

NOTICE

NOTICE is hereby given that the **FIFTY-NINTH ANNUAL GENERAL MEETING** of **TRENT LIMITED** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 5th day of August 2011 at 3.00 p.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2011 and the Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon.
2. To declare a dividend on the Redeemable Preference Shares for the year ended 31st March 2011.
3. To declare a dividend on the Cumulative Compulsorily Convertible Preference Shares -Series A for the period from 28th August 2010 to 1st September 2011.
4. To declare a dividend on the Equity Shares for the year ended 31st March 2011.
5. To appoint a Director in place of Mr. A. D. Cooper, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and to authorize the Board to fix their remuneration.

Special Business

7. Appointment of Mr. N. N. Tata as a Director of the Company

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

"RESOLVED THAT Mr. N.N.Tata, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th August 2010 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation."

8. Appointment of Mr. B. Bhat as a Director of the Company

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

"RESOLVED THAT Mr. B. Bhat, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th September 2010 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation."

9. Appointment of Mr. S. Susman as a Director

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

"RESOLVED THAT Mr. S. Susman, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 11th May 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose office shall be liable to retirement by rotation."

10. Commission to non-whole-time Directors

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

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), a sum not exceeding one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the non-whole-time Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five financial years commencing from 1st April 2011."

11. Appointment of Mr. Philip N. Auld as a 'Manager'

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 387, Schedule XIII and other applicable provisions of the Companies Act, 1956 ("Act") including any statutory modification or re-enactment thereof, or any other law and subject to the approval of the Central Government, such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), the Company hereby approves the appointment and the terms of remuneration of Mr. Philip N. Auld

as a 'Manager' of the Company with effect from 1st May 2011 for a period of 3 years i.e. from 1st May 2011 to 30th April 2014 on the terms and conditions set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board to alter and vary the terms and conditions of the said appointment and/ or remuneration, in such manner as may be agreed to by the Board and Mr. Auld.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

NOTES:

[a] The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 ("Act"), in respect of the business under Item Nos. 7 to 11 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto.

[b] A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

[c] The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 20th July 2011 to Friday, 22nd July 2011, both days inclusive. If the dividend on equity shares, as recommended by the Board of Directors, is passed at the Annual General Meeting, such dividend will be paid on and from 10th August 2011 to those members whose names appear on the Register of Members on 22nd July 2011 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 19th July 2011. In respect of shares held through the depositories, dividend will be paid on the aforesaid date to the beneficial owners of shares whose names appear at the close of business hours on 19th July 2011, as per details furnished by the depositories for this purpose.

Dividend on Cumulative Compulsorily Convertible Preference Shares - Series A will be paid for the period from the date of allotment and upto the date of its conversion into fully paid up equity shares i.e. 1st September 2011 in terms of the Letter of Offer. A record date will be fixed at a later date in consultation with the Stock Exchanges to ascertain who would be eligible for the allotment of the fully paid up equity shares and the payment of dividend. Dividend will be paid within 30 days after the shareholders approve the same in the Annual General Meeting.

Dividend on Cumulative Compulsorily Convertible Preference Shares - Series B will be paid for the period from the date of allotment and upto the date of its conversion into fully paid up equity shares i.e. 1st September 2012 in terms of the Letter of Offer. A provision in respect of dividend pertaining to FY 2010-11 has been made in the books of accounts.

[d] Shareholders who have not yet encashed their dividend warrant(s) for the financial year ended 31st March 2004 or any subsequent financial years, are requested to make their claim to the Registrar and Transfer Agents of the Company. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), all unclaimed / unpaid dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. However, for the amount of dividend so transferred, no claims shall lie against the Company or the said Investor Education and Protection Fund.

[e] Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, TSR Darashaw Limited (TSRDL). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and TSRDL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to TSRDL.

[f] Reserve Bank of India has initiated National Electronic Clearing Service (NECS) for credit of dividend directly to the bank account of Members.

Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Registrar and Transfer Agents of the Company.

[g] Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting. As a cost control measure, copies of the Annual Report will not be distributed at the Annual General Meeting.

[h] Members are informed that the Odd Lot service facility started by the Company through the Registrar and Transfer Agents for the benefit of the Members holding shares in physical form has been discontinued with effect from 1st April 2011.

[i] **Green Initiative in Corporate Governance**

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing Companies to send various notices and documents, including Annual Report, to its shareholders through electronic mode at the registered email ID of shareholders and has issued circulars on 21st April 2011 and 29th April 2011 in this regard.

Sending Annual Reports and other notices/documents through email will not only reduce paper consumption but also substantially reduce costs of printing and postage.

The Company has sent out Circular requesting members to register their email ID.

Members who are holding shares in demat mode, who have not yet registered their email ID with their depository participant are requested to register the same at the earliest.

Members who are holding shares in physical form, who have not yet registered their email ID with the Registrar and Share Transfer Agent should send a scanned copy of their letter requesting for registering their existing email ID, bearing the signature of the sole/first shareholder on csg-emailid@tsrdarashaw.com. OR such members can also write to the Registrar

and Share Transfer Agent of the Company and inform their email ID quoting their folio number. The letter should be signed by the sole/first holder as per the specimen signature recorded with the Registrar and Share Transfer Agent.

In case any member has not registered his/her email ID for receiving the Annual Report and other notices/documents through email, the Annual Report and other notices/documents etc., will continue to be sent in the physical form to such a member.

By Order of the Board of Directors

M. M. Surti
Company Secretary

Mumbai, 25th May 2011

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai – 400 001

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 (“ACT”)

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 7 to 11 in the accompanying Notice dated 25th May 2011.

Item No. 7

Mr. N. N. Tata was appointed an Additional Director and designated Vice Chairman of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, from 19th August 2010. He holds office as Director upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a Member pursuant to Section 257 of the Act, as required, signifying his intention to propose Mr. N.N.Tata for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. N.N.Tata and accordingly commends the Resolution at Item No. 7 for acceptance by the Members. Mr. N.N.Tata may be deemed to be concerned or interested in Resolution at Item No. 7.

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

Item No. 8

Mr. B. Bhat was appointed an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, from 27th September 2010. He holds office as Director upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a Member pursuant to Section 257 of the Act, as required, signifying his intention to propose Mr. B. Bhat for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. B. Bhat and accordingly commends the Resolution at Item No. 8 for acceptance by the Members. Mr. B. Bhat may be deemed to be concerned or interested in Resolution at Item No. 8.

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

Item No. 9

Mr. S. Susman was appointed an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, from 11th May 2011. He holds office as Director upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a Member pursuant to Section 257 of the Act, as required, signifying his intention to propose Mr. S. Susman for appointment as a Director of the Company. The Board considers it desirable that the Company should avail itself of the services of Mr. S. Susman and accordingly commends the Resolution at Item No. 9 for acceptance by the Members. Mr. S. Susman may be deemed to be concerned or interested in Resolution at Item No. 9.

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

Item No. 10

The members at the Annual General Meeting of the Company held on 8th September 2006 had approved the payment of remuneration by way of commission to the non-whole-time Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956, for a period of five years commencing 1st April 2006.

Taking into account the increased responsibilities of the non-whole-time Directors, it is proposed that in terms of Section 309 of the Act, the non-whole-time Directors be paid for each of the five financial years commencing from 1st April 2011, remuneration by way of commission not exceeding 1% of the net profits of the Company, computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the non-whole-time Directors in accordance with the directions given by the Board.

