



27<sup>th</sup> April 2026

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,

**Subject: Notice of Postal Ballot**

In continuation of our earlier intimation dated 22<sup>nd</sup> April 2026 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 22<sup>nd</sup> April 2026 (**Notice**) together with the Explanatory Statement thereto, seeking approval of the Members of the Company on the resolutions specified therein, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners as received from the National Securities Depositories Limited and Central Depository Services (India) Limited and whose email ids are registered with the Company/Depository Participants, as on **Friday, 17<sup>th</sup> April 2026 (cut-off date)**. The Notice is also being uploaded on the Company's website at <https://trentlimited.com/pages/postal-ballot>, BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of NSDL at <https://www.evoting.nsdl.com>.

The Company has engaged National Securities Depository Limited for facilitating remote e-voting to enable the Members to cast their votes electronically. The period for **remote e-voting** on the resolutions set out in the Notice shall commence on **Tuesday, 28<sup>th</sup> April 2026 at 9:00 A.M. (IST)** and end on **Wednesday, 27<sup>th</sup> May 2026 at 5:00 P.M. (IST)**.



This is for your information and records.

Thanking you,  
Yours faithfully,  
**For Trent Limited**

**Krupa Anandpara**  
**Company Secretary**  
**Membership No.: 16536**

cc:  
National Securities Depository Limited  
Central Depository Services (India) Limited  
MUG Intime India Private Limited

**REGISTERED OFFICE :** BOMBAY HOUSE 24 HOMI MODY STREET MUMBAI 400 001 TEL 91 22 6665 8282 FAX 91 22 2204 2081

**CORPORATE OFFICE :** TRENT HOUSE G-BLOCK PLOT NO C-60 BESIDE CITI BANK BANDRA-KURLA COMPLEX BANDRA (EAST)  
MUMBAI 400 051 TEL 91 22 6700 9000 FAX 91 22 6700 8100

Email: westside@trent-tata.com Website: www.trentlimited.com CIN: L24240MH1952PLC008951

**A TATA Enterprise**



**Corporate Identity No.: L24240MH1952PLC008951**

**Registered Office:** Bombay House, 24, Homi Mody Street, Mumbai – 400001

**Tel:** (91-22)6700 9000 / 8090 | **E-mail:** [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) | **Website:** [www.trentlimited.com](http://www.trentlimited.com)

## POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]**

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 28 <sup>th</sup> April 2026, at 9:00 A.M. (IST)	Wednesday, 27 <sup>th</sup> May 2026, at 5:00 P.M. (IST)

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ('MCA') *inter alia* including General Circular No. 03/2025 on 22<sup>nd</sup> September 2025, issued by MCA ('MCA Circulars') from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, the following special businesses are proposed to be passed by the Members of Trent Limited ('Company'), by way of Postal Ballot, through voting only by electronic means ('remote e-Voting').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUG Intime India Private Limited, Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Wednesday, 27<sup>th</sup> May 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Notice is also available on the website of the Company at <https://trentlimited.com/pages/postal-ballot>, BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Special Businesses:****1. Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of other laws, rules, regulations and guidelines and the Articles of Association of Trent Limited ('Company'), the consent of the Members of the Company be and is hereby accorded for re-classification of the Authorized Share Capital of the Company from ₹ 85,55,00,000/- (Rupees Eighty Five Crore Fifty Five Lakh Only) divided into 47,25,00,000 Equity Shares of ₹ 1/- each, 30,00,000 Unclassified Shares of ₹ 10/- each, 16,30,000 Preference Shares of ₹ 100/- each, 70,000 Redeemable Preference Shares of ₹ 1,000/- each and 1,20,00,000 Cumulative Convertible Preference Shares of ₹ 10/- each **TO** ₹ 85,55,00,000/- (Rupees Eighty Five Crore Fifty Five Lakh Only) divided into 85,55,00,000 Equity Shares of ₹ 1/- each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 or any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

- V. The Authorized Share Capital of the Company is ₹ 85,55,00,000/- (Rupees Eighty Five Crore Fifty Five Lakh Only) divided into 85,55,00,000 Equity Shares of ₹ 1/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory / statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

