

NOTICE

NOTICE is hereby given that the **SIXTY SECOND 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 Thursday, 14th August 2014 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 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on the Equity Shares for the year ended 31st March 2014.
3. To appoint a Director in place of Mr. B. Bhat, who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Auditors

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. N.M. Rajji & Co., Chartered Accountants (Firm Registration No.108296W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Audit Committee/Board of Directors of the Company and the Auditors."

Special Business

5. Appointment of Mr. A.D. Cooper as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. A.D. Cooper (DIN 00026134), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2014 up to 23rd August 2015."

6. Appointment of Mr. Z.S. Dubash as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Z.S. Dubash (DIN 00026206), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2014 up to 13th August 2019."

7. Appointment of Mr. S. Susman as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. S. Susman (DIN 03503013), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2014 up to 13th August 2019."

8. Appointment of Mr. B.N. Vakil as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. B.N. Vakil (DIN 00283980), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 14th August 2014 up to 13th August 2019.”

9. Appointment of Mr. H. Bhat as a Director of the Company

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

“RESOLVED THAT Mr. H. Bhat (DIN 00478198), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“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 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation.”

10. Re-appointment of Mr. Philip N. Auld as a ‘Manager’

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification 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 or any person authorized by the Board in this behalf), the Company hereby approves the re-appointment and the terms of remuneration of Mr. Philip N. Auld as a ‘Manager’ of the Company with effect from 1st May 2014 for a period of 3 years i.e. from 1st May 2014 to 30th April 2017 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 102 of the Companies Act, 2013 (“Act”), in respect of the business under Item No. 4 to 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. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- [c] The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 6th August 2014 to Friday, 8th August 2014, 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 19th August 2014 to those members

whose names appear on the Register of Members on 8th August 2014 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 5th August 2014. 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 5th August 2014, 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 2008 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, 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 (NECS) has the following advantages:
- Shareholder need not make frequent visits to his bank for depositing the physical warrants.
 - Prompt credit to the bank account of the shareholder through electronic clearing.
 - Fraudulent encashment of warrant is avoided.
 - Delay/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 and 9 digit MICR 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] 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.

- [h] 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.
- [i] The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories for communication purposes. For other Members, physical copies are being sent. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with TSRDL.
- [j] In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Depositories):

- i. Open e-mail and also open PDF viz. "Trent e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on "Shareholder - Login".
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Trent Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on trent.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com or call NSDL on 022-24994600.
- B. In case a Member receives physical copy of the Notice of AGM:
- i. User ID and Initial password are provided in the enclosed ballot form.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Wednesday, 6th August 2014 (9.00 a.m. IST) and ends on Friday, 8th August 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 27th June 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 27th June 2014.
 - iii. Mr. P.N. Parikh or failing him Mrs. Jigyasa Ved of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer at the Registered Office of the Company not later than Thursday, 7th August 2014 (5.00 p.m. IST). For this purpose, a self- addressed prepaid envelope is also enclosed and postage will be paid by the Company, if posted in India.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor.relations@trent-tata.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Thursday, 7th August 2014 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and physical Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mywestside.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Sixty Second AGM of the Company on 14th August 2014 and communicated to BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 28th May 2014

Registered Office:

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

Tel: 022-67009000 Email id investor.relations@trent-tata.com

Website www.mywestside.com

Corporate Identification Number (CIN): L24240MH1952PLC008951

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 to 10 in the accompanying Notice dated 28th May 2014.

Item No. 4:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013. M/s. N.M. Raiji & Co., Chartered Accountants, are the existing statutory auditors of the Company. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. N.M. Raiji & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th May 2014, proposed the appointment of M/s. N.M. Raiji & Co., Chartered Accountants, as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the Sixty Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Item No. 5 to 8

Mr. A.D. Cooper, Mr. Z.S. Dubash, Mr. S. Susman and Mr. B.N. Vakil were appointed as Non-Executive Directors of the Company at various times and were considered as Independent Directors pursuant to Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. A.D. Cooper, Mr. Z.S. Dubash, Mr. S. Susman and Mr. B.N. Vakil have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. A. D. Cooper, Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil as Independent Directors were placed before the Nomination & Remuneration Committee of the Company ("the Committee"). The Committee commends the appointment of these directors as Independent Directors from 14th August 2014 upto 13th August 2019 (except Mr. A. D. Cooper who retires on 23rd August 2015 in accordance with the Guidelines for Retirement Age of Directors of the Company).

In the opinion of the Board, these directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Director is now being placed before the Members in the general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

A brief profile of the Independent Directors to be appointed is given below:

Mr. A. D. Cooper has varied experience in field of Finance, Management and Audit.

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

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

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

Other details of the directors are given in the Annexure to the Notice.

Mr. A. D. Cooper, Mr. Z. S. Dubash, Mr. S. Susman and Mr. B. N. Vakil, respectively, are concerned or interested in the Resolutions mentioned at Item No. 5 to 8 of the Notice relating to their own appointment. Other than these Directors, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 5 to 8 of the Notice.

Item No. 9

Mr. H. Bhat was appointed an Additional Director of the Company pursuant to Section 161(1) of the Act, from 1st April 2014. 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 160 of the Act, as required, signifying his intention to propose Mr. H. Bhat for appointment as a Director of the Company.

Mr. H. Bhat is a member of the Group Executive Council (GEC) of Tata Sons Limited. Prior to his appointment as a member of the GEC, he led Tata Global Beverages Limited as Managing Director and CEO.