Accordingly, a fresh approval of the members is sought by way of a Special Resolution for payment of commission to the non-whole-time Directors for a further period of five years commencing from 1st April 2011 as stated in the resolution.

All the Directors of the Company may be deemed to be concerned or interested in the Resolution mentioned at Item No.10 of the Notice to the extent of the remuneration that may be received by them.

Item No. 11

Mr. Philip N. Auld has been appointed by the Board of Directors as the Chief Executive Officer of the Company with effect from 25th April 2011. The Board has also appointed him as a 'Manager' of the Company under the Companies Act, 1956 (hereinafter referred to as 'the Manager') with effect from 1st May 2011 for a period of 3 years i.e. from 1st May 2011 to 30th April 2014.

Mr. Philip N. Auld has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets. Starting with Marks and Spencer in 1980, his career has been a rich journey during which he has added immense value to various other organizations such as B&Q plc, Asda plc, Claudia Strater and M&S Mode. The last assignment he held before joining the Company was that of the CEO at M&S Mode (Vendex KBB), Netherlands.

The appointment of Mr. Philip N. Auld as the Manager and his remuneration is subject to the approval of shareholders of the Company. Since he holds the status of Non- resident, and his remuneration may exceed the prescribed limit as mentioned in the Companies Act, 1956, his appointment and remuneration is also subject to the approval of the Central Government.

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

A. Tenure of Agreement :

The appointment of the Manager is with effect from 1st May 2011 to 30th April 2014.

B. Nature of Duties :

- i) The Manager shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board of Directors from time to time by serving on the Board of Directors of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company.
- ii) The Manager shall not exceed the powers so delegated by the Board pursuant to clause B(i) above.
- iii) The Manager undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.

C. Remuneration :

i) **Remuneration:**

Basic Salary of upto a maximum of Rs. 3,00,000/- per month.

Benefits, perquisites, incentives and allowances as may be determined by the Board of Directors/its committee from time to time.

Variable incentive remuneration based on certain performance criteria laid down by the Board/its committee.

- ii) **Minimum Remuneration:** Where in any financial year during the currency of the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company will pay to the Manager, remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration, as specified above.

D. Other terms of Appointment:

- i) The Manager shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- ii) The terms and conditions of the appointment of the Manager may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule XIII to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Manager, subject to such approvals as may be required.
- iii) After the expiry of initial 9 months from the date of appointment, either party may terminate this agreement by giving to the other party six months notice of such termination or by surrendering six months' remuneration in lieu thereof.
- iv) The employment of the Manager may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Manager is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Manager of any of the stipulations contained in the agreement to be executed between the Company and the Manager; or
 - (c) In the event the Board of Directors expresses its loss of confidence in the Manager.
- v) In the event the Manager is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- vi) Upon the termination by whatever means of the Manager's employment:
 - a) he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office; and return vacant possession of the Company premises occupied by him and/or his family;
 - b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
- vii) All Personnel Policies of the Company and the related rules, which are applicable to other employees of the Company, shall also be applicable to the Manager, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Manager also include clauses pertaining to adherence with the Tata Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

In compliance with the provisions of Section 198, 269, 387, and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and Article 171(20) of the Articles of Association of the Company and subject to the approval of the Central Government, the appointment and terms of remuneration of Mr. Philip N. Auld as the Manager as specified above are now being placed before the Members for their approval.

The resolution regarding the appointment of Mr. Philip N. Auld as the Manager and his remuneration at Item No. 11 is recommended for approval by the Members. None of the Directors are in any way concerned or interested in the Resolution at Item No. 11.

INFORMATION PURSUANT TO SCHEDULE XIII OF THE COMPANIES ACT, 1956

I. GENERAL INFORMATION

- 1) Nature of Industry:
The Company operates over 55 Westside Stores, a private label fashion apparel format across the Country.
- 2) Date or expected date of commencement of commercial production:
The Company was incorporated on 5th December 1952.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not applicable.
- 4) Financial performance based on given indicators:

Particulars	For the year ended 31.03.2011 (Rs. in Crores)	For the year ended 31.03.2010 (Rs. in Crores)
Gross Revenue	768	610
Profit after Tax	43	40

- 5) Export performance and net foreign exchange collaborations:
Earnings in foreign currency from retail sales through International credit cards and fees during the financial year 2010-11 was Rs. 13 Crores as against Rs. 23 Crores during the financial year 2009-10.
- 6) Foreign investments or collaborators, if any:
The Company has invested USD 7,50,000 in its wholly owned subsidiary, Trent Global Holdings Limited, Mauritius.

II. INFORMATION ABOUT THE APPOINTEE

- 1) Background details:
Mr. Philip N. Auld has more than 30 years of international experience in the retail industry. His career spans several world-class organizations and marquee brands, both in the UK and other European markets. Starting with Marks and Spencer in 1980, his career has been a rich journey during which he has added immense value to various other organizations such as B&Q plc, Asda plc, Claudia Strater and M&S Mode.
- 2) Past remuneration:
Mr. Philip N. Auld remuneration with M&S Mode, Netherland was approximately Rs.2.28 crores per annum during the financial year 2010-11.
- 3) Recognition or awards: Nil
- 4) Job profile and his suitability:
Considering the excellent background of Mr. Philip N. Auld and the overseas experience of over 30 years in the retail industry, he is best suited for the position of Manager of the Company.
- 5) Remuneration proposed:
Basic Salary of upto a maximum of Rs. 3,00,000/- per month. Benefits, perquisites, incentives and allowances as may be determined by the Board of Directors/its committee from time to time. Variable incentive remuneration based on certain performance criteria laid down by the Board/its committee.
- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:
The remuneration proposed is commensurate with his experience and comparable to the standards in the Industry.
- 7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:
Mr. Philip N. Auld has no pecuniary relationship with the Company, other than his remuneration and is not related to any managerial personnel.

III. OTHER INFORMATION

- 1) Reasons of loss or inadequate profits:
The retail industry is highly competitive and operates on thin margins. All efforts are being made to improve the margins. The proposed remuneration to be paid to Mr. Auld with effect from 1st May 2011 for a period of 3 years i.e. 1st May 2011 to 30th April 2014 may therefore be beyond 5% of the net profit of the Company calculated as per Section 309(5) of the Companies Act, 1956.
- 2) Steps taken or proposed to be taken for improvement:
The Company is aggressively pursuing its business plans to move up the value chain by expanding its number of stores across the Country.
- 3) Expected increase in productivity and profits in measurable terms:
As the Company continues to invest into new stores across the Country, it is difficult to predict the increase in revenue and profit of the Company for future years.