**2. Issuance of Bonus Shares**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Share Capital and Debentures) Rules, 2014 ('Rules'), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), the Foreign Exchange Management Act, 1999 ('FEMA') [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR Regulations, SEBI Listing Regulations and FEMA for the time being in force] and, any other applicable laws and regulations, rules and guidelines issued, from time to time, by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), subject to the provisions of the Memorandum and Articles of Association of Trent Limited ('Company'), and such permissions, sanctions and approvals as may be required in this regard; the consent of the Members of the Company be and is hereby accorded for capitalisation of a sum not exceeding ₹ 17.78 Crore standing to the credit of the securities premium account of the Company, as per the audited financial statements for the year ended 31<sup>st</sup> March 2026, as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board', which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this Resolution), for the purpose of issue and allotment of bonus shares of face value of ₹ 1/- (Rupee One Only) each, credited as fully paid-up equity shares to the holders of the existing fully paid-up equity shares of the Company, whose names appear in the Register of Members on Friday, 29<sup>th</sup> May 2026 ('Record Date'), in the proportion of one (1) equity share as bonus share for every two (2) existing fully paid-up equity shares held by the Members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares to be allotted pursuant to this Resolution shall at all times be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the bonus equity shares to be issued and allotted pursuant to this Resolution shall be allotted only in dematerialised form and shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s).

**RESOLVED FURTHER THAT** in respect of Members holding equity shares in physical form as on the Record Date, the Company shall credit the corresponding bonus equity shares to a separate demat suspense account until the same are credited by the Company to the respective beneficiary accounts of such Members, subject to the Act, SEBI Listing Regulations, SEBI ICDR Regulations or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard.

**RESOLVED FURTHER THAT** the issue and allotment of bonus equity shares to the extent that they relate to non-resident Indians (NRIs), foreign institutional investors (FIIs), persons of Indian origin (PIOs), overseas corporate bodies (OCBs) and other foreign investors shall be subject to the receipt of such approvals, permissions or sanctions, if any, from the Reserve Bank of India and/or any other regulatory authority, as may be required.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps for listing of the bonus equity shares on the recognised stock exchange(s) where the equity shares of the Company are presently listed, in accordance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** as a result of implementation of this Resolution, any Member(s) who becomes entitled to a fraction of new equity share(s) to be allotted as bonus share(s), the Company shall not issue any share or coupon in respect of such fractional share(s), however, the total number of such new equity share(s) representing such fractional entitlement of all the Members of the Company, shall be allotted by the Board to a nominee or nominee(s) or trustee or trustee(s) to be appointed by the Board, who shall hold such fractional share(s) as trustee(s) for the equity shareholders who shall have been entitled to such fractional share(s) in case the same were issued / allotted to them and such nominee(s) or trustee(s) will sell such share(s) allotted by the Company representing such fractional share(s), as soon as possible, at the prevailing market rate(s) and the net sale proceeds of such share(s) / fractional share(s), after adjusting the cost and the expenses in respect thereof, be distributed among such Member(s) who are entitled to such fractional share(s) in the proportion of their respective holdings and/or their respective fractional entitlement thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take all such steps as may be necessary and to determine all other terms and conditions of the issue of bonus shares including to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members of the Company.”

