

# TRENT LIMITED

11<sup>th</sup> June 2025

To Listing Department The National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051 Symbol: TRENT	To Corporate Relations Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 Scrip Code: 500251
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Dear Sir / Madam,

## **Sub: Notice of Seventy Third Annual General Meeting**

Pursuant to Regulation 30 read with Schedule III Part A Para A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Seventy Third Annual General Meeting of the Company which is being dispatched to the shareholders of the Company.

As communicated earlier, the Annual General Meeting is scheduled to be held on Thursday, 3<sup>rd</sup> July 2025 at 3.30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means.

The Notice of the Annual General Meeting is also available on the Company's website at [www.trentlimited.com](http://www.trentlimited.com).

Thanking you,  
**For Trent Limited**

**Krupa Anandpara**  
**Company Secretary**  
**Membership No.: A16536**

Encl: as above

Cc:  
MUFG Intime India Private Limited  
National Securities Depository Limited  
Central Depository Services (India) Limited

## Notice

NOTICE is hereby given that the SEVENTY-THIRD ANNUAL GENERAL MEETING of TRENT LIMITED will be held through Video Conferencing / Other Audio-Visual Means on Thursday, 3<sup>rd</sup> July 2025 at 3.30 p.m. (IST) to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025, together with the Report of the Auditors thereon.
3. To declare a dividend of ₹ 5/- per Equity Share of face value of ₹ 1/- each for the Financial Year ended 31<sup>st</sup> March 2025.
4. To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation, and being eligible, offers himself for re-appointment.

### Special Business

5. **Re-appointment of Mr. Jayesh Merchant (DIN: 00555052) as an Independent 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17 and all other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI Listing Regulations’), (including any statutory modifications or re-enactments(s) thereof for the time being in force), Mr. Jayesh Merchant (DIN: 00555052), who was appointed as an Independent Director at the Sixty-Ninth Annual General Meeting of the Company for a term upto 6<sup>th</sup> August 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation

16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, for a second term commencing from 7<sup>th</sup> August 2025 upto 6<sup>th</sup> August 2030, not liable to retire by rotation.”

6. **Appointment of Secretarial Auditors of the Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, M/s. Parikh & Associates, a firm of Practicing Company Secretaries, (Firm Registration No. P1988MH009800) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five years commencing from 1<sup>st</sup> April 2025 upto 31<sup>st</sup> March 2030 at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to this Resolution and for matters connected therewith or incidental thereto.”

7. **Material Related Party Transaction(s) between the Company and Trent Hypermarket Private Limited, a Joint Venture Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions of the Companies



Act, 2013, if any, read with relevant Rules, as amended from time to time, in accordance with the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board, consent of the Members 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 be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s) / arrangement(s) / agreement(s) / transaction(s) and/or enter into / proposed to be entered into contract(s) / arrangement(s) / agreement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Trent Hypermarket Private Limited ('THPL'), Related Party of the Company, on such terms and conditions as may be mutually agreed between the Company and THPL, for an aggregate value not exceeding ₹ 2,000 Crore during the Financial Year 2025-26, subject to such contract(s) / arrangement(s) / agreement(s) / transaction(s) being carried out in the ordinary course of business and at an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from relevant authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved and confirmed in all respects."

#### NOTES:

- i. Pursuant to General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with other relevant circulars including 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
- ii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts concerning the business under Item Nos. 5 to 7 set out above is annexed hereto. The details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India for Directors seeking re-appointment at the AGM, are annexed as Annexure I and form part of this Notice.
- iii. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map for the AGM are not annexed to this Notice.
- iv. Institutional Members are encouraged to attend and vote at this AGM through VC / OAVM. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM or to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [mitesh@mishah.com](mailto:mitesh@mishah.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

