



Registered Office : Bombay House, 24, Homi Mody Street, Mumbai - 400 001.
Corporate Office : Trent House, G Block, Plot No. C-60, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Corporate Identification Number (CIN) : L24240MH1952PLC008951
website: www.mywestside.com **e-mail :** investor.relations@trent-tata.com **Tel :** 022-6700 8064

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot which includes e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company has appointed Mr. P. N. Parikh or failing him Ms. Jigyasa Ved of M/s. Parikh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and sign at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on 22nd December, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman or any Director or the Company Secretary of the Company on or before 24th December, 2014 at the Registered Office/Corporate Office of the Company. The aforesaid results alongwith the Scrutinizer's Report would be intimated to the Stock Exchanges where the shares of the Company are listed and would also be placed on the Company's website viz. www.mywestside.com.

RESOLUTIONS:

1. Appointment of Mr. Philip N. Auld as the Managing Director of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 appointment and the terms of remuneration of Mr. Philip N. Auld as the 'Managing Director' of the Company with effect from 4th November, 2014 for a period of 3 years i.e. from 4th November, 2014 to 3rd November, 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 take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) thereof, for the time being in force), such other laws as may be applicable and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall 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) for making one or more offer(s) or invitation(s) on a private placement basis to subscribe to Non-Convertible Debentures ("NCDs") in one or more series/tranches, during a period of one year from the date of passing this resolution, upto an amount not exceeding Rs. 300 crores, on such terms and conditions as the Board may, from time to time,

determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

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."

3. Creation of Charge on movable and immovable properties of the Company, both present and future, in respect of borrowings

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall 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) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments (hereinafter collectively referred to as "Lenders") to secure loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not exceed Rs.600 crores.

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."

Mumbai, 19th November, 2014

By Order of the Board of Directors

Registered Office :

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

Corporate Identification Number (CIN) : L24240MH1952PLC008951

website: www.mywestside.com **e-mail :** investor.relations@trent-tata.com **Tel :** 022-6700 8064

M. M. Surti

Company Secretary

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 3 above and details of Mr. Auld as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 7th November, 2014.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching the physical Form.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.mywestside.com. Alternatively, members may also request for a hard copy of the Postal Ballot form by writing to e-mail ID investor.relations@trent-tata.com. Please quote your folio no./ DP ID Client ID no. in all correspondences to the Company.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

Item No. 1

Mr. Philip N. Auld had been appointed as the Chief Executive Officer and 'Manager' of the Company since May 2011. At the 62nd Annual General Meeting of the Company held on 14th August, 2014, Mr. Auld was re-appointed as the '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.

Mr. 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 Board of Directors at its Meeting held on 4th November, 2014, appointed Mr. Auld as an Additional Director of the Company with effect from 4th November, 2014, pursuant to the provisions of Section 161(1) of the Act, the Rules framed thereunder and the Articles

of Association of the Company. At the said meeting, the Board has also appointed Mr. Auld as the Managing Director of the Company for a period of three years with effect from 4th November, 2014 pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V to the Act and the Rules made thereunder on the terms and conditions as hereinafter indicated.

Upon such appointment as the Managing Director of the Company, the agreement with Mr. Auld as the Manager of the Company was mutually terminated and Mr. Auld ceased to be the Manager of the Company.

The appointment of Mr. Auld as the Managing Director 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 proposed maximum remuneration payable to Mr. Auld as the Managing Director of the Company remains the same as was earlier applicable to him as a Manager of the Company.

The main terms and conditions relating to the appointment and remuneration of Mr. Auld as the Managing Director are as follows:

A. Tenure of Agreement:

The appointment of the Managing Director is for a period of 3 years i.e. from 4th November, 2014 to 3rd November, 2017.