### 3. Adoption of ‘Trent Limited - Employee Stock Option Plan 2026’

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the relevant rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder (‘SBEB Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, ‘Applicable Laws’), the relevant provisions of the Memorandum and Articles of Association of Trent Limited (‘Company’) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this Resolution and Regulation 5 of the SBEB Regulations and the SEBI Listing Regulations), consent of the Members of the Company be and is hereby accorded for adoption of ‘Trent Limited – Employee Stock Option Plan 2026’ (‘ESOP 2026’ / ‘Plan’), the salient features of which are furnished in the explanatory statement to the Notice.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] employee stock options ('Options') under the ESOP 2026 to the eligible employees of the Company and/or group company(ies) including subsidiary company(ies) and/or associate company(ies), present or future, exclusively working in India or outside India (other than an employee who is a promoter or a member of the promoter group of the Company, an independent director and/or a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as determined in terms of the Plan, exercisable into not exceeding 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] equity shares of the face value of ₹ 1 (Rupee One only) each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of ESOP 2026.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the Options under the Plan shall be suitably adjusted for the number and price of Options, such that the total value to the Eligible Employees of the Options remains the same after such corporate action, and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and equitable adjustment to the benefits under the Plan. Further, the above ceiling of 8,88,700 [Eight Lakh Eighty-Eight Thousand Seven Hundred] equity shares shall stand increased automatically, to the extent of such additional equity shares issued, and such increase shall not require a separate or special resolution of shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing the equity shares to be allotted under the Plan on the recognised stock exchange(s) where the equity shares of the Company are presently listed in accordance with SBEB Regulations, SEBI Listing Regulations and other Applicable Laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, SEBI Listing Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to formulate, evolve, decide upon and implement the ESOP 2026 and determine the detailed terms and conditions of the aforementioned ESOP 2026 including but not limited to the quantum of Options to be granted per employee in each tranche, the vesting period, the vesting conditions, the exercise period, instances where such Options shall lapse and to grant such number of Options, to such employees and directors of the Company and its group company(ies), including subsidiary(ies) and associate company(ies), at such time and on such terms and conditions as set out in the ESOP 2026 and as the Board may in its absolute discretion think fit, subject to the Applicable Laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan at any time subject to compliance with Applicable Laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other Applicable Laws in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper, including for obtaining approvals, statutory, contractual or otherwise in relation to the above, to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Plan, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be required at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**4. Approve extending the benefits of 'Trent Limited – Employee Stock Option Plan 2026' to the employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder, Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the 'Applicable Laws'), the relevant provisions of the Memorandum and Articles of Association of Trent Limited ('Company') and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this Resolution and Regulation 5 of the SBEB Regulations and the Listing Regulations), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefit and coverage of 'Trent Limited – Employee Stock Option Plan 2026' ('ESOP 2026'/'Plan') (referred to in the Resolution under Item No. 3 of this Notice) to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies), present or future, exclusively working in India or outside India (other than an employee who is a promoter or a member of the promoter group of the Company, an independent director and/or a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and in such manner as may be fixed or determined by the Board in accordance with the provisions of the SBEB Regulations, Applicable Laws and the provisions of the ESOP 2026.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] employee stock options ('Options') under the ESOP 2026 to the eligible employees of the group company(ies) including subsidiary company(ies) and/or associate company(ies) of the Company, present or future, exclusively working in India or outside, (other than an employee who is a promoter or a member of the promoter group of the Company, an independent director of the Company and/or a director holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as determined in terms of the Plan, exercisable into not exceeding 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] equity shares of the face value of ₹ 1/- (Rupee One only) each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the Applicable Laws and the provisions of ESOP 2026.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division / undertaking or other re-organization, the Options under the Plan shall be suitably adjusted for the number and price of Options, such that total value to the Eligible Employees of the Options remains the same after such corporate action, and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and equitable adjustment to the benefits under the Plan. Further, the above ceiling of 8,88,700 [Eight Lakh Eighty-Eight Thousand Seven Hundred] equity shares shall stand increased automatically, to the extent of such additional equity shares issued, and such increase shall not require a separate or special resolution of shareholder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the Plan on the recognised stock exchange(s) where the equity shares of the Company are listed in accordance with SBEB Regulations, SEBI Listing Regulations and other Applicable Laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, SEBI Listing Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to formulate, evolve, decide upon and implement the ESOP 2026 and determine the detailed terms and conditions of the aforementioned ESOP 2026 including but not limited to the quantum

of Options to be granted per employee in each tranche, the vesting period, the vesting conditions, the exercise period, instances where such Options shall lapse and to grant such number of Options, to such employees and directors of group company(ies) of the Company, including subsidiary(ies) and associate company(ies), at such time and on such terms and conditions as set out in the ESOP 2026 and as the Board may in its absolute discretion think fit, subject to the Applicable Laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan at any time subject to compliance with Applicable Laws and regulations and further subject to consent of the Members by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other Applicable Laws in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper, including for obtaining approvals, statutory, contractual or otherwise in relation to the above, to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Plan, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be required at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By order of the Board of Directors