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- v. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vi. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first-come-first-served basis, as per the MCA Circulars. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. shall be allowed to attend the meeting without restriction.
- vii. In accordance with MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants ('DP'), unless any Member has requested a physical copy of the same. A letter providing the web-link, including the exact path, where the Integrated Annual Report 2024-25 shall be available is being sent to Members who have not registered their e-mail Ids with the Company. The Members who wish to have physical copy of the Integrated Annual Report can request for the same by writing an email at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) mentioning their Folio No. / DP ID and Client ID. Members may note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website at <https://trentlimited.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- viii. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- ix. **Record Date and Dividend:**
- The Company has fixed **Thursday, 12<sup>th</sup> June 2025** as the 'Record Date' for determining the entitlements of Members to dividend for the Financial Year ended 31<sup>st</sup> March 2025, if approved at the AGM.
- In case the dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, such dividend will be paid, subject to deduction of tax at source, as applicable, **on or after Monday, 7<sup>th</sup> July 2025** as under:
- a) To all Beneficial Owners in respect of shares held in dematerialized form as per details furnished by the depositories for this purpose, as of the close of business hours on **Thursday, 12<sup>th</sup> June 2025**.
- b) To all Members in respect of shares held in physical form after giving effect to valid requests for transmission / transposition lodged with the Company, as of the close of business hours on **Thursday, 12<sup>th</sup> June 2025**.
- x. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Shareholders and the Company is required to deduct tax at source ('TDS') from dividend paid to Shareholders at the prescribed rates mentioned in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company and / or Registrars and Share Transfer Agents of the Company, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) by sending documents through e-mail by Thursday, 5<sup>th</sup> June 2025. For detailed process, please click here: [Communication on Tax Deduction on Dividend](#).
- xi. Updation of the mandate for receiving dividend directly in the bank account through the Electronic Clearing System or any other means in a timely manner:
- Shares held in physical form:** Members holding shares in physical form are requested to send the following details / documents to MUFG Intime India Private Limited ('MUFG Intime') at C-101, 1<sup>st</sup> Floor,



247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, latest by Thursday, 5<sup>th</sup> June 2025:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://trentlimited.com/pages/forms> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
  - i) Cancelled cheque in original;
  - ii) Bank attested legible copy of the first page of the bank passbook / bank statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as aadhaar card, driving license, election identity card or passport) in support of the address of the first holder as registered with the Company.

**Shares held in electronic form:** Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants latest by Thursday, 5<sup>th</sup> June 2025.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- xii. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities of listed entities can be processed only in dematerialized form. Further, pursuant to SEBI Circular dated 25<sup>th</sup> January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate,

endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available at <https://trentlimited.com/pages/forms>

- xiii. Shareholders who have not yet encashed their dividend warrant(s) for the Financial Year ended 31<sup>st</sup> March 2018 or any subsequent financial years, are requested to make their claim to MUFG Intime.

Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, shall be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividends remain unclaimed for seven consecutive years shall also be transferred to the IEPF Authority. In view of this, Members who have not claimed their dividends are requested to claim the same from the Company, within the stipulated timeline. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For further details, please refer to the Corporate Governance Report which is a part of the Integrated Annual Report. The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. 12<sup>th</sup> June 2024 on the website of the Company.

- xiv. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participants only. Members holding shares in physical form are requested to intimate such changes to MUFG Intime.
- xv. SEBI has mandated furnishing of PAN and KYC details (i.e. postal address with pin code, mobile number, bank account details) by all Shareholders holding shares in physical form. The investor service requests forms for updating said details viz., Forms ISR-1 and ISR-2 is available on our website at <https://trentlimited.com/pages/forms>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In view of the above, we urge the Shareholders to submit the Investor Service

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Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN and KYC details are requested to contact their respective Depository Participants.

xvi. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login> and the same can also be accessed through the Company's website <https://trentlimited.com/pages/circular-and-updates>.

xvii. Updation of Members' Details:

The format of the Register of Members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is available on our website at <https://trentlimited.com/pages/forms>. Members holding shares in physical form are requested to submit the filled in form to MUFG Intime in physical mode, as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

xviii. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to MUFG Intime, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

xix. The relevant documents referred to in the Notice are available for inspection and the Members who wish to inspect the same can send an e-mail to [investor\\_relations@trent-tata.com](mailto:investor_relations@trent-tata.com) up to the date of this Meeting.