By Order of the Board of Directors
M. M. Surti
Company Secretary

Mumbai, 25th May 2011

Registered Office:
Bombay House, 24, Homi Mody Street, Mumbai – 400 001

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

Particulars	Mr. N. N. Tata	Mr. B. Bhat
Date of Birth	12 th November 1956	29 th August 1954
Date of Appointment	19 th August 2010	27 th September 2010
Qualifications	B.A. (Eco) Sussex, IEP, INSEAD, France	IIT Chennai, IIM Ahmedabad
Expertise in specific functional area	Experience in Retail Business, Marketing, Administration and Investments	Experience in Retail Business
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul style="list-style-type: none"> • Landmark Limited • Titan Industries Limited • Voltas Limited • Tata Investment Corporation Limited • Trent Hypermarket Limited • Kansai Nerolac Paints Limited • Tata International Limited • Drive India Enterprise Solutions Limited 	<ul style="list-style-type: none"> • Titan Industries Limited • Titan Properties Limited • Tanishq (India) Limited • Titan Time Products Limited
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	<ul style="list-style-type: none"> • Voltas Limited-Shareholders'/ Investors' Grievances Committee (Chairman) 	<ul style="list-style-type: none"> • Titan Industries Limited -Shareholders'/ Investors' Grievances Committee (Member)
Number of shares held in the Company	Equity - 59,315 CCPS Series A - 14,689 CCPS Series B - 14,689	NIL

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

Particulars	Mr. A. D. Cooper	Mr. S. Susman
Date of Birth	23 rd August 1940	1 st May 1950
Date of Appointment	29 th May 1984	11 th May 2011
Qualifications	B.Com, F.C.A.	St. Andrew's College, Grahamstown (Mat.)
Expertise in specific functional area	Experience in the field of Finance & Management	Around 40 years of overseas experience in the retail business. Currently, the Deputy Chairman on the Board of Woolworths Holdings Limited, South Africa and is a Director of many eminent companies overseas.
Directorships held in other public companies (excluding foreign companies and Section 25 companies)	<ul style="list-style-type: none"> • Landmark Limited • Trent Brands Limited • Trent Hypermarket Limited • Tata Asset Management Limited 	NIL
Membership / Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	<ul style="list-style-type: none"> • Trent Hypermarket Limited - Audit Committee (Chairman) • Tata Asset Management Limited - Audit Committee (Chairman) • Landmark Limited - Audit Committee (Chairman) 	NIL
Number of shares held in the Company	NIL	NIL

TRENT
LIMITED

A **TATA** Enterprise

59th Annual Report
2010-11

spreading joy.
spreading happiness.





57 Westside Stores

To the delight of connoisseurs, the world's finest in fashion, food and wine comes together under one roof as Westside launches Gourmet West at the all-new Westside, Kala Ghoda, Mumbai.





11 Star Bazaar Stores

Star Bazaar customers all over the country enjoy the advantage of great quality products at unbeatable prices with the added advantage of Tesco private labels.





26 Landmark Stores

Ardent fans of Landmark rejoice as new toys hit the shelves along with whole new gaming and sportswear sections.

Zara

The joint venture with Zara introduces the country to the iconic fashion brand from Spain.





4 Fashion Yatra Stores

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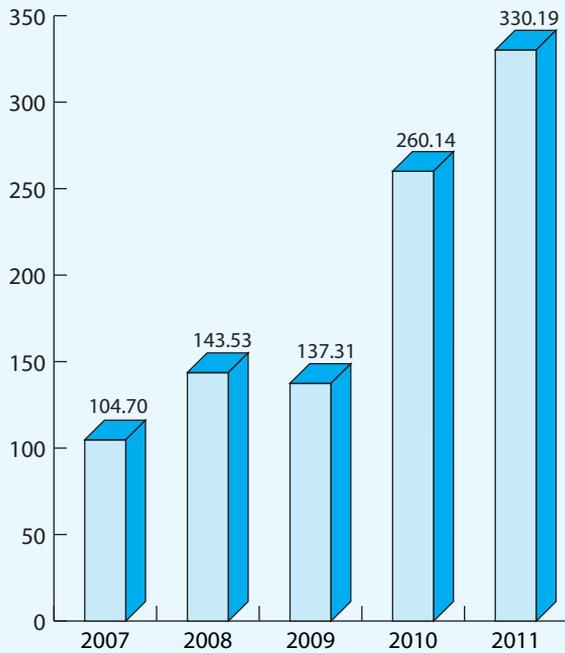
Annual General Meeting	: 5 th August 2011
Time	: 3.00 p.m.
Venue	: Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

BOOK CLOSURE DATES
WEDNESDAY, 20TH JULY 2011 — FRIDAY, 22ND JULY 2011

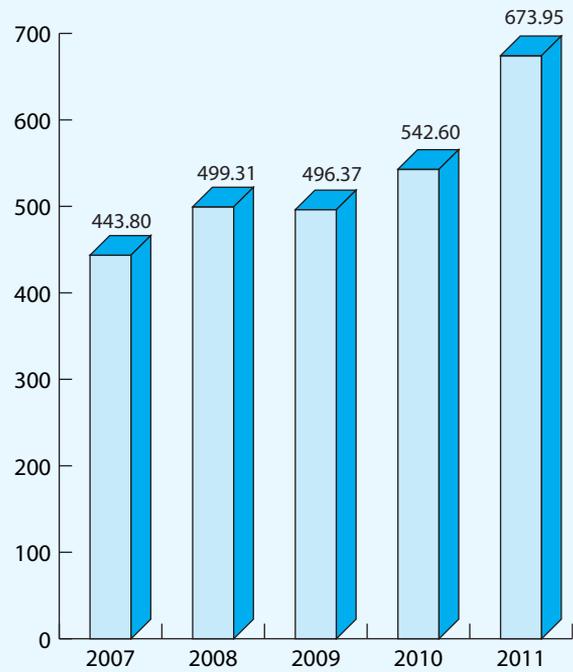
Financial Highlights

Rs. in crores

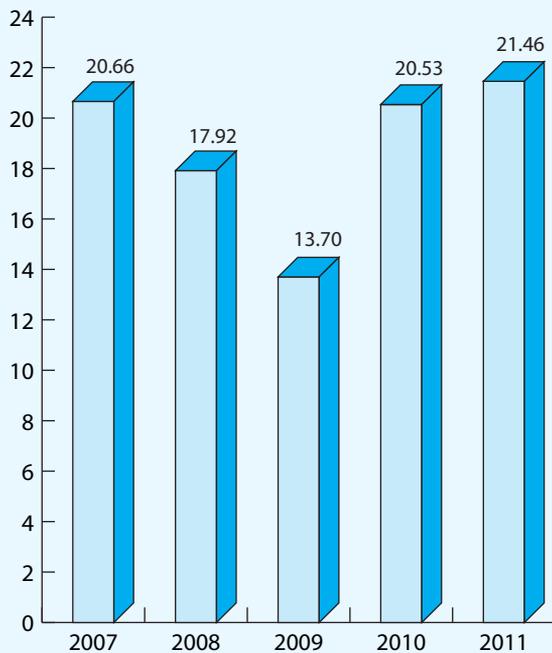
Gross Fixed Assets



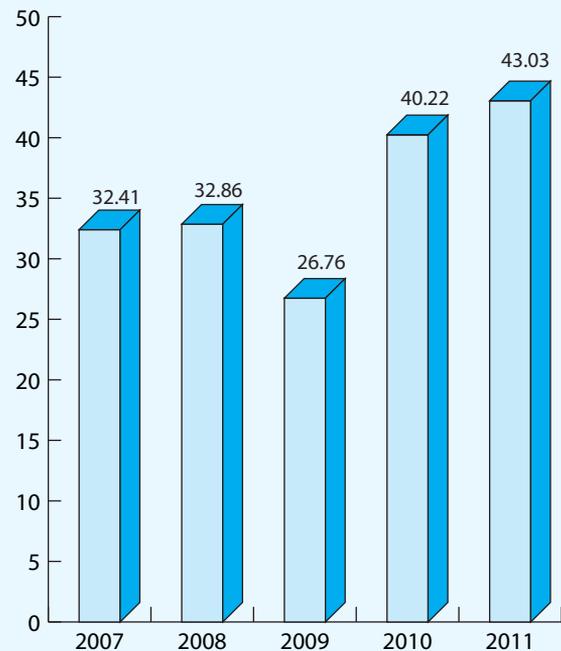
Turnover (Sales)