Krupa Anandpara  
Company Secretary  
Membership No. A16536

Place: Mumbai  
Date: 22<sup>nd</sup> April 2026

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), setting out all material facts relating to the Resolutions contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Wednesday, 27<sup>th</sup> May 2026. Members who wish to inspect the documents are requested to send an e-mail from their registered e-mail address to [investor.relations@trent-tata.com](mailto:investor.relations@trent-tata.com) mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect.
3. 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 by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner.
4. In accordance with the Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching the hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only.
5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 17<sup>th</sup> April 2026 ('Cut-Off Date') and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited ('RTA'), in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. This Notice is also available at the Company's website: <https://trentlimited.com/pages/postal-ballot> and the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at <https://www.evoting.nsdl.com>.
6. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the applicable MCA Circulars and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with the relevant circulars, the Company is pleased to offer remote e-voting facility to Members to cast their vote electronically.
7. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically for this Postal Ballot.
8. To facilitate the Members who are eligible to vote as on Cut-Off Date and have not registered their e-mail address, the Company has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA Circulars. The process for registration of e-mail address is as under:
  - 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 Postal Ballot Notice

After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice 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).

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 digits 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 I at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
9. Instructions for Members for remote e-Voting are annexed as Annexure I and forms part of this Postal Ballot Notice
10. Some of the important details regarding the e-voting facility are provided below:

Cut-Off date for determining the Members entitled to vote	Friday, 17 <sup>th</sup> April 2026
Commencement of e-voting period	<b>Tuesday, 28<sup>th</sup> April 2026, at 9:00 A.M. (IST)</b>
End of e-voting period	<b>Wednesday, 27<sup>th</sup> May 2026, at 5:00 P.M. (IST)</b>

The e-voting module will be disabled by NSDL immediately after **5:00 p.m. (IST) on Wednesday, 27<sup>th</sup> May 2026**.

11. The voting rights of Members shall be in proportion to the amount paid up on the total number of equity shares held by the respective Member with the total equity share capital issued by the Company as on the Cut-Off Date i.e. Friday, 17<sup>th</sup> April 2026.
12. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI etc.), are requested to send a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote on their behalf, to the Scrutinizer by sending an e-mail to [mitesh@mjshah.com](mailto:mitesh@mjshah.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
14. The Scrutinizer will submit the results of the remote e-voting to the Chairman of the Company or any person authorized by the Chairman after completion of the scrutiny of the e-voting.
15. The result of the Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website <https://trentlimited.com/pages/postal-ballot>, on the website of NSDL at <https://www.evoting.nsdl.com> and shall be communicated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), within two (2) working days from the end of the e-voting period and shall be displayed at the Registered Office of the Company.
16. The Resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Wednesday, 27<sup>th</sup> May 2026.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 1 and 2**

With a view to reward the Members for their continued support and to encourage the participation of investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board of Directors of the Company at its meeting held on Wednesday, 22<sup>nd</sup> April 2026, approved and recommended to the Members, issuance of 1 (One) bonus equity share of face value of ₹ 1/- (Rupee One only) each for every 2 (two) equity share fully paid-up of ₹ 1/- (Rupee One only) each held, as on Friday, 29<sup>th</sup> May 2026 being the record date ('Record Date'), subject to statutory and regulatory approvals as applicable, by capitalising a sum not exceeding ₹ 17.78 Crore out of the securities premium account.

The proposed issuance of bonus shares is authorized by the Articles of Association of the Company, and the Company is compliant with the requirements under Section 63 of the Companies Act, 2013 ('Act') and Regulation 293 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issuance of bonus shares.

The Authorized Share Capital of the Company currently is ₹ 85,55,00,000/- (Rupees Eighty Five Crore Fifty Five Lakh Only) divided into 47,25,00,000 Equity Shares of ₹ 1/- each, 30,00,000 Unclassified Shares of ₹ 10/- each, 16,30,000 Preference Shares of ₹ 100/- each, 70,000 Redeemable Preference Shares of ₹ 1,000/- each and 1,20,00,000 Cumulative Convertible Preference Shares of ₹ 10/- each and the paid up share capital of the Company currently is ₹ 35,54,88,201/- divided into 35,54,88,201 Equity Shares of ₹ 1/- each (fully paid-up).