xx. During the 73<sup>rd</sup> AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register

of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, by sending an e-mail to [investor\\_relations@trent-tata.com](mailto:investor_relations@trent-tata.com)

xxi. Process for registering e-mail addresses to receive this Notice and Integrated Annual Report electronically and cast votes electronically:

I. Registration of e-mail addresses with MUFG Intime:

The Company has made special arrangements with MUFG Intime for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) whose e-mail address are not registered in their account / folio and who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company / Depository Participants are required to provide the same to MUFG Intime on or before Thursday, 26<sup>th</sup> June 2025 (5:00 p.m. IST).

The process to be followed for registration of e-mail address is as follows:

- a) Visit the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)
- b) Select the name of the Company from dropdown: **Trent Limited**
- c) Enter the DP ID & Client ID / Physical Folio Number, name of the Member and PAN details. Members holding shares in physical form need to additionally enter one of the share certificate numbers.
- d) Enter Mobile No. and e-mail id and click on Continue button.
- e) System will send OTP on mobile no. and e-mail id.
- f) Upload:
  - i) Self-attested copy of PAN card &



- ii) Address proof viz Aadhaar Card, passport or front and back side of share certificate in the case of physical folio.
- g) Enter OTP received on mobile no. and e-mail id.
- h) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Integrated Annual Report for Financial Year 2024-25 along with the e-Voting user ID and password. In case of any queries, Members may write to [evoting@nsdl.com](mailto:evoting@nsdl.com)

II. Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) along with the following documents for procuring User ID and Password for e-Voting for the Resolutions set out in this Notice:

- a) In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
- b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in Annexure II at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

xxii. Permanent Registration of e-mail address with Company / Depository Participant:

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with MUFG Intime, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their Depository Participants / MUFG Intime to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail addresses in future.

xxiii. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the Resolutions set forth in this Notice. The facility of casting votes by a Member using the remote e-Voting system before the Meeting as well as remote e-Voting during the AGM, will be provided by NSDL.

xxiv. **The remote e-Voting period commences on Monday, 30<sup>th</sup> June 2025 (9.00 a.m. IST) to Wednesday, 2<sup>nd</sup> July 2025 (5.00 p.m. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Thursday, 26<sup>th</sup> June 2025 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, 26<sup>th</sup> June 2025.

xxv. Members will be provided with the facility for voting through electronic voting system during the VC / OAVM at the AGM and Members participating at the AGM, who have not already cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, will be eligible to exercise their right to

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vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

xxvi. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Any person holding shares in physical form and non-individual Shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he / she is already registered with NSDL for remote e-Voting then he / she can use his/ her existing User ID and password for casting the vote.

xxvii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in Annexure II under 'Login method for remote e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.'

xxviii. The Chairman shall, at the AGM allow voting by use of the remote e-Voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-Voting facility before the AGM. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

xxix. Mr. Mitesh Shah (Membership No. FCS 10070 CP 12891) of M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries, has been appointed as the

Scrutinizer to scrutinize the remote e-Voting before and during the AGM, in a fair and transparent manner.

xxx. The Scrutinizer shall, immediately after the conclusion of remote e-Voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and at the AGM) and make, not later than two working days of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

xxxi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://trentlimited.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared and the same shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

xxxii. Subject to the receipt of the requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to have been passed on the date of the AGM i.e., Thursday, 3<sup>rd</sup> July 2025.

xxxiii. Instructions for Members for remote e-Voting and joining the AGM through VC / OAVM are annexed as Annexure II and forms part of this Notice.

By Order of the Board of Directors

Krupa Anandpara  
Company Secretary  
Membership No: ACS 16536

Mumbai, 29<sup>th</sup> April 2025

**Registered Office:**

Bombay House, 24, Homi Mody Street,  
Mumbai – 400001 Tel: 022-67008090

E-mail Id – [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com);

Website – <https://trentlimited.com/>

Corporate Identity Number (CIN): L24240MH1952PLC008951



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

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 in the accompanying Notice dated 29<sup>th</sup> April 2025.

