisitions, Restructuring of Companies, Corporate Law, Private Equity Funds and Venture Capital
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	Tata Investment Corporation Ltd.	<ul style="list-style-type: none"> • Landmark Ltd. • Trent Brands Ltd. • Trent Hypermarket Ltd. • Tata Asset Management Ltd. • Westland Ltd. 	<ul style="list-style-type: none"> • Edelweiss Web Services Ltd. • Inarco Ltd. • Grameen Capital India Ltd. • Peninsula Trustee Ltd. • Kale Consultants Ltd.
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	Nil	<ul style="list-style-type: none"> • Landmark Ltd. <ul style="list-style-type: none"> - Audit Committee (Chairman) • Trent Hypermarket Ltd. <ul style="list-style-type: none"> - Audit Committee (Chairman) • Tata Asset Management Ltd. <ul style="list-style-type: none"> - Audit Committee (Chairman) • Westland Ltd. <ul style="list-style-type: none"> - Audit Committee (Chairman) 	<ul style="list-style-type: none"> • Grameen Capital India Ltd. <ul style="list-style-type: none"> - Audit Committee (Member) • Kale Consultants Ltd. <ul style="list-style-type: none"> - Audit Committee (Member) - Investor Grievance Committee (Member)
Number of shares held in the Company	Nil	Nil	Nil