In order to accommodate the said bonus issue and for future requirements, the Board of Directors of the Company, at the said meeting, also approved and recommended to the Members, re-classification of its Authorized Share Capital to ₹ 85,55,00,000/- (Rupees Eighty Five Crore Fifty Five Lakh Only) divided into 85,55,00,000 Equity Shares of ₹ 1/- each and accordingly, the consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 of the Act, alteration of the Capital Clause requires approval of the Members of the Company to that effect.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, Members holding shares in physical form are requested to dematerialize their existing shares on or before Wednesday, 27<sup>th</sup> May 2026 to enable the Company to issue the bonus equity shares in dematerialised form. The process for dematerialization of shares is explained on the website of the Company at the weblink: <https://trentlimited.com/pages/faq>

In cases where the Members hold equity shares in physical form as on the Record Date, the said bonus equity shares shall be credited in dematerialised form to a separate demat suspense account, till they are credited to the beneficiary demat accounts of the respective Members upon receipt of requisite documents. The voting rights on the bonus equity shares held in the said demat account shall remain frozen.

In terms of the proviso to Regulation 295 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue would be implemented by the Company within two months from Wednesday, 22<sup>nd</sup> April 2026, being the date of the Board Meeting wherein the decision to announce the bonus issue was taken subject to Members' approval.

The approval of the Members is being sought for issuance of bonus shares as mentioned above out of the securities premium account and for consequential alteration of Clause V relating to Authorized Share Capital, of the Memorandum of Association of the Company.

The Board is of the opinion that the bonus issue is in the interest of the Company and its existing and potential investors and accordingly, recommends the Resolution Nos. 1 and 2 of this Postal Ballot Notice for the approval of the Members by way of Ordinary Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are concerned or interested, financially or otherwise, in the above Resolutions.

**ITEM NO. 3 and 4**

The Company proposes to formulate the **Trent Limited - Employee Stock Option Plan, 2026 ('ESOP 2026' / 'Plan')** in accordance with the Companies Act, 2013 ('Act') and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ('SBEBS Regulations'), for its employees, whose present and potential contributions are important to the success of the Company, by offering them an opportunity to participate in the Company's future and acquire a proprietary interest in the Company by grant of Options.

The objectives of this Plan are as under:

- (a) Incentivize and reward employees for driving Company's performance
- (b) Retain critical talent and enhance long-term commitment
- (c) Align employee interests to shareholders interest
- (d) Wealth creation for the employees
- (e) Sense of ownership

This objective / purpose is sought to be achieved through the grant of Options to employees eligible under this Plan.

Accordingly, the Nomination and Remuneration Committee ('NRC') formulated the Plan and approved the same at its meeting held on Wednesday, 15<sup>th</sup> April 2026, which was further approved by the Board of Directors at its meeting held on Wednesday, 22<sup>nd</sup> April 2026, subject to approval of the Members. The Plan has been formulated in accordance with the provisions of the Act and SBEB Regulations.

Under the Plan, it is proposed that the NRC would grant upto 8,88,700 (Eight Lakh Eighty Eight Thousand Seven Hundred) Employee Stock Options ('Options'), to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe upto 8,88,700 (Eight Lakh Eighty Eight Thousand Seven Hundred) fully paid up equity shares of ₹ 1/- (Rupee one only) each (approximately 0.25% of the issued share capital), subject to approval of the Members.

In accordance with Regulation 6 of the SBEB Regulations, the Company seeks your approval by way of Special Resolutions for adoption of ESOP 2026 and for extending the benefits and coverage of ESOP 2026 to the eligible employees of group company(ies) including subsidiary company(ies) or associate company(ies), as the NRC / Board may decide under the Plan in order to incentivize alignment and drive achievement of agreed performance metrics. In case Options are granted to the employees of group company(ies) including subsidiary company(ies) or associate company(ies), the cost, if any, attributable to such grants shall be charged to and borne by such respective companies, as the case may be.

**The salient features of the Plan as required under Regulation 6 of the SBEB Regulations are set out as below:**

**(i) Brief description of the Plan:**

Trent Limited - Employee Stock Option Plan 2026 under which the eligible employees of the Company and/or group company(ies) including subsidiary company(ies) and/or associate company(ies), will be through grant of Options, offered an opportunity to purchase Company's shares after a given period of time and under certain conditions, at a price fixed by the NRC as stated in point (vi). After vesting of Options, the eligible employees earn the right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Plan.