### Item No. 5

At the Sixty-Ninth Annual General Meeting of the Company held on 22<sup>nd</sup> July 2021, the Members had appointed Mr. Jayesh Merchant (DIN: 00555052) as an Independent Director of the Company for a term commencing from 7<sup>th</sup> August 2020 to 6<sup>th</sup> August 2025.

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, considered and approved re-appointment of Mr. Jayesh Merchant as an Independent Director of the Company, not being liable to retire by rotation, for the second term commencing from 7<sup>th</sup> August 2025 to 6<sup>th</sup> August 2030 (both days inclusive), subject to approval of the Members at the ensuing Annual General Meeting.

Mr. Jayesh Merchant is a Member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI). He is Bachelor of Commerce and Bachelor of Law from Mumbai University.

Mr. Merchant has held several leadership positions in various reputed companies such as Asian Paints Limited, UTV Software Communications, ION Exchange India Limited and Castrol India Limited. He last held the position as CFO and Company Secretary, President – Industrial JVs of Asian Paints.

Mr. Merchant is a Non-Executive/ Independent Director of Tata Investment Corporation Limited and Voltas Limited (listed entities), Kotak Mahindra Trustee Company Limited, Lenskart Solutions Private Limited and Nexus Select Mall Management Private Limited (unlisted entities).

The profile and specific areas of expertise of Mr. Merchant and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure I to this Notice.

The Company has received a notice in writing from a Member of the Company in terms of Section 160(1) of the Act

proposing his candidature for the office of a Director of the Company. Mr. Merchant has consented to act as a Director of the Company.

Further, in terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the SEBI Listing Regulations, Mr. Merchant is eligible to be re-appointed as an Independent Director of the Company and has given necessary declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Merchant has further provided a confirmation that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Merchant fulfils all the applicable criteria prescribed in the Act, Rules framed under the Act and the SEBI Listing Regulations for re-appointment as an Independent Director. The terms and conditions of re-appointment of Mr. Merchant are available for inspection by the Members, by writing an e-mail to the Company at [investor\\_relations@trent-tata.com](mailto:investor_relations@trent-tata.com).

Mr. Merchant does not hold whole-time position in any company and devotes sufficient time on the Company's affairs. The Nomination and Remuneration Committee and Board consider that Mr. Merchant's extensive financial and business expertise, leadership experience, diverse knowledge and skills will continue to be of immense benefit to the Company.

Mr. Merchant would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a Member. In addition, he would be entitled to the commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, Members' approval is being sought for re-appointment of Mr. Merchant as an Independent Director of the Company for the second term commencing from 7<sup>th</sup> August 2025 to 6<sup>th</sup> August 2030 (both days inclusive).

Except Mr. Merchant and / or his relatives, no other Director, or Key Managerial Personnel and / or their relatives are in any

## Notice

way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 5 of the Notice. Mr. Merchant does not hold any shares in the Company.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

### Item No. 6

In terms of amended Regulation 24A of the SEBI Listing Regulations, 2015 notified vide SEBI notification dated 12<sup>th</sup> December 2024, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s. Parikh and Associates, a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from 1<sup>st</sup> April 2025 up to 31<sup>st</sup> March 2030 subject to approval of Members at the ensuing Annual General Meeting.

Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India ('ICSI'). Parikh & Associates has a team of 35 members including 10 partners and focuses on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. Further, they are not disqualified from being appointed as Secretarial Auditors and they have no conflict of interest.

The proposed remuneration to be paid to M/s. Parikh and Associates for the Financial Year ending 31<sup>st</sup> March 2026, is ₹ 2,25,000/- plus applicable taxes and out-of pocket expenses. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial

Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations.