EPS - Basic (Rs. per share)



Profit After Taxes



Chairman Emeritus

S. N. Tata

Board of Directors

F. K. Kavarana (Chairman)

N. N. Tata (Vice Chairman) (w.e.f. 19th August 2010)

A. D. Cooper

K. N. Suntook

Z. S. Dubash

B. Bhat (w.e.f. 27th September 2010)

S. Susman (w.e.f. 11th May 2011)

Company Secretary

M. M. Surti

Registered Office

Bombay House,

24, Homi Mody Street,

Mumbai - 400 001

Tel:022-6665 8282,

Fax:022-2204 2081

E-mail: investor.relations@trent-tata.com

Visit us: www.mywestside.com

Registrar and Transfer Agents

TSR Darashaw Limited

6-10, Haji Moosa Patrawala Industrial Estate,

20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011

Tel: 022-6656 8484

Fax: 022-6656 8494

E-mail: csg-unit@tsrdarashaw.com

Solicitors

AZB and Partners

Auditors

M/s. N. M. Rajji & Co.,

Chartered Accountants

Bankers

Citibank N.A.

ICICI Bank Limited

HDFC Bank Limited

TRENT LIMITED
Financial Statistics

(Rupees in lakhs)

Year	CAPITAL ACCOUNTS					REVENUE ACCOUNTS							
	Capital	Reserves and Surplus	Borrowings	Net Block	Investments	Gross Revenue	Expenditure	Depreciation	Profit Before Taxes	Profit After Taxes	Dividend including Div. Tax	Dividend Per Equity Share %	Earnings Per Share Basic-Rupees
2001-02	1,311.78	17,613.70	30.21	3,471.37	12,584.40	9,060.04	7,717.96	238.30	1,103.78	1,022.00	655.89	50	7.79
2002-03	1,311.78	18,488.92	28.65	4,011.28	11,282.14	12,009.85	10,530.14	274.75	1,204.96	1,689.14	813.92	55	12.88
2003-04	1,311.78	19,394.94	27.89	5,113.28	11,045.05	16,639.33	14,285.52	306.02	2,047.79	1,719.94	813.92	55	13.11
2004-05	1,311.78	20,401.56	25.88	6,248.84	11,313.03	24,609.70	21,699.52	454.18	2,456.00	1,905.92	899.30	60	14.11
2005-06	1,442.78	25,517.21	6,572.38	7,195.78	23,296.62	35,759.00	31,529.78	800.05	3,429.17	2,437.83	1,069.34	65	17.19
2006-07	1,576.07	37,172.87	6,567.04	8,502.23	30,821.59	47,241.53	42,351.81	790.93	4,098.79	3,240.89	1,290.75	70	20.66
2007-08	1,953.29	58,630.47	6,560.63	12,528.52	46,933.75	54,642.94	50,025.20	885.36	3,732.38	3,286.40	1,524.89	70	17.92
2008-09	1,953.29	58,723.44	16,555.48	10,868.69	39,585.16	54,659.79	50,908.85	923.34	2,827.60	2,675.55	1,256.51	55	13.70
2009-10	2,703.51	61,347.00	25,052.06	22,344.52	39,517.59	60,999.83	55,967.33	1,185.09	4,985.00	4,022.03	1,518.58	65	20.53
2010-11	3,595.97	104,599.39	27,500.00	29,174.76	42,496.87	76,814.14	69,133.57	1,362.65	6,033.92	4,303.71	1,751.38	75	21.46

DIRECTORS' REPORT

TO THE MEMBERS OF TRENT LIMITED

The Directors present their Fifty Ninth Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2011.

1. Financial Results	2010-2011	2009-2010
	Rs. Crores	Rs. Crores
Total Income	768.14	610.00
Profit before tax	60.34	49.85
Less: Provision for taxation	17.31	9.63
Profit after tax	43.03	40.22
Add: Balance brought forward from previous year	37.27	20.54
Balance transferred on Amalgamation	-	0.72
Balance available for Appropriations	80.30	61.48
Appropriations		
Proposed Dividend on:		
Equity Shares	15.04	13.02
Preference Shares	0.01	0.0001
Dividend Paid on Equity Shares	0.01	-
Tax on dividend	2.45	2.16
Transfer to Debenture Redemption Reserve	5.00	5.00
Transfer to General Reserve	5.00	4.03
Balance carried forward	52.79	37.27
	80.30	61.48

Income for the year at Rs.768.14 crores increased by 26% from the previous year's Rs.610.00 crores, while profit after tax for the year at Rs.43.03 crores increased by 7% from the previous year's Rs.40.22 crores.

2. Right Issue of Cumulative Compulsorily Convertible Preference Shares

The Company had issued Cumulative Compulsorily Convertible Preference Shares (CCPS) on a Right basis to the Members of the Company, comprising of 44,51,414 CCPS Series A and 44,51,414 CCPS Series B aggregating to Rs.489.66 crores. Each CCPS of face value of Rs.10 has been issued at a premium of Rs.540 each.

One CCPS Series A will be compulsorily and automatically converted into One fully paid-up Equity Share of Rs.10 each on 1st September 2011 and One CCPS Series B will be compulsorily and automatically converted into One fully paid-up Equity Share of Rs.10 each on 1st September 2012. Both the CCPS Series A and B are traded on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

3. Dividend

The Board of Directors recommend payment of dividends, subject to the approval by the Members at the Annual General Meeting:

(i) 0.1% Redeemable Preference Shares

The Board of Directors recommend the payment of a Dividend @ 0.1% for the year ended 31st March 2011 on the 70,000 Redeemable Preference Shares of Rs.1000 each allotted on 26th March 2010.

(ii) 0.1% Cumulative Compulsorily Convertible Preference Shares(CCPS) Series A

The Board of Directors recommend the payment of a Dividend @ 0.1% per annum on CCPS Series A of Rs.10 each, from the date of allotment i.e. 28th August 2010 and upto the date on which the CCPS Series A are compulsorily and automatically converted into fully paid equity shares of Rs.10 each i.e. on 1st September 2011.

(iii) Equity Shares

The Board of Directors recommend the payment of a Dividend @ 75 % i.e. Rs.7.50 per equity share on 2,00,56,877 Equity Shares of Rs.10 each for the year ended 31st March 2011 (previous year @ 65% i.e. Rs.6.50 per share on 2,00,35,052 Equity Shares of Rs.10 each). This represents a pay-out ratio of 41% of the profit after tax.

4. Management Discussion and Analysis

A separate section on Management Discussion and Analysis (MD&A) is included in the Annual Report as required in Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. The MD&A includes discussion on the following matters within the limits set by the company's competitive position: industry prospects and developments, opportunities and risks, the performance of key retail formats and the material operating subsidiaries, outlook for the business, risks and concerns, internal control systems & their adequacy and discussion on financial performance.

5. Subsidiaries

a) Key operating subsidiaries

Details on the performance of the two key operating subsidiaries of the Company viz., Trent Hypermarket Limited (Star Bazaar - Hypermarket business) and Landmark Limited (books, music, gaming and gifts business) is included in the MD&A.

b) Optim Estates Private Limited

Optim Estates Private Limited, a wholly owned subsidiary of the Company has been amalgamated with another wholly owned subsidiary, Trent Hypermarket Limited, pursuant to a Scheme of Amalgamation approved by the Hon'ble High Court of Judicature at Bombay with effect from 1st April 2009.

c) Fiora Services Limited

Fiora continues to render various services to the Company in terms of sourcing activities, warehousing, distribution, clearing and forwarding. The services have been improved recently to help reduce turnaround time.