This Plan shall become effective from the date of approval of the shareholders and shall terminate upon the date on which all the Options available for issuance under this Plan have been exercised by the participant pursuant to the grant of Options and equity shares have been issued and allotted.

The NRC shall act as the Compensation Committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the NRC, and such determination shall be final and binding upon all persons having an interest in the Plan.

**(ii) Total number of Options to be offered and granted:**

Under the Plan, the Company would grant upto 8,88,700 (Eight Lakh Eighty Eight Thousand Seven Hundred) Options, in one or more tranches, to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe up to 8,88,700 (Eight Lakh Eighty Eight Thousand Seven Hundred) fully paid-up equity shares of ₹ 1/- (Rupee one only) each (approximately 0.25% of the total issued capital as on 31<sup>st</sup> March 2026).

The Company reserves the right to increase or reduce such number of shares as it deems fit subject to approval of the shareholders in accordance with applicable law. Provided however, that in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division / undertaking or other re-organization, the Options under the Plan shall be suitably adjusted for the number and price of Options, such that total value to the eligible employees of the Options remains the same after such corporate action, and, the above ceiling of 8,88,700 (Eight Lakh Eighty-Eight Thousand Seven Hundred) equity shares shall stand increased automatically, to the extent of such additional equity shares issued, and such increase shall not require a separate or special resolution of shareholders.

Equity shares with respect to which an Option is granted under the Plan that remain unaccepted, unexercised at the expiration, or are not entitled for vesting or forfeited or lapsed or cancelled shall be added back to the number of shares that are pending to be granted and may be granted at the discretion of the NRC to the eligible employees.

**(iii) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:**

Subject to determination or selection by the NRC, the following classes of employees / directors are eligible being:

- a) an employee as designated by the Company, who is exclusively working in India or outside India;
- b) a whole-time director, who is not a promoter or member of the promoter group, but excluding an independent director;
- c) an employee or a whole-time director as defined in sub-clauses (a) or (b), of a group company including subsidiary company(ies) or its associate company(ies);

but excludes –

- (i) an employee who is a promoter or belongs to the promoter group; and
- (ii) a director who, either by himself or through his relatives or through some body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company;
- (iii) Independent Directors

The Plan shall apply to all employees engaged in such grades and levels as may be decided at the discretion of the NRC from time to time. The NRC shall determine the eligibility of employees for the grant of options, based on such parameters as it may deem fit, including but not limited to the employee's role, grade, merit, performance evaluation, period of service, conduct, and any other criteria, as may be determined by the NRC from time to time.

**(iv) Requirements of vesting and period of vesting:**

The vesting period shall be determined by the NRC. All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 5 (five) years from the grant date.

Provided that in case where Options are granted by the NRC under the Plan in lieu of Options held by a person under a similar Plan in another company ('Transferor Company') which has merged, demerged, arranged, or amalgamated with the Company, the period during which the Options granted by the Transferor Company were held by him shall be adjusted against the minimum vesting period as per the Plan.

The vesting dates and relative percentages shall be determined by the NRC in the letter of grant and may vary from employee to employee or any class thereof, within the minimum and maximum period as aforesaid.

The NRC shall lay down such criteria as it may deem fit, including but not limited to, performance metrics with respect to revenues, profitability and/or any other strategic metrics, on the achievement of which the granted Options would vest and such criteria would be specified in the respective grant letters and/or the vesting letters to be issued in this regard.

Options would vest upon meeting the following criteria, subject to approval of NRC:

- Continuous employment with the Company or of the group company, subsidiary or associate company, as the case may be, from the date of grant to the date of vesting.
- The participant shall have satisfactorily achieved such performance parameters and/or other vesting conditions, as may be prescribed or approved by the NRC for the relevant performance period to which the vesting relates.

Appropriate disclosures regarding the performance metrics and their achievement based on which vesting was done, shall be made in the subsequent annual reports following the vesting of the said Options.

The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate or may be held in abeyance (as the case maybe) in the following circumstances:

- a. Vesting of Options in case of employees on long leave: The period of long leave shall not be considered in determining the vesting period in case the participant is on sabbatical (or long leave, as per the Company's policy).
- b. In case of any disciplinary proceedings against any participant, the relevant vesting shall be kept in abeyance until disposal of the proceedings.
- c. Unless the NRC decides otherwise, no Options shall vest in a participant, if such participant carries on or engages in, directly or indirectly, whether through partnership or as a shareholder, joint venture partner, collaborator, consultant or agent or in any other manner whatsoever, whether for profit or otherwise, any business which competes directly or indirectly with the whole or any part of the business carried on by the Company or any activity related to the business carried on by the Company.

