

## NOTICE

**NOTICE** is hereby given that the **FIFTY-NINTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 5<sup>th</sup> day of August 2011 at 3.00 p.m. to transact the following business:

## **Ordinary Business**

- 1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2011 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 2011.
- 3. To declare a dividend on the Cumulative Compulsorily Convertible Preference Shares -Series A for the period from 28<sup>th</sup> August 2010 to 1<sup>st</sup> September 2011.
- 4. To declare a dividend on the Equity Shares for the year ended 31st March 2011.
- 5. To appoint a Director in place of Mr. A. D. Cooper, who retires by rotation and being eligible offers himself for re-appointment.
- 6. To appoint Auditors and to authorize the Board to fix their remuneration.

### Special Business

## 7. Appointment of Mr. N. N. Tata 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. N.N.Tata, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19<sup>th</sup> August 2010 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."

## 8. Appointment of Mr. B. Bhat 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. Bhat, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th September 2010 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. Appointment of Mr. S. Susman as a Director

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

"RESOLVED THAT Mr. S. Susman, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11<sup>th</sup> May 2011 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."

#### 10. Commission to non-whole-time Directors

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

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), a sum not exceeding one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the non-whole-time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five financial years commencing from 1st April 2011."

## 11. Appointment of Mr. Philip N. Auld as a 'Manager'

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 387, Schedule XIII and other applicable provisions of the Companies Act, 1956 ("Act") including any statutory modification or re-enactment thereof, or any other law and subject to the approval of the Central Government, such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), the Company hereby approves the appointment and the terms of remuneration of Mr. Philip N. Auld

as a 'Manager' of the Company with effect from 1st May 2011 for a period of 3 years i.e. from 1st May 2011 to 30th April 2014 on the terms and conditions set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board to alter and vary the terms and conditions of the said appointment and/ or remuneration, in such manner as may be agreed to by the Board and Mr. Auld.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

#### NOTES:

- [a] The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 ("Act"), in respect of the business under Item Nos. 7 to 11 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, 20<sup>th</sup> July 2011 to Friday, 22<sup>nd</sup> July 2011, both days inclusive. If the dividend on equity shares, as recommended by the Board of Directors, is passed at the Annual General Meeting, such dividend will be paid on and from 10<sup>th</sup> August 2011 to those members whose names appear on the Register of Members on 22<sup>nd</sup> July 2011 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 19<sup>th</sup> July 2011. 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 19<sup>th</sup> July 2011, as per details furnished by the depositories for this purpose.
  - Dividend on Cumulative Compulsorily Convertible Preference Shares Series A will be paid for the period from the date of allotment and upto the date of its conversion into fully paid up equity shares i.e. 1st September 2011 in terms of the Letter of Offer. A record date will be fixed at a later date in consultation with the Stock Exchanges 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 within 30 days after the shareholders approve the same in the Annual General Meeting.
  - Dividend on Cumulative Compulsorily Convertible Preference Shares Series B will be paid for the period from the date of allotment 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. A provision in respect of dividend pertaining to FY 2010-11 has been made in the books of accounts.
- [d] Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2004 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 Investor Education and Protection Fund
- [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] Members are informed that the Odd Lot service facility started by the Company through the Registrar and Transfer Agents for the benefit of the Members holding shares in physical form has been discontinued with effect from 1st April 2011.
- [i] Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing Companies to send various notices and documents, including Annual Report, to its shareholders through electronic mode at the registered email ID of shareholders and has issued circulars on 21st April 2011 and 29th April 2011 in this regard.

Sending Annual Reports and other notices/documents through email will not only reduce paper consumption but also substantially reduce costs of printing and postage.

The Company has sent out Circular requesting members to register their email ID.

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 <a href="mailto:csg-emailtide/csg-emai

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.

In case any member has not registered his/her email ID for receiving the Annual Report and other notices/documents through email, the Annual Report and other notices/documents etc., will continue to be sent in the physical form to such a member.

By Order of the Board of Directors M. M. Surti Company Secretary

Mumbai, 25th May 2011

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

## 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 Nos. 7 to 11 in the accompanying Notice dated 25th May 2011.

#### Item No. 7

Mr. N. N. Tata was appointed an Additional Director and designated Vice Chairman of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, from 19<sup>th</sup> August 2010. 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. N.N.Tata for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. N.N.Tata and accordingly commends the Resolution at Item No. 7 for acceptance by the Members. Mr. N.N.Tata may be deemed to be concerned or interested in Resolution at Item No. 7.

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

#### Item No. 8

Mr. B. Bhat 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 27th September 2010. 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. B. Bhat for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. B. Bhat and accordingly commends the Resolution at Item No. 8 for acceptance by the Members. Mr. B. Bhat may be deemed to be concerned or interested in Resolution at Item No. 8.

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

#### Item No. 9

Mr. S. Susman 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 11<sup>th</sup> May 2011. 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. S. Susman for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. S. Susman and accordingly commends the Resolution at Item No. 9 for acceptance by the Members. Mr. S. Susman may be deemed to be concerned or interested in Resolution at Item No. 9.