The other subsidiaries of the Company continue to support primarily the Company's real estate needs etc.

d) Subsidiary Accounts

The Ministry of Corporate Affairs vide its circular dated 8th February 2011 granted general exemption to Holding Companies from attaching the annual accounts of its subsidiary companies subject to certain conditions.

Accordingly the said documents are not attached to the Balance Sheet of the Company. A statement containing financial details of the Company's subsidiaries is included in the consolidated balance sheet in the Annual Report. The Annual Accounts of the subsidiary companies and the related detailed information will be made available to the members of the holding and subsidiary companies seeking such information at any point of time. Further, the Annual Accounts of the subsidiary companies will also be kept open for inspection by any member at the Registered Office of the Company, the Corporate Office of the Company and also at the Registered Offices of the subsidiary companies.

6. Employees' Stock Options

The Board of Directors on 22nd June 2010 had approved the allotment of 21,825 Equity Shares to certain employees of the Company who had been granted Stock Options under the Company's Employees' Stock Option Scheme approved earlier by the members of the Company. Consequent upon which the paid up equity share capital of the Company has increased to Rs.20.06 crores.

The proportionate amortization cost for the year amounting to Rs.0.23 crore has been debited to the Profit and Loss Account. There were no stock options outstanding as on 31st March 2011.

7. Quality Initiatives

The Company participates in the Tata Business Excellence Model (TBEM), which emphasizes quality, leadership, strategic planning, customer orientation and services, process orientation, human relations, shareholder value and commitment to community development.

8. Corporate Sustainability

Corporate Sustainability at Trent integrates economic progress, environmental concerns and social commitment.

As a retail organization, having a trained talent pool with a strong orientation for customer service is very important to business. Trent decided to address this challenge by tapping into the huge pool of

talent available from the underprivileged sections of society. This initiative called Saksham (*Sanskrit for capable*) was pioneered, that aims to enhance the employability skills and provide gainful employment to these sections of society. In 2010-11, this initiative has yielded 395 employable aspirants out of which, 361 have gained employment so far.

This programme supports our affirmative action policy that encourages and recognizes equal employment opportunity to underprivileged sections of society.

We understand our responsibility as a good corporate citizen to help strengthen the communities in which we live and work. We encourage our employees to become involved in the communities by lending their voluntary support by conducting knowledge sharing sessions to the Saksham programme. These programmes enrich the quality of life and opportunities for all.

As every year a special fund is created from the sale of Diyas and Stars from our stores during Diwali and Christmas respectively. This year 27 projects that were aligned with our areas of concern- "Child : Education and Nutrition" of NGOs across our stores are being supported.

9. Corporate Governance

A separate section on Corporate Governance is included in the Annual Report along with the certificate from the Company's Auditors confirming compliance with conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreements with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

10. Green Initiatives

The Ministry of Corporate Affairs has recently permitted Companies to send notices/documents including Annual Reports to Members by email. All Members are sincerely requested to register their email addresses with their respective depository participants in case of shares held electronically and with the Share Transfer Registrars viz., TSR Darashaw Limited in case the shares held physically. This is an opportunity for the Members to extend their role as responsible citizens and contribute towards a Green Environment.

11. Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the Operating Management, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have, in the selection of accounting policies, consulted the Statutory Auditors, and have applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis.

12. Directors

Mr. N. N. Tata resigned as the Managing Director of the Company consequent upon his appointment as the Managing Director of another Tata company. The Board considering his vast experience in the retail business appointed Mr. Tata as an Additional Director and designated him Vice Chairman of the Company with effect from 19th August 2010. He holds office upto the date of the forthcoming Annual General Meeting and the Company has received a notice from a member intending to propose the candidature of Mr. Tata as a Director of the Company.

The Board on 27th September 2010 had appointed Mr. B. Bhat as an Additional Director of the Company. He holds office upto the date of the forthcoming Annual General Meeting and the Company has received a notice from a member intending to propose the candidature of Mr. Bhat as a Director of the Company.

The Board on 11th May 2011 had appointed Mr. S. Susman as an Additional Director of the Company. He holds office upto the date of the forthcoming Annual General Meeting and the Company has received a notice from a member intending to propose the candidature of Mr. Susman as a Director of the Company.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. A. D. Cooper is liable to retire by rotation and is eligible for re-appointment.

Brief particulars of the above Directors are annexed to the Notice of the Annual General Meeting in accordance with the Listing Agreement entered with the Stock Exchanges.

The Board of Directors has appointed Mr. P. N. Auld, Chief Executive Officer as a 'Manager' of the Company pursuant to the provisions of the Companies Act, 1956, for a period of three years w.e.f. 1st May 2011. Members approval is sought for his appointment and the payment of remuneration which may be in excess of the limits prescribed under the Companies Act, 1956, as mentioned in Item No.11 of the Notice of the Annual General Meeting. The appointment and remuneration is also subject to the approval of the Central Government.

13. Auditors

The Auditors, M/s. N. M. Rajji & Co., Chartered Accountants, retire and are eligible for reappointment. It is proposed to reappoint the Auditors to hold office up to the conclusion of the Annual General Meeting for the year ending 31st March 2012.

14. Statutory Information

A. Fixed Deposits

During the year under review, the Company has not accepted any fixed deposit from the public. As on 31st March 2011 there were no deposits which were unclaimed and due for repayment.

B. Particulars of employees

The particulars of employees as required to be disclosed in accordance with the provisions of Section 217(2A) of the Companies Act, 1956, and the Companies (Particulars of Employees) Rules, 1975, as amended, are annexed to the Directors' Report. However, as per the provisions of Section 219 (1)(b)(IV) of the Companies Act, 1956, the Report and the Accounts are being sent to

all members of the Company excluding the aforesaid information. The aforesaid information is also available for inspection at the Registered Office of the Company. Any member interested in obtaining such particulars may write to the Company Secretary.

C. Conservation of Energy, Technology and Foreign Exchange

The information required under Section 217 (1)(e) of the Companies Act, 1956, is not applicable to the Company.

However the Company consciously makes all efforts to conserve energy across all its operations. Foreign Exchange earnings and outgo are stated on page 70 in the notes to the Balance Sheet and Profit and Loss Account. The Company earned Rs.13.10 crores in foreign currency from retail sales through International credit cards.