During his career of 27 years with the Tata Group, Mr. H. Bhat has served in several senior roles. These include stints as Chief Operating Officer of the Watches and Jewellery businesses of Titan Company Limited, and also in the telecom business of the Group. He has played a key role in several strategic moves over the past two decades, including the launch and nurturing of many iconic brands, the successful turnaround of the jewellery business, as well as the acquisition of Tetley. Currently, he is also on the Board of several other Companies in the Group.

The Board considers it desirable that the Company should avail itself of the services of Mr. H. Bhat and accordingly commends the Resolution at Item No. 9 for acceptance by the Members.

Mr. H. Bhat is deemed to be interested in Resolution at Item No. 9. Other than Mr. H. Bhat, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

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

Item No. 10

Mr. Philip N. Auld has been re-appointed by the Board of Directors as the Chief Executive Officer and 'Manager' of the Company with effect from 1st May 2014 for a period of three years.

Mr. Auld has more than 33 years of 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 in April 2011 was that of the CEO at M&S Mode (Vendex KBB), Netherlands.

The re-appointment of Mr. Auld as the Manager and his remuneration is subject to the approval of shareholders of the Company. Since his remuneration may exceed the prescribed limit as mentioned in the Act, his remuneration is also subject to the approval of the Central Government.

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

A. Tenure of Agreement :

The re-appointment of the Manager is with effect from 1st May 2014 to 30th April 2017.

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 ₹2,00,000/- 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 re-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 V 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) 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:
- he shall immediately tender his resignation from office as a Manager of the Company and from such other offices held by him in the Company, 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;
 - 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 196, 197 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and Article 171(20) of the Articles of Association of the Company and subject to the approval of the Central Government, the re-appointment and terms of remuneration of Mr. Auld as the Manager as specified above are now being placed before the Members for their approval.

The resolution regarding the re-appointment of Mr. Auld as the Manager and his remuneration at Item No. 10 is recommended by the Board of Directors for approval by the Members.

Mr. Auld is deemed to be interested in Resolution at Item No.10. Other than Mr. Auld, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.10 of the Notice.

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1) Nature of Industry:

The Company operates 80 Westside Stores, a private label fashion apparel format across the Country. The Company also operates 13 Landmark stores, engaged in retailing of books, music, toys etc.

2) Date or expected date of commencement of commercial production:

The Company was incorporated on 5th December 1952.

3) 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 31.03.2014 (₹ in Crores)	For the year ended 31.03.2013 (₹ in Crores)
Gross Revenue	1319.21	996.19
Profit after Tax	54.24	62.26
Profit as computed u/s 309(5) read with Section 198 of the Companies Act, 1956	39.34	57.70

5) Foreign investments or collaborations, if any:

The Company has invested US\$ 8,00,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius.

II. INFORMATION ABOUT THE APPOINTEE

1) Background details:

Mr. Auld has more than 33 years of 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.

2) Past remuneration:

Mr. Auld's remuneration during the financial year 2013-14 was ₹4.72 crores.

3) Recognition or awards: N.A.

4) Job profile and his suitability:

Considering the excellent background of Mr. Auld and the experience of over 33 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 ₹2,00,000/- 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.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. 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 relatively low margins. The intent is to aggressively pursue growth in the medium term. The scale achieved through significant growth will be a key factor that would improve the profitability of operations in due course. The proposed remuneration to be paid to Mr. Auld with effect from 1st May 2014 for a period of 3 years i.e. 1st May 2014 to 30th April 2017 may therefore be beyond 5% of the net profit of the Company calculated as per Section 197(8) of the Companies Act, 2013.

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

The Company is aggressively pursuing its business plans to scale up its retail business by expanding the number of stores across the Country, under multiple banners (including Westside, Landmark, etc).

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 as in the medium term the business plans envisage targeting of scale and not just profitability.

By Order of the Board of Directors

M. M. Surti

Company Secretary

Mumbai, 28th May 2014

Registered Office:

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

Tel: 022-67009000 Email id investor.relations@trent-tata.com

Website www.mywestside.com

Corporate Identification Number (CIN): L24240MH1952PLC008951

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

Particulars	Mr. B. Bhat	Mr. A. D. Cooper
Date of Birth	29 th August 1954	23 rd August 1940
Date of Appointment	27 th September 2010	29 th May 1984
Qualifications	<ul style="list-style-type: none"> • IIT Chennai • IIM Ahmedabad 	<ul style="list-style-type: none"> • B.Com • F.C.A.
Expertise in specific functional area	Mr. B. Bhat is the Managing Director of Titan Company Limited. He has rich experience in the areas of Sales, Marketing, HR, International Business, etc.	Mr. A. D. Cooper has varied experience in field of Finance, Management and Audit.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Titan Company Limited • Titan TimeProducts Limited • Bosch Limited • Tata International Wolverine Brands Limited • Tata Ceramics Limited • Virgin Mobile India Private Limited 	<ul style="list-style-type: none"> • Trent Brands Limited • Trent Hypermarket Limited • Tata Asset Management Ltd. • Westland Limited • Nahar Retail Trading Services Limited • Fiora Services Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	<ul style="list-style-type: none"> • Titan Company Limited- Shareholders' Grievance Committee (Member) 	<ul style="list-style-type: none"> • Trent Hypermarket Limited- Audit Committee (Chairman) • Tata Asset Management Ltd.- Audit Committee (Chairman) • Westland Limited- Audit Committee (Chairman) • Trent Brands Limited- Audit Committee (Member)
Number of shares held in the Company	Nil	Nil