- d. In case a participant is found in breach of the confidentiality clause of the Plan, the Company shall have undisputed right to forfeit the Options granted and all vested and unvested Options shall stand cancelled immediately.
- e. In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.
- f. In the event a participant abandons employment or his office (i.e. absents himself/herself) for a continuous period as specified in the relevant internal policy of the Company or as specified by the Board and/ or the NRC, all Options granted to the participant, including but not limited to the vested Options, which were not exercised at the time of abandonment of employment, shall stand terminated with immediate effect.
- g. In the event a participant is terminated for Cause (as defined in the Plan), all unvested Options and all vested Options that have not been exercised shall lapse as of the date of such Cause (as determined by the NRC).
- h. A grantee who has tendered his/her resignation / has been terminated by the Company and is serving the notice period after resignation / termination, such notice period shall not be considered for vesting and all the unvested Options as on date of resignation shall be cancelled forthwith. Unless otherwise determined by the NRC, all vested Options which have not been exercised by such participants on the termination date can be exercised immediately after resignation or termination but in no event, later than the last working day with the Company or the expiry of the exercise period, whichever is earlier.
- i. In case of retirement, unvested Options as on the date of retirement shall continue to vest in accordance with the original vesting schedules (based on the number of days that employee was in employment from the date of grant till retirement), the remaining unvested Options shall lapse.

**(v) Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 5 (five) years from the grant date.

**(vi) Exercise price or pricing formula:**

The exercise price of any Option granted under the Plan shall be ₹ 3,978/- i.e. determined basis the closing market price of the Company's Equity Shares on the National Stock Exchange of India Limited on Wednesday, 15<sup>th</sup> April 2026 (i.e. date of meeting of NRC approving the Plan).

In case of any corporate action(s) such as rights issue, bonus issue, etc., if approved by the shareholders, the exercise price of the Options and the number of Options shall be adjusted by the NRC in such a manner that the total value of the Options remains the same after any such corporate action.

**(vii) Exercise period and the process of exercise:**

The exercise period in respect of the vested Options (whether during employment or post cessation of employment) shall be subject to a maximum period of 1 (one) year from the date of last vesting.

In case of occurrence of death during employment of a participant: All the vested Options may be exercised by the participant's nominee or legal heirs, no later than 12 (Twelve) months from the date of death. The Board / NRC may, at their discretion, extend the said period. In case vested Options are not exercised within the aforementioned period, it shall lapse upon the expiry of the period specified or the expiry of the exercise period, whichever is earlier.

In case of occurrence of permanent disability / incapacity during employment of a participant: All the vested Options may be exercised by the participant, no later than 12 (Twelve) months from the date of incurring permanent disability / incapacity. The Board / NRC may, at their discretion, extend the said period. In case vested Options are not exercised within the aforementioned period, it shall lapse upon the expiry of the period specified or the expiry of the exercise period, whichever is earlier.

In the event: (a) a participant voluntarily resigns from his employment or directorship (other than an employee director), as the case may be or (b) the Company and a participant mutually separate from an employment relationship or (c) the employment of the participant with the Company is terminated for any reason other than as provided for above (including in case of termination for Cause (as defined in the Plan) and/or abandonment of employment): all vested Options which have not been exercised by such participant on the termination date can be exercised immediately after resignation or termination but in no event, later than the last working day with the Company or the expiry of the exercise period, whichever is earlier.

In the event if a participant retires under a voluntary retirement scheme of the Company, if any, or retires on attaining the superannuation age or onwards: all the vested Options which have not been exercised by such participant can be exercised no later than 12 (Twelve) months from the date of retirement or the expiry of the Exercise Period, whichever is earlier. The Board / NRC may, at their discretion, extend the said period. For Options that vest after the retirement date (if any), such Options shall be exercised within the exercise period.

The vested Option shall be exercisable by the grantees by a written application to the Company expressing his/her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the grantee. The Options shall lapse if not exercised within the specified exercise period.

