

NOTICE

NOTICE is hereby given that the **SIXTY FIRST 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, 2nd August 2013 at 11.00 a.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 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on 0.1% Cumulative Redeemable Preference Shares for the period 1st April 2012 to 1st June 2013.
3. To declare a dividend on the Equity Shares for the year ended 31st March 2013.
4. To appoint a Director in place of Mr. N. N. Tata, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. B. Bhat, 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. 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 Section 309 and all other applicable provisions, if any, of the Companies Act, 1956 ("Act"), including any statutory modification or re-enactment thereof, and subject to the approval of the Central Government, the Company hereby approves payment of commission, in excess of 1% of the net profits of the Company for the financial year ended 31st March 2013, computed in accordance with Sections 198, 349 and 350 of the Act, by a sum of ₹42,29,575 (excluding service tax), to be paid 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 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. 7 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking 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, 17th July 2013 to Friday, 19th July 2013, 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 6th August 2013 to those members whose names appear on the Register of Members on 19th July 2013 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 16th July 2013. 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 16th July 2013, as per details furnished by the depositories for this purpose.
- [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 Private 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] Payment of dividend through electronic mode has following advantages:

- Shareholder need not make frequent visits to his bank for depositing the physical warrants.
- Prompt credit to the bank account of the shareholder through electronic clearing.
- Fraudulent encashment of warrant is avoided.
- Delays / loss in postal transit is avoided.

Reserve Bank of India has initiated Electronic Clearing Service ("ECS") for credit of dividend directly to the bank account of Members. We would also like to draw your attention to Circular no. CIR/MRD/DP/10/2013 dated 21st March 2013 issued by Securities and Exchange Board of India to all listed companies, depositories, etc. to update bank details of shareholders holding shares in demat mode and / or physical mode, to enable usage of electronic mode of remittance i.e. ECS, NEFT, etc. for distributing dividends and other cash benefits to the shareholders.

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 Company's Registrar and Transfer Agent, TSR Darashaw Private Limited.

[g] Green Initiatives:

The Ministry of Corporate Affairs has allowed Companies to send all future notices / communication / documents including Notice of Annual General Meeting and Annual Report of the Company, in an electronic form, through e-mail to the shareholders. Securities and Exchange Board of India has also permitted listed entities to send soft copies of the Annual Report, Notice and other documents to all those shareholders who have registered their e-mail addresses for the said purpose.

We request you to join us in this initiative and register your e-mail ID with Company's Registrar and Transfer Agent, TSR Darashaw Private Limited, in case you are holding shares in physical form. In case you are holding shares in dematerialized form, please register your e-mail ID with your depository participant.

[h] Benefits of Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, risks associated with physical certificates such as forged transfer, fake certificates, bad deliveries, loss of certificates in transit, get eliminated.

Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

[i] 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.

Mumbai, 29th May 2013

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. 7 in the accompanying Notice dated 29th May 2013.

Item No. 7

As per the provisions of Section 309 of the Act, the members at the Annual General Meeting of the Company held on 5th August 2011 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 Act, for a period of five years commencing 1st April 2011.

Considering the qualifications and rich experience of the Directors, the contribution made by them at the Board and various Committee meetings, the time spent by them on operational matters other than at the meetings and the diversified responsibilities being undertaken by them in managing the growth of the Company and its subsidiaries businesses over these years, it is proposed to pay commission in excess of 1% of the net profits of the Company calculated in accordance with the provisions of the Act, by a sum of ₹ 42,29,575/- (excluding service tax) for the financial year ended 31st March 2013, to the non-whole time directors of the Company.

Approval of the shareholders is sought for the same. The said payment of commission is also subject to the approval of the Central Government.

All the Directors of the Company may be deemed to be concerned or interested in the Resolution mentioned at Item No. 7 of the Notice to the extent of the commission that may be received by them.

Mumbai, 29th May 2013

By Order of the Board of Directors

Registered Office:

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

M. M. Surti
Company Secretary

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

Particulars	Mr. N. N. Tata	Mr. B. Bhat
Date of Birth	12 th November 1956	29 th August 1954
Date of Appointment	19 th August 2010	27 th 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 style="list-style-type: none"> • Titan Industries Limited • Voltas Limited • Tata Investment Corporation Limited • Trent Hypermarket Limited • Kansai Nerolac Paints Limited • Landmark Limited • Tata International Limited • Drive India Enterprise Solutions Limited • Bachi Shoes Limited 	<ul style="list-style-type: none"> • Titan Industries Limited • Titan International Marketing Limited • Titan TimeProducts Limited • Bosch Limited • Tata International Wolverine Brands Limited • Tata Ceramics Limited
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	<ul style="list-style-type: none"> • Voltas Limited - Shareholders' / Investors Grievance Committee (Chairman) • Trent Hypermarket Limited - Audit Committee (Member) 	<ul style="list-style-type: none"> • Titan Industries Limited - Shareholders' Grievance Committee (Member)
Number of shares held in the Company	88,693 equity shares	NIL

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Annual Report
2012-13

**Innovate
Grow
Sustain**



WESTSIDE



Wardrobe - Nine to Nine Fashion



Bombay Paisley - Young Fusion Fashion



Nuon - Edgy Youth Fashion



L.O.V. - Women's Trendy Casuals



Home - Tasteful Decor & Accessories



Gourmet West



WESTSIDE





Destination Toy Section

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Best in Gaming



Stationary & Technology



Infant Toy Range