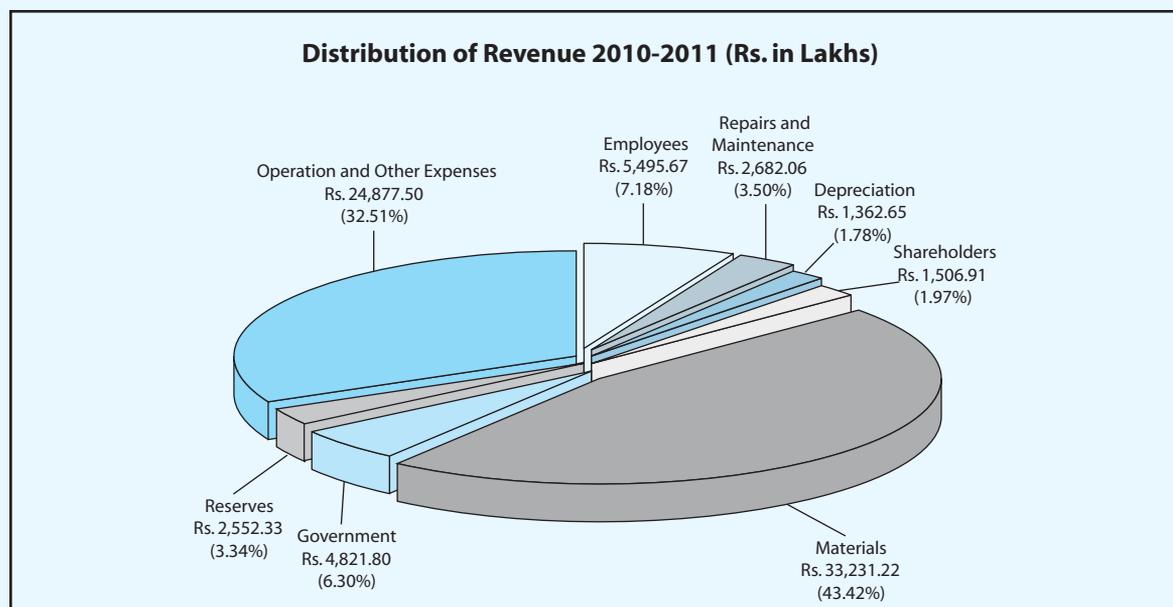
15. Acknowledgements

The Board wishes to place on record their sincere appreciation for the continued support which the Company has received from its customers, suppliers, shareholders, promoters, bankers, group companies and above all, its employees.

On behalf of the Board of Directors

F. K. Kavarana
Chairman

Mumbai, 25th May 2011



ANNEXURE TO DIRECTORS' REPORT
Disclosure pursuant to the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines, 1999

SI No	Particulars	ESOS 2009
a)	Options granted	21,825 equity shares of Rs.10/- each
b)	Pricing Formula	Rs.10/- per share at face value as approved by shareholders
c)	Options vested	21,825
d)	Options exercised	21,825
e)	Total number of shares arising as a result of exercise of option	21,825
f)	Options lapsed (as at 31 st March 2011)	Nil
g)	Variation of terms of options	There has been no variations in terms of options
h)	Money realised by exercise of options	Rs. 2,18,250/-
i)	Total number of options in force (as at 31 st March 2011)	Nil
j)	Employee wise details of options granted to	
	i) Senior Management Personnel;	N N Tata - Managing Director - 10000 Options P K Anand - V.P Operations - 1250 Options P Venkatesalu - C F O - 1250 Options
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during the year;	None
	iii) Identified employees who were granted option during any year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	None
k)	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	Diluted EPS: Rs. 19.60
l)	i) Method of calculation of employee compensation cost	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for options issued. The stock based compensation cost as per the intrinsic value method for the year ending 31 st March 2011 is Rs. 22.68 lakhs.
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options	Had the fair value method been used the employee compensation cost would have been lower by Rs. 0.68 lakhs.
	iii) The impact of this difference on profits and on EPS of the company	Had the fair value method been used, in respect of stock options granted, Profit after tax would have been higher by Rs.0.68 lakhs and the basic and diluted earnings per share would have been higher by Re.Nil & Re.Nil respectively.
m)	Weighted average exercise price and weighted average fair value	NA
n)	Fair value of Options based on Black Scholes methodology	487.59
	Assumptions	
	Risk-free rate	4.69%
	Expected life	1.125
	Expected volatility	58.79%
	Expected dividends	Rs. 5.50 per share
	Closing market price of share on date of option grant	Rs. 502.30

Expected dividends - are as per last year dividend declared.

MANAGEMENT DISCUSSION AND ANALYSIS

The economic backdrop continued to be an important factor impacting the performance of Companies across sectors including organized retail. Following the slowdown in the prior two years, consumer sentiment and business confidence registered a significant improvement in the first three quarters of the Financial Year 2010-11, and a host of sectors including Auto, IT services and NBFC's witnessed continued strong off take. The collateral damage to growth following the global financial crisis in 2008 and thereafter, has been more limited and better contained than was earlier expected. Further, the industry numbers seemed to have been aided by both monetary and fiscal stimulus measures of the Government following the crisis. Nevertheless, inflation has become an important concern area since the last financial year and double digit inflation across categories and especially in essential household consumption items has meant that the Reserve Bank of India has been compelled to increase the benchmark interest rates at a faster pace and to a much higher level than was seen warranted or expected earlier.

As observed in prior years, the organized retail space in the first decade of this century was viewed as offering enormous potential for growth. However, post FY08 the industry witnessed a sharp moderation in expectations with most retailers across formats facing significant headwinds in terms of like-for-like growth, and challenge to viability of stores at rentals contracted during FY07 and FY08. While the same store sales growth was impacted during this period, nevertheless the slowdown had some positive consequences especially from real estate and talent availability perspectives. Following the pronounced slowdown, the industry witnessed a modest recovery in FY09-10, especially in the second half. This recovery gathered further momentum in the first three quarters of FY10-11 and yielded strong double-digit like-for-like growth across most credible retail formats. The recovery also meant that key business Groups with interest in the organized retailing have since revived their expansion plans shelved during the prior economic slowdown. It has been interesting to note that the play-out has been markedly divergent across incumbent retailers:

- the larger players with more robust retail offerings and business model recovered from the slowdown and have registered handsome growth in the recent quarters; though the focus has shifted from pursuing just aggressive revenue growth to a phase where profitability and cash flow are also receiving as much attention;
- the weaker players with less compelling retail offerings and especially those also burdened with significant financial leverage have either shut operations or continue to be severely constrained. Several retailers that fall in this category have continued to shrink in the recent quarters and have been unable to bounce back on the back of the overall economic recovery.

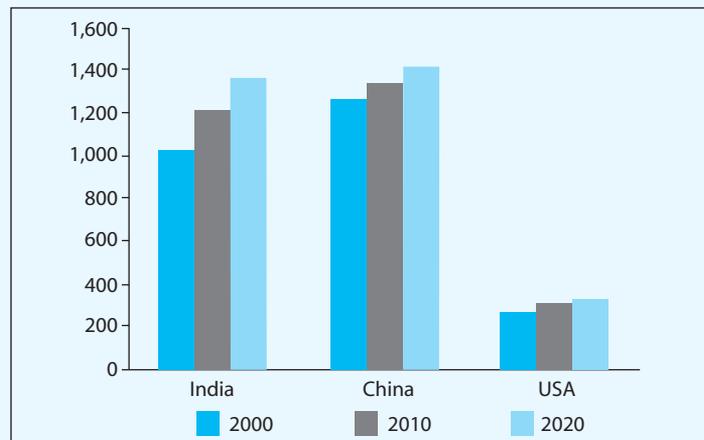
This play-out has reinforced our belief that building a long term sustainable business model is of paramount importance. And only those retailers with more robust format offerings would be in a position to take advantage the enormous potential for growth offered by the Indian economy.

Near term issues notwithstanding, the organized retail opportunity in India continued to attract significant interest from both large Indian business houses and multinational retailers. It is our continued belief that over the medium to long term, most of the earlier arguments in favour of the sector (demographics, penetration of organized retail and consumer profile) continue to be valid. Consider the following:

- **Demographic dividend and augmented domestic consumption:** India's population of over 1.2 billion, the second largest population in the world after China, continues to grow at over 1.3% per annum adding a number each year equivalent to the total population of some of the developed countries. In both China and India, the population has grown significantly over the past decade. But India's population growth (16%) vs. China's (5%) makes it likely that India will replace China as the world's most populous

country in the next 15 years. India benefits from a large youth population that is being increasingly well absorbed into the workforce.