The Board of Directors, in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the Resolution as set out at Item No. 6 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

### Item No. 7

In terms of Regulation 23 of the SEBI Listing Regulations, any transaction(s) with the Related Party, to be entered into individually or taken together with the previous transactions during any Financial Year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements, whichever is lower ('Material Related Party Transactions'), require prior approval of the Members.

Trent Hypermarket Private Limited ('THPL'), a 50:50 Joint Venture between the Company and Tesco Plc, UK operates the retail business (under the Star Banner in India). As per provisions of the Act and the SEBI Listing Regulations, THPL is a Related Party of the Company. The Company, in the regular course of business, enters into various business transactions with THPL, as described in the table below. The said transactions between the two companies bring synergies, generation of revenue and business for both the companies.



Details of the proposed Related Party Transactions ('RPTs') between the Company and THPL, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 specifying the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" ('Standards') and applicable provisions of the Act, are as follows:

SN	Description	Details		
<b>A.</b>	<b>Details of the related party and transactions with the related party</b>			
<b>A(1).</b>	<b>Basic details of the related party</b>			
1.	Name of the related party	Trent Hypermarket Private Limited ('THPL')		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	THPL portfolio comprises hypermarket and supermarket stores focusing on categories like food and groceries, home care, apparel, home décor, health and beauty products.		
<b>A (2).</b>	<b>Relationship and ownership of the related party</b>			
4.	Relationship between the listed entity and the related party.	THPL is a joint venture Company of Trent Limited and consequently, a related party of the Company.		
5.	Shareholding of the listed entity, whether direct or indirect, in the related party.	Trent Limited holds 50% equity shareholding in THPL.		
6.	Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil		
<b>A(3).</b>	<b>Financial performance of the related party (THPL)</b>			
	<b>Particulars</b>	<b>Amount (₹Crore) FY2024-25</b>	<b>Amount (₹Crore) FY2023-24</b>	<b>Amount (₹Crore) FY2022-23</b>
7.	Standalone turnover of the related party for each of the last three financial years	2,690.65	2,146.50	1,776.69
8.	Standalone net worth of the related party for each of the last three financial years	638.92	655.36	535.46
9.	Standalone net profits / (loss) of the related party for each of the last three financial years	(70.92)	(2.73)	(96.25)
<b>A (4).</b>	<b>Details of previous transactions with the related party (THPL)</b>			
10.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last three financial years.			
	<b>Category</b>	<b>Amount (₹Crore) FY2024-25</b>	<b>Amount (₹Crore) FY2023-24</b>	<b>Amount (₹Crore) FY2022-23</b>
	Total amount of related party transactions undertaken by the Company with THPL	1133.55	912.37	655.84
11.	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	Around ₹ 66 Crore		
12.	Whether prior approval of the Audit Committee has been taken for the abovementioned transactions?	Yes		
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last three financial years.	No		

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SN	Description	Details
<b>A(5).</b>	<b>Amount of the proposed transactions (All types of transactions taken together)</b>	
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	₹ 2,000 Crore
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year	11.67%
17.	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	Not applicable
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	74.33%* *Calculated on Revenue from operations for FY 25, which excludes the value of merchandise sold by Trent to THPL and includes only Retail Business Arrangement Fee income on the said sale in accordance with Ind AS 115.  The value of proposed transactions as a percentage of THPL's annual standalone turnover for FY 25 including the value of merchandise sold by Trent to THPL is 56.23%.
<b>B.</b>	<b>Details for specific transactions</b>	
<b>B (1).</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction	(i) Sale of goods (ii) Retail business arrangement fees (iii) Rent, common area maintenance, facility charges, related expense, reimbursements, etc. (iv) Asset sale or purchase (v) Rendering and availing of various services
2.	Details of the proposed transaction (FY 2025-26)	
	<b>Category</b>	<b>Amount</b>
	Transactions as mentioned above in point 1	₹ 2,000 Crore
3.	Tenure of the proposed transaction	12 months
4.	Indicative date / timeline for undertaking the transaction	FY 2025-26
5.	Whether omnibus approval is being sought?	Yes
6.	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of ₹2,000 Crore in respect of the proposed transactions for FY 2025-26. The details of the transactions are provided above in point 1.
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes



SN	Description	Details
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>The Company has a retail business arrangement with THPL wherein the Zudio merchandise are sold through THPL stores and RBA (Retail Business Associate) fees are paid to THPL, towards said sales.</p> <p>In addition, there are a few more business transactions between the Company and THPL involving reimbursement of store related capex, rent recoveries, related operating expenses, etc.</p> <p>The proposed transactions with THPL are of an ongoing arrangement entered into with a view to realize business synergies, cost efficiencies, operational advantage, by aggregating spending as well leveraging existing contracts / relationships with service providers/ vendors which are of the common interest and beneficial to the companies.</p>
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Noel N. Tata – Chairman of the Company is the Chairman of THPL</p> <p>Mr. Venkatesalu Palaniswamy – Managing Director and Mr. Neeraj Basur – Chief Financial Officer of the Company are also Directors of THPL.</p> <p>NIL</p>
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>a. Name of the director / KMP/ partner</p> <p>b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	None
11.	A copy of the valuation or other external party report, if any.	The proposed transactions have been evaluated by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirms that the proposed transactions are on arm's length basis. The report is available for inspection by the Members of the Company. Members may follow the process for inspection of documents as mentioned in the 'Notes' section forming part of this Notice.
12.	Other information relevant for decision making.	-
<b>B (2).</b>	<b>Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>	
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	The strategic partnership between the Company and THPL, and ongoing nature of these arrangements between the companies, since past several years, demonstrates existence of inherent synergies and provides operational and commercial advantage to the Company.
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	The proposed transactions have been subject to independent arms-length pricing evaluation study done by a reputed external consulting firm. Also, this arrangement being uniquely structured by and between the Company and THPL, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison.
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this arrangement being uniquely structured by and between the Company and THPL, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. The Committee also took on record the independent arms-length pricing evaluation study done by a reputed external consulting firm and based on the same noted that these RPTs between the Company and THPL for FY 2025-26 are beneficial to the Company and shareholders.
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	

**Point no. B (3) to B (8) of table forming part of Clause 4 of the Standards are not applicable.**

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The Audit Committee reviewed the material RPTs at its meeting held on 29<sup>th</sup> April 2025 and noted that the relevant disclosures for decision-making on the proposal were placed before the Committee and that the promoter(s) do not benefit from the RPT at the expense of public shareholders. The Committee also reviewed and took note of the certificate from the Managing Director and the Chief Financial Officer of the Company confirming that the RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavourable to the Company, compared to terms and conditions, had the Company entered into similar transaction(s) with an unrelated party.

Apart from the Director and Key Managerial Personnel mentioned in the table above and / or their relatives, no other Directors or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Resolution as set out in Item No. 7 of the accompanying Notice for approval by the Members as an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Resolution at Item No. 7 in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

By Order of the Board of Directors

Krupa Anandpara  
Company Secretary  
Membership No: ACS 16536

Mumbai, 29<sup>th</sup> April 2025

**Registered Office:**

Bombay House, 24, Homi Mody Street,

Mumbai – 400001 Tel: 022-67008090

E-mail Id – [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com);