B. Nature of Duties:

- i) The Managing Director 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 Managing Director shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii) The Managing Director 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 for a period of 3 years i.e. from 4th November, 2014 to 3rd November, 2017

- i) Salary:
Salary of Rs.2 lakhs per month.
- ii) Benefits, Perquisites & Allowances:
Details of Benefits, Perquisites and Allowances are as follows:
 - (a) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.
 - (b) Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium).
 - (c) Car facility as per Rules of the Company.
 - (d) Telecommunication and other communication facility as per Rules of the Company.
 - (e) To and fro passage for self and family to home country.
 - (f) Annual Club Membership, entertainment and fitness and health club.
 - (g) Personal Accident Insurance coverage as per policy.
 - (h) Other perquisites and allowances subject to a maximum of Rs.23 lakhs per month.
 - (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.
- iii) Performance Linked Bonus:
In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Auld may be paid such remuneration by way of annual performance linked bonus subject to a maximum of 62% of compensation paid by the Company. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the Nomination and Remuneration Committee) are:
 - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
 - Industry benchmarks of remuneration,
 - Performance of the individual.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Auld, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites & Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act or any modification(s) thereto.

D. Other terms of Appointment:

- i) The Managing Director 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 Managing Director 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 Managing Director, 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 Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Managing Director 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 Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
 - (c) In the event the Board of Directors expresses its loss of confidence in the Managing Director.
- v) In the event the Managing Director 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 Managing Director's employment:
 - a) he shall immediately cease to hold offices held by him in subsidiaries and associated companies without claim for compensation for loss of office; and return vacant possession of the Company's 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 Managing Director, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Managing Director 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.
- ix) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Auld will cease to be the Managing Director, and also cease to be a Director. If at any time, Mr. Auld ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, Mr. Auld ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V to the Act and Article 173 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. Auld as the Managing Director as specified above are now being placed before the Members for their approval.

The special resolution at Item No. 1 is recommended by the Board of Directors for approval by the Members.

Mr. Auld is deemed to be interested in Resolution at Item No.1. Other than Mr. Auld, none of the other Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

- 1) Nature of Industry:
The Company operates 82 Westside Stores, a private label fashion apparel format across the Country. The Company also operates 10 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 (Rs. in Crores)	For the year ended 31.03.2013 (Rs. in Crores)
Gross Revenue	1319.21	996.19
Earnings before interest, depreciation and tax	100.90	105.27
Profit after Tax	54.24	62.26
Profit as computed u/s 309(5) read with Section 198 of the Act	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 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.

Mr. Auld's career has various achievements-accelerating growth in varied businesses across multiple formats, enhancing customer experiences through improved product offerings & merchandising practices, improving product margins through efficient operations & stock management and engaging people through meaningful management interventions.

Mr. Auld has managed large businesses, has led multi-functional international teams and has acquired insights that drive customer satisfaction across multiple product lines.

Mr. Auld has experience in managing front-end store operations as well as handling large networks of warehouses at the back end and has rich insights on the numerous interfaces that define the retail value chain:

2) Past remuneration:

Mr. Auld's total remuneration during the financial year 2013-14 was Rs.4.72 crores as authorized by the shareholders and approved by the Central Government.

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 well suited for the position of Managing Director of the Company.

5) Remuneration proposed:

Please refer page no. 3 of this Notice.

The proposed maximum remuneration payable to Mr. Auld as the Managing Director of the Company remains the same as was earlier applicable to him as a Manager of the Company.

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 4th November, 2014 for a period of 3 years i.e. 4th November, 2014 to 3rd November, 2017 may therefore be beyond 5% of the net profit of the Company calculated as per Section 197(8) of the Act.

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 and Landmark).

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.

Item No. 2

Section 42 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, governs private placement of securities by a company.

Sub rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-Convertible Debentures ("NCDs") on a private placement basis, the company shall obtain the previous approval of its shareholders by means of a special resolution. The resolution would be valid for a period of one year for all the offers or invitations for such NCDs during the year.

In order to facilitate redemption of existing NCDs (amounting to Rs.150 crores of principal and around Rs.76 crores of redemption premium) and finance general corporate purposes including purchase of certain store properties, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on a private placement basis.

The issue price shall be based around the prevailing market pricing of similar rated securities issued by other companies.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time during a period of one year from the date of passing the resolution.

The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the aggregate of the paid-up share capital and free reserves of the Company.