Population in million



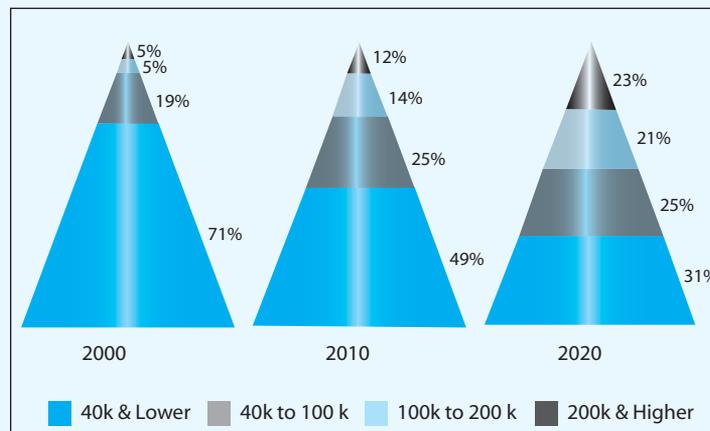
Source: UN Population Division

Of this, India’s urban population is estimated to be in the region of 300 million people. Urban population represents the highest potential from an organized retail perspective and is concentrated largely in the top 180 cities, with the remaining population in about 5,000 urban centers. Urban consumption has been repeatedly cited as the primary growth driver across sectors, and in many respects the following underlying trends seem to confirm this hypothesis:

1. A more evolved consumption basket vis-à-vis the non-urban population, with higher proportion of spend towards housing, travel, apparel and medical needs;
2. Higher & growing proportion of people in middle and upper income classes as illustrated in the following chart;
3. Superior and improving performance of the urban population in terms of ‘quality of life’ measures including infant mortality, birth rate and death rate.

Growing Middle & Upper Classes

% of Households and Annual Income



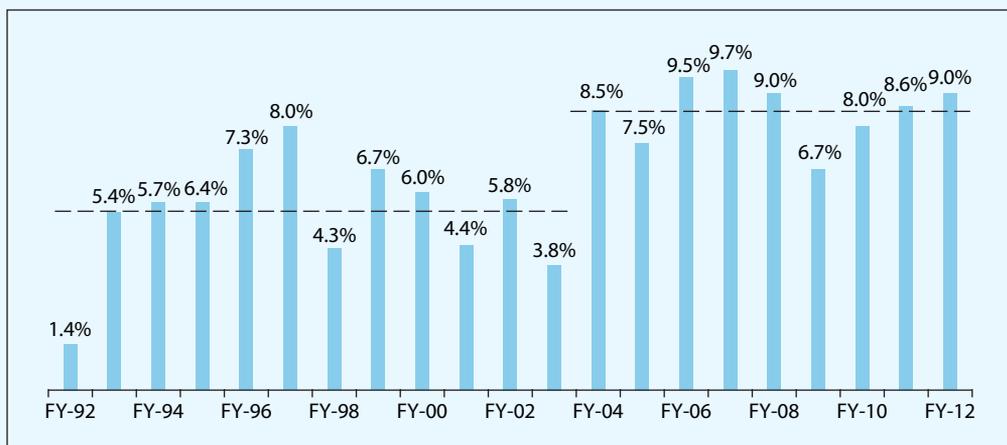
Source: NCAER

The play-out of the above trends has largely been aided by the services and industrial sectors, which have led the underlying GDP growth over the past decade. These trends look set to continue, and should also continue to aid increase in consumption levels over the medium term.

Further, empirical evidence from other countries like China and Brazil indicates that discretionary household spending tends to significantly take-off when per-capita income increases beyond certain thresholds. Observers note that per-capita income of US\$3000 is one such possible threshold – incidentally China crossed this level in the early 2000s and India is estimated to have crossed this level in purchasing power parity terms last year.

- **Economic growth:** Economic growth in India has registered a robust recovery post FY08-09 with the actual outcome in FY10-11 estimated to be marginally better than earlier expectations and significantly positive vis-à-vis the developed countries. The GDP growth in India continues to be significantly positive, and has averaged at 8.5% p.a. in the period since 2004 and compares very favorably vis-à-vis the FY92 to FY03 average of 5.4% p.a. India is one of the fastest growing economies in the world and the nominal private final consumption expenditure is expected to increase by about four times to over US\$ 3.5 trillion in 2020 from the current level. Demographics are expected to be a significant factor impacting growth over the next decade and consequently facilitating increased penetration of organized retailing.

Trends in GDP growth % (YoY)

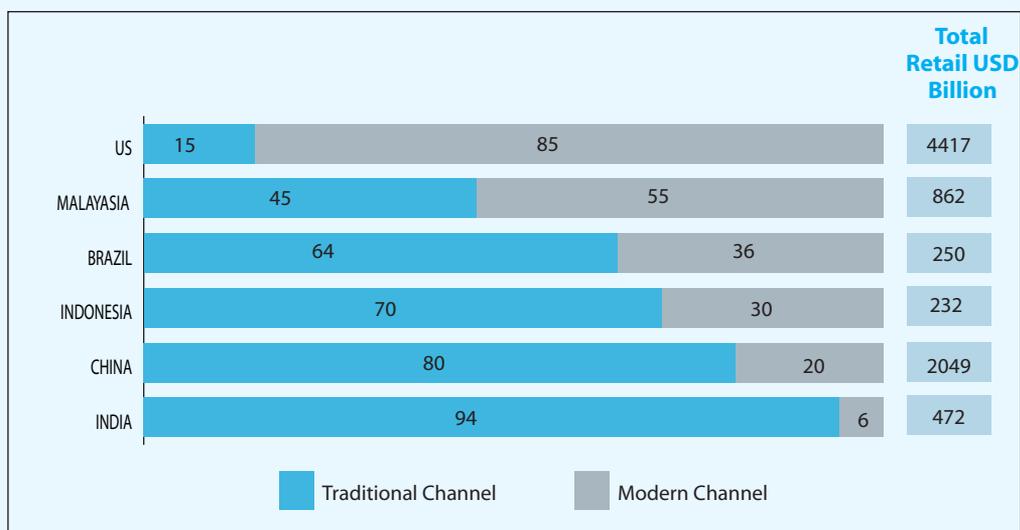


Source: CSO/ EAC Economic Review

- **Growing organized retail penetration footprint:** The penetration level currently is estimated to be in the region of 6.5% and is the lowest amongst even emerging market economies of any consequential size. The trend in the last decade points to continued increase in the share of organized retail and is expected to accelerate further in the coming years given the following drivers:

 - Growing middle class with greater disposable income; with a large number of young people becoming a part of the work force each year;
 - Availability driven adoption – with both incumbent Indian retailers and foreign retailers (subject to FDI regulations in multi-brand retail) executing/ planning substantial store rollouts across the country;
 - Greater financial inclusion and easy availability of credit as the banking sector expands and consciously targets financing of consumption spending.

Estimated Organized Retail Penetration %



Source: IBEF/ Analyst reports

- **Rapidly changing consumer profile and aspirational consumption:** The demographics coupled with less than 10% of the work force being directly employed by the organized sector seems to contribute to a constant shift upwards in the reference point of the average consumer – in terms merchandize aspired for and value sought. Further, the following factors/ trends are seen contributing to growth in spending overall, and particularly for organized retail over the medium term:
 - Changing family level organization/ role definitions and exposure
 - More nuclear families
 - Increase in the number of working women
 - Kids being more informed and demanding
 - Increasing exposure to and influence of cosmopolitan media; consequent adoption of Western values and markedly higher brand consciousness.
 - Easier availability of jobs (especially Outsourcing & IT related); BFSI & related employment is expected to increase to over 12 million in the coming decade from about 3 million currently.
 - Increased availability of credit/ social acceptance of consumption aided by borrowings; it is estimated that about 13% of the people in urban cities are currently making monthly payments for loans.