Website – <https://trentlimited.com/>

Corporate Identity Number (CIN): L24240MH1952PLC008951

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

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India

<b>Particulars</b>	<b>Mr. Harish Bhat</b>	<b>Mr. Jayesh Merchant</b>
Director Identification No. (DIN)	00478198	00555052
Age	62 years	67 years
Date of first Appointment	1 <sup>st</sup> April 2014	7 <sup>th</sup> August 2020
Qualifications	Alumnus of BITS Pilani and IIM Ahmedabad	Member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Company Secretaries of India (ICSI). He is Bachelor of Commerce and Bachelor of Law from Mumbai University.
Expertise in specific functional area	Mr. Bhat was the Brand Custodian at Tata Sons. He joined the Tata Group in 1987, as an officer in the Tata Administrative Service (TAS). During his career with the Tata Group, he has held several senior leadership roles. These include stints as Managing Director of Tata Global Beverages Ltd., Chief Operating Officer of the Watches and Jewellery Businesses of Titan Company Ltd., and the Telecom business of the Group.	Mr. Merchant has held several leadership positions in various reputed companies such as Asian Paints Limited, UTV Software Communications, ION Exchange India Limited and Castrol India Limited. He last held the position as CFO and Company Secretary, President – Industrial JVs of Asian Paints Limited.
Directorships held in other body corporate as on 31 <sup>st</sup> March 2025 (listed and unlisted)	<ul style="list-style-type: none"> <li>• Tata Starbucks Private Limited</li> <li>• Infiniti Retail Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• Tata Investment Corporation Limited</li> <li>• Voltas Limited</li> <li>• Kotak Mahindra Trustee Company Limited</li> <li>• Lenskart Solutions Private Limited</li> <li>• Nexus Select Mall Management Private Limited</li> </ul>
Membership / Chairmanships of committees of other companies as on 31 <sup>st</sup> March 2025	<ul style="list-style-type: none"> <li>• Infiniti Retail Limited <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Chairman)</li> <li>- Stores Committee (Chairman)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- IRL Issue Committee (Member)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Tata Investment Corporation Limited <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Asset Liability and Risk Management Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Property Committee (Member)</li> </ul> </li> <li>• Kotak Mahindra Trustee Company Limited <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- Risk Management Committee (Member)</li> </ul> </li> </ul>

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Particulars	Mr. Harish Bhat	Mr. Jayesh Merchant
		<ul style="list-style-type: none"> <li>• Lenskart Solutions Private Limited               <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Risk Management Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- IPO Committee (Member)</li> </ul> </li> <li>• Nexus Select Mall Management Private Limited               <ul style="list-style-type: none"> <li>- Risk Management Committee (Chairman)</li> <li>- Audit Committee (Member)</li> </ul> </li> <li>• Voltas Limited               <ul style="list-style-type: none"> <li>- Risk Management Committee (Chairman)</li> <li>- Audit Committee (Chairman)</li> </ul> </li> </ul>
Listed entities from which the person has resigned in the past three years	None	None
Relationship with other Directors and Key Managerial Personnel	None	None
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	His skills and capabilities extend across Finance, Management, Governance, Audit, Legal
Number of shares held in the Company	NIL	NIL

For other details such as number of meetings attended during the year and remuneration drawn by the Director, please refer to the Corporate Governance Report in the Integrated Annual Report.






**Annexure II****A. VOTING THROUGH ELECTRONIC MEANS****Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI Circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in <b>demat mode with NSDL.</b>	<ol style="list-style-type: none"> <li data-bbox="563 693 1479 923">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="563 923 1479 1171">2. Existing <b>IdeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IdeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="563 1171 1479 1266">3. If you are not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IdeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="563 1266 1479 1536">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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Type of Shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>    </p> </div>
Individual Shareholders holding securities in <b>demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. In order to login to Easi /Easiest users are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and will also be able to directly access the system of all e-Voting service providers.</li> </ol>
Individual Shareholders (holding securities in <b>demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period for joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IdeAS, you can log-in at <https://eservices.nsd.com/> with your existing IdeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 133682 then user ID is 133682001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

# Notice

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/ Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## B. INSTRUCTIONS FOR E-VOTING ON THE DAY OF AGM ARE AS UNDER:

### Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

#### How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.



### C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC / OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/ folio number and mobile number to reach the Company’s e-mail address at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) on or before Sunday, 29<sup>th</sup> June 2025. Such questions by the Members shall be suitably replied to by the Company.
4. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) from Friday, 27<sup>th</sup> June 2025 (9:00 a.m. IST) to Sunday, 29<sup>th</sup> June 2025 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members who need assistance before or during the AGM, can contact NSDL/ Ms. Pallavi Mhatre, Senior Manager – NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com)/ 022 – 4886 7000.

#### General Guidelines for Shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).