**(viii) Appraisal process for determining the eligibility of employees under the Plan:**

The Plan shall apply to all employees engaged in such grades and levels as may be decided at the discretion of the NRC from time to time. The NRC shall determine the eligibility of employees for the grant of options, based on such parameters as it may deem fit, including but not limited to the employee's role, grade, merit, performance evaluation, period of service, conduct, and any other criteria as may be determined by the NRC from time to time.

**(ix) Maximum number of Options to be issued per employee and in aggregate:**

Under the Plan, the Company would grant upto 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] Options, in one or more tranches, to such eligible employees as may be determined by the NRC in terms of the Plan, that would entitle the grantees (in aggregate) to subscribe up to 8,88,700 [Eight Lakh Eighty Eight Thousand Seven Hundred] fully paid-up equity shares of ₹ 1/- (Rupee one only) each.

The maximum number of Options under the Plan that may be granted to each employee in any year and in aggregate shall not exceed 50,000 (Fifty Thousand) Options.

**(x) Maximum quantum of benefits to be provided per employee under the Plan:**

The maximum quantum of benefits that will be provided to any eligible employee under the Plan will be the difference between the market value of Company's shares on the stock exchanges as on the date of exercise of Options and the exercise price paid by the employee. In this regard, the maximum number of Options under the Plan that may be granted to each employee in any year and in aggregate shall not exceed 50,000 (Fifty Thousand) Options.

**(xi) Whether the Plan is to be implemented and administered directly by the Company or through a trust:**

The Plan shall be implemented and administered directly by the Company.

**(xii) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:**

The Plan contemplates issue of fresh / primary equity shares by the Company.

**(xiii) Amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not applicable since this is currently not contemplated under the Plan.

**(xiv) Maximum percentage of secondary acquisition that can be made by trust for the purposes of the Plan:**

Not applicable since this is currently not contemplated under the Plan.

**(xv) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations**

The Company shall follow the IND AS 102 on Share based payments and/or any relevant accounting standards / guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

**(xvi) The method which the Company shall use to value its Options**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard / guidance note, as applicable, notified by competent authorities from time to time.

**(xvii) The following statement, if applicable:**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.

The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

**(xviii) Period of lock-in:**

The equity shares allotted upon exercise of vested Options shall not be subject to any lock-in period.

**(xix) Terms & conditions for buyback, if any, of specified securities covered under the SBEB Regulations:**

Subject to the provisions of the applicable laws, the Board / NRC shall determine the procedure for buy-back of the Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

Pursuant to Regulation 6(1) of SBEB Regulations, approval of the Members is being sought, by way of a Special Resolution, for adoption of the **Trent Limited - Employee Stock Option Plan, 2026 ('ESOP 2026' / 'Plan')** and issue of shares to the eligible employees of the Company under the said Plan as detailed in Resolution No. 3 of this Notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations, approval of the Members is being sought, by way of a separate Special Resolution for extending the benefits of the Plan to the employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) of the Company as detailed in Resolution No. 4 of this Notice.

The copies of the draft Plan setting out the terms and conditions of the Plan and the relevant resolutions passed by the NRC / Board referred to in the Resolutions, would be available for inspection by the Members in the manner provided in the notes to this Notice.

None of the Directors and key managerial personnel of the Company, including their relatives, are concerned or interested in these Resolutions, financially or otherwise, except to the extent that they may be lawfully granted Options under the ESOP 2026.

The Board recommends the Resolutions set out at Item Nos. 3 and 4 in this Notice, for approval of the Members by way of Special Resolutions.

By order of the Board of Directors

Krupa Anandpara  
Company Secretary  
Membership No. A16536

Place: Mumbai

Date: 22<sup>nd</sup> April 2026

## Annexure - I

The process and manner for remote e-voting is explained as below:


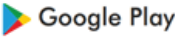


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting 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 demat mode with NSDL.	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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>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.</li> <li>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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. The users to login Easi / Easiest 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. Additionally, there is 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 a 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 also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 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?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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, 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.nsdl.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 139161 then User ID is 139161001***.

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. 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.**

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.

### Step 2: Cast your vote electronically 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 is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period.
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.

**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, AVP - NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).