The special resolution at Item No. 2 is recommended by the Board of Directors for approval by the Members.
None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.2 of the Notice.

Item No. 3

Pursuant to the provisions of Section 180(1)(a) of the Act, the consent of the shareholders by way of special resolution is required for creating any charge, mortgage and hypothecation on the movable and immovable properties of the Company.

It is therefore proposed to pass a special resolution under Section 180(1)(a) of the Act to enable the Board of Directors of the Company to create any charge, mortgage and hypothecation on the movable and immovable properties of the Company, both present and future, in favour of the lenders/trustees for the holder of debentures/bonds, to secure the repayment of the moneys borrowed or to be borrowed by the Company, as and when required.

The special resolution at Item No. 3 is recommended by the Board of Directors for approval by the Members.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

Mumbai, 19th November, 2014

By Order of the Board of Directors

Registered Office :

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

Corporate Identification Number (CIN) : L24240MH1952PLC008951

website: www.mywestside.com **e-mail :** investor.relations@trent-tata.com **Tel :** 022-6700 8064

M. M. Surti

Company Secretary

Details of Managing Director seeking appointment through Postal Ballot which includes e-voting

Particulars	Mr. Philip N. Auld
Date of Birth	2 nd September, 1956
Date of appointment as Managing Director	4 th November, 2014
Expertise in specific functional area	Mr. Auld has held the position of Chief Executive Officer and 'Manager' of the Company since May 2011. He 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. His career has various achievements-accelerating growth in varied businesses across multiple formats, enhancing customer experiences through improved product offerings & merchandising practices, improving product margins through efficient operations & stock management and engaging people through meaningful management interventions. He has managed large businesses, has led multi-functional international teams and has acquired insights that drive customer satisfaction across multiple product lines. He has experience in managing front-end store operations as well as handling large networks of warehouses at the back end and has rich insights on the numerous interfaces that define the retail value chain.
Directorships held in other companies (excluding foreign companies)	Landmark Etail Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Landmark Etail Limited Audit Committee (Member)
Number of shares held in the Company	Nil



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POSTAL BALLOT FORM

11/14

- 1. Name & Registered Address :
of the Sole / first named member
- 2. Name(s) of the joint holder (s), if any :
- 3. Registered Folio Number / DP ID No./ Client ID No.* :
* (Applicable to members holding Shares in dematerialised form)
- 4. Number of Share(s) held :
- 5. E-voting Event Number (EVEN) :
- 6. User ID :
- 7. Password :
- 8. I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot which includes e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description of Resolution	No. of Shares	FOR	AGAINST
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Appointment of Mr. Philip N. Auld as the Managing Director of the Company			
2.	Offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis			
3.	Creation of Charge on movable and immovable properties of the Company, both present and future, in respect of borrowings			

Place :
Date :

Signature of the Member

Please read the instructions printed overleaf carefully before exercising your vote (P.T.O.)

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) 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.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
- d) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 7th November 2014.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Please complete the Ballot Form in all respects and send it duly signed to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Company.
- b) The Ballot Form should be signed by the Member as per specimen signature registered with the Company/ Depositories. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Ballot mentioning the registration No. of the POA registered with the Company or enclosing an attested copy of POA. The exercise of vote by Ballot is not permitted through proxy.
- c) In case of shares held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Ballot Form.
- d) Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
- e) Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 p.m. IST) on 22nd December, 2014. Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Ballot Forms well before 22nd December, 2014 providing sufficient time for postal transit.
- f) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Ballot form or any other related matter shall be final.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Mr. M. M. Surti, Company Secretary, Trent Limited, Bombay House, 24, Homi Mody Street, Mumbai- 400001 or to the e-mail ID investor.relations@trent-tata.com. Please mention your Folio/DP ID and Client ID. Duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. e) above.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case a Member receives the Postal Ballot Form by E-mail (for members whose e-mail addresses are registered):
 - 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 of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. 3A (ii) to (xii) above, to cast your vote.
- (C) The e-voting period commences on 23rd November, 2014 (9.00 a.m. IST) and ends on 22nd December, 2014 (5.30 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 7th November, 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.