Organized retail's structural challenges:

There are nevertheless a few structural challenges to the growth of organized retail in India as discussed in brief below:

- **Real estate availability:** There has been much written about over supply of retail mall space, but the ground level situation for retailers is quite to the contrary. The issue is of non-availability of retail space especially for larger formats in terms of:
 - desirable location
 - acceptable scheme and access
 - sustainable economics

Also, retail developments in retailer friendly locations are difficult to come by given the relative attractiveness of alternate use developments say residential apartments.

- **Regulations & taxation:** The regulatory framework at the ground level is complex and is a serious stumbling block to growth in many respects. For instance:
 - most of the operational compliance requirements for organized retail are a State subject and consequently there is no uniformity. The applicable regulations like APMC in various States for instance prevent dis-intermediation whereby the retailer could consider sourcing directly from the farmer for instance and pass on the benefit of lower sourcing cost to customers.
 - current state of indirect tax regulations seriously challenges the economics of many retail formats – given the applicability for instance of VAT, Service Tax on rentals and excise on branded garments (introduced in the recent budget) coupled with no setoffs.
- **Supply chain infrastructure and logistics:** The logistics industry is itself in a nascent development phase in India and is ill-equipped to support especially sourcing and movement of a very large number of SKU's efficiently. This backdrop has meant that the retailers have had to tackle this activity in-house and have borne the down-side of related dis-economies.

The above structural challenges notwithstanding, we firmly believe the longer term opportunity in the organized retail space in India continues to be sizeable and attractive.

Organized retail industry in FY10-11

In our view, during the financial year under review the key factors that impacted the performance of the organized retail industry in India were:

- the near term consumption triggers
- supply chain issues and cost pressures (including taxes)
- the state of the retail real estate market and
- the intensity of micro market competition

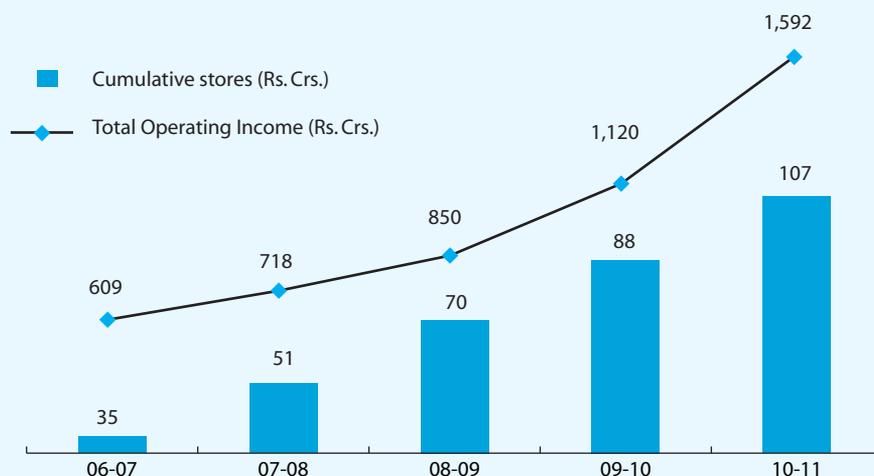
With varying degrees of impact the retailers in India have witnessed during the Financial Year 2010-2011:

- a) Improved consumer confidence and consequently better off take especially during the first three quarters; the fourth quarter and thereafter consumer spending is possibly getting impacted by a lower level of discretionary household budget given the pronounced inflation witnessed in essential categories coupled with sharply higher borrowing costs.
- b) Significant operating cost pressures including in respect of merchandise inputs (yarn prices for instance registered over 30% increase on a year on year basis), wages, electricity and common area maintenance.
- c) The imposition of 10% excise duty on branded garments and the consequent disruption of supply chain given both the protests seeking withdrawal of the charge and the operational compliance formalities for branded apparel manufacturers.
- d) The expected increase in rentals involved in taking up of additional real estate for expansion especially in the backdrop of most key participants in the organized retail industry having revived their respective expansion plans and this coupled with a limited pipeline of acceptable retail real estate developments. The limited pipeline of developments is in turn explained for the most part by:

- attractiveness of alternate developments like residential apartments;
 - the operational difficulties in managing retail malls/shopping centres; and
 - importantly the significant liquidity squeeze faced by the real estate sector given the RBI policy.
- e) Higher intensity of competition in certain micro market due to pronounced clustering of retailer presence with similar offerings.

These macro observations have applied, though with varying emphasis to the predominant retailing formats (Westside, Landmark & Star Bazaar through respective subsidiaries) managed by the Company. In aggregate the Company registered encouraging growth, with consolidated income from operations increasing from Rs 1,120 crores in FY09-10 to Rs 1592 crores in FY10-11, an increase of over 42%.

Consolidated income from operations (Rs Crores)



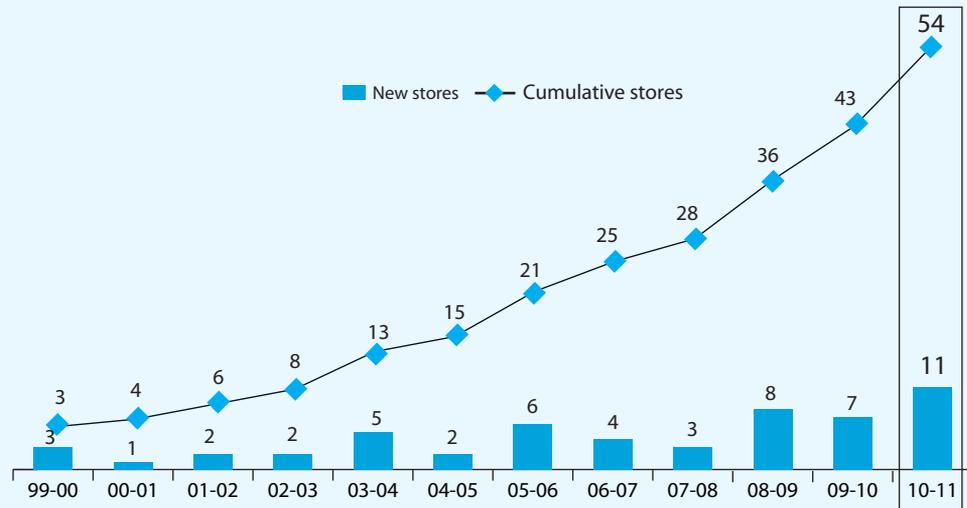
OPERATIONS – WESTSIDE

The Westside stores, the predominantly private label fashion apparel format, continues to be the mainstay of the retailing business of the company. This format over the years has been rolled out across the country and currently covers over 33 cities.

In the year under review, eleven new stores were opened – Mangalore (City Centre Mall), Kanpur (Z Square Mall), Chandigarh (Tricity Mall), Chennai (Express Avenue Mall), Bangalore (Innovation Mall), Delhi (Ambience Mall), Aurangabad (Prozone Mall), Coimbatore (Brookefields Mall), Jabalpur (Samdariya Mall), Hubli (Max Mall) and Goa (Caculo Mall).