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

### Item No. 10

The members at the Annual General Meeting of the Company held on 8<sup>th</sup> September 2006 had 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 Companies Act, 1956, for a period of five years commencing 1<sup>st</sup> April 2006.

Taking into account the increased responsibilities of the non-whole-time Directors, it is proposed that in terms of Section 309 of the Act, the non-whole-time Directors be paid for each of the five financial years commencing from 1<sup>st</sup> April 2011, remuneration by way of commission not exceeding 1% of the net profits of the Company, computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the non-whole-time Directors in accordance with the directions given by the Board.

Accordingly, a fresh approval of the members is sought by way of a Special Resolution for payment of commission to the non-whole-time Directors for a further period of five years commencing from 1st April 2011 as stated in the resolution.

All the Directors of the Company may be deemed to be concerned or interested in the Resolution mentioned at Item No.10 of the Notice to the extent of the remuneration that may be received by them.

#### Item No. 11

Mr. Philip N. Auld has been appointed by the Board of Directors as the Chief Executive Officer of the Company with effect from 25<sup>th</sup> April 2011. The Board has also appointed him as a 'Manager' of the Company under the Companies Act, 1956 (hereinafter referred to as 'the Manager') with effect from 1<sup>st</sup> May 2011 for a period of 3 years i.e. from 1<sup>st</sup> May 2011 to 30<sup>th</sup> April 2014.

Mr. Philip N. Auld has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets. Starting with Marks and Spencer in 1980, his career has been a rich journey during which he has added immense value to various other organizations such as B&Q plc, Asda plc, Claudia Strater and M&S Mode. The last assignment he held before joining the Company was that of the CEO at M&S Mode (Vendex KBB), Netherlands.

The appointment of Mr. Philip N. Auld as the Manager and his remuneration is subject to the approval of shareholders of the Company. Since he holds the status of Non- resident, and his remuneration may exceed the prescribed limit as mentioned in the Companies Act, 1956, his appointment and remuneration is also subject to the approval of the Central Government.

The main terms and conditions relating to the appointment and remuneration of Mr. Philip N. Auld as the Manager are as follows:

## A. Tenure of Agreement :

The appointment of the Manager is with effect from 1st May 2011 to 30th April 2014.

#### B. Nature of Duties:

- i) The Manager shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board of Directors from time to time by serving on the Board of Directors of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company.
- ii) The Manager shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii) The Manager undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.

## C. Remuneration:

#### i) Remuneration:

Basic Salary of upto a maximum of Rs. 3,00,000/- per month.

Benefits, perquisites, incentives and allowances as may be determined by the Board of Directors/its committee from time to time.

Variable incentive remuneration based on certain performance criteria laid down by the Board/its committee.

ii) **Minimum Remuneration:** Where in any financial year during the currency of the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company will pay to the Manager, remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration, as specified above.

## D. Other terms of Appointment:

- i) The Manager shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- ii) The terms and conditions of the appointment of the Manager may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule XIII to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Manager, subject to such approvals as may be required.
- iii) After the expiry of initial 9 months from the date of appointment, either party may terminate this agreement by giving to the other party six months notice of such termination or by surrendering six months' remuneration in lieu thereof.
- iv) The employment of the Manager may be terminated by the Company without notice or payment in lieu of Notice:
  - (a) If the Manager is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Manager of any of the stipulations contained in the agreement to be executed between the Company and the Manager; or
  - (c) In the event the Board of Directors expresses its loss of confidence in the Manager.
- v) In the event the Manager is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- vi) Upon the termination by whatever means of the Manager's employment:
  - a) he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office; and return vacant possession of the Company premises occupied by him and/or his family;
  - b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
- vii) All Personnel Policies of the Company and the related rules, which are applicable to other employees of the Company, shall also be applicable to the Manager, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Manager also include clauses pertaining to adherence with the Tata Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

In compliance with the provisions of Section 198, 269, 387, and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Article 171(20) of the Articles of Association of the Company and subject to the approval of the Central Government, the appointment and terms of remuneration of Mr. Philip N. Auld as the Manager as specified above are now being placed before the Members for their approval.

The resolution regarding the appointment of Mr. Philip N. Auld as the Manager and his remuneration at Item No. 11 is recommended for approval by the Members. None of the Directors are in any way concerned or interested in the Resolution at Item No. 11.

## INFORMATION PURSUANT TO SCHEDULE XIII OF THE COMPANIES ACT, 1956

## I. GENERAL INFORMATION

1) Nature of Industry:

The Company operates over 55 Westside Stores, a private label fashion apparel format across the Country.

- 2) Date or expected date of commencement of commercial production:
  - The Company was incorporated on 5th December 1952.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
  - Not applicable.
- 4) Financial performance based on given indicators:

Particulars	For the year ended 31.03.2011 (Rs. in Crores)	For the year ended 31.03.2010 (Rs. in Crores)
Gross Revenue	768	610
Profit after Tax	43	40

5) Export performance and net foreign exchange collaborations:

Earnings in foreign currency from retail sales through International credit cards and fees during the financial year 2010-11 was Rs. 13 Crores as against Rs. 23 Crores during the financial year 2009-10.

6) Foreign investments or collaborators, if any:

The Company has invested USD 7,50,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius.

## II. INFORMATION ABOUT THE APPOINTEE

1) Background details:

Mr. Philip N. Auld has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets. Starting with Marks and Spencer in 1980, his career has been a rich journey during which he has added immense value to various other organizations such as B&Q plc, Asda plc, Claudia Strater and M&S Mode.

Past remuneration:

Mr. Philip N. Auld remuneration with M&S Mode, Netherland was approximately Rs.2.28 crores per annum during the financial year 2010-11.

- 3) Recognition or awards: Nil
- 4) Job profile and his suitability:

Considering the excellent background of Mr. Philip N. Auld and the overseas experience of over 30 years in the retail industry, he is best suited for the position of Manager of the Company.

5) Remuneration proposed:

Basic Salary of upto a maximum of Rs. 3,00,000/- per month. Benefits, perquisites, incentives and allowances as may be determined by the Board of Directors/its committee from time to time. Variable incentive remuneration based on certain performance criteria laid down by the Board/its committee.

- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration proposed is commensurate with his experience and comparable to the standards in the Industry.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Philip N. Auld has no pecuniary relationship with the Company, other than his remuneration and is not related to any managerial personnel.

## III. OTHER INFORMATION

1) Reasons of loss or inadequate profits:

The retail industry is highly competitive and operates on thin margins. All efforts are being made to improve the margins. The proposed remuneration to be paid to Mr. Auld with effect from 1st May 2011 for a period of 3 years i.e. 1st May 2011 to 30th April 2014 may therefore be beyond 5% of the net profit of the Company calculated as per Section 309(5) of the Companies Act, 1956.

2) Steps taken or proposed to be taken for improvement:

The Company is aggressively pursuing its business plans to move up the value chain by expanding its number of stores across the Country.

3) Expected increase in productivity and profits in measurable terms:

As the Company continues to invest into new stores across the Country, it is difficult to predict the increase in revenue and profit of the Company for future years.

By Order of the Board of Directors M. M. Surti Company Secretary

Mumbai, 25th May 2011

Registered Office:

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

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

Particulars	Mr. N. N. Tata	Mr. B. Bhat
Date of Birth	12 <sup>th</sup> November 1956	29 <sup>th</sup> August 1954
Date of Appointment	19 <sup>th</sup> August 2010	27 <sup>th</sup> September 2010
Qualifications	B.A. (Eco) Sussex, IEP, INSEAD, France	IIT Chennai, IIM Ahmedabad
Expertise in specific functional area	Experience in Retail Business, Marketing, Administration and Investments	Experience in Retail Business
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul> <li>Landmark Limited</li> <li>Titan Industries Limited</li> <li>Voltas Limited</li> <li>Tata Investment Corporation Limited</li> <li>Trent Hypermarket Limited</li> <li>Kansai Nerolac Paints Limited</li> <li>Tata International Limited</li> <li>Drive India Enterprise Solutions Limited</li> </ul>	<ul> <li>Titan Industries Limited</li> <li>Titan Properties Limited</li> <li>Tanishq (India) Limited</li> <li>Titan Time Products Limited</li> </ul>
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee	Voltas Limited-Shareholders'/ Investors' Grievances Committee (Chairman)	Titan Industries Limited     -Shareholders'/ Investors'     Grievances Committee     (Member)
Number of shares held in the Company	Equity - 59,315 CCPS Series A - 14,689 CCPS Series B - 14,689	NIL

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

Particulars	Mr. A. D. Cooper	Mr. S. Susman
Date of Birth	23 <sup>rd</sup> August 1940	1st May 1950
Date of Appointment	29 <sup>th</sup> May 1984	11 <sup>th</sup> May 2011
Qualifications	B.Com, F.C.A.	St. Andrew's College, Grahamstown (Mat.)
Expertise in specific functional area	Experience in the field of Finance & Management	Around 40 years of overseas experience in the retail business. Currently, the Deputy Chairman on the Board of Woolworths Holdings Limited, South Africa and is a Director of many eminent companies overseas.
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul> <li>Landmark Limited</li> <li>Trent Brands Limited</li> <li>Trent Hypermarket Limited</li> <li>Tata Asset Management Limited</li> </ul>	NIL
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee	<ul> <li>Trent Hypermarket Limited         <ul> <li>Audit Committee (Chairman)</li> </ul> </li> <li>Tata Asset Management Limited         <ul> <li>Audit Committee (Chairman)</li> </ul> </li> <li>Landmark Limited         <ul> <li>Audit Committee (Chairman)</li> </ul> </li> </ul>	NIL
Number of shares held in the Company	NIL	NIL



A TATA Enterprise

59th Annual Report 2010-11 spreading joy. spreading happiness.







# **57 Westside Stores**

To the delight of connoisseurs, the world's finest in fashion, food and wine comes together under one roof as Westside launches Gourmet West at the all-new Westside, Kala Ghoda, Mumbai.







# 11 Star Bazaar Stores

Star Bazaar customers all over the country enjoy the advantage of great quality products at unbeatable prices with the added advantage of Tesco private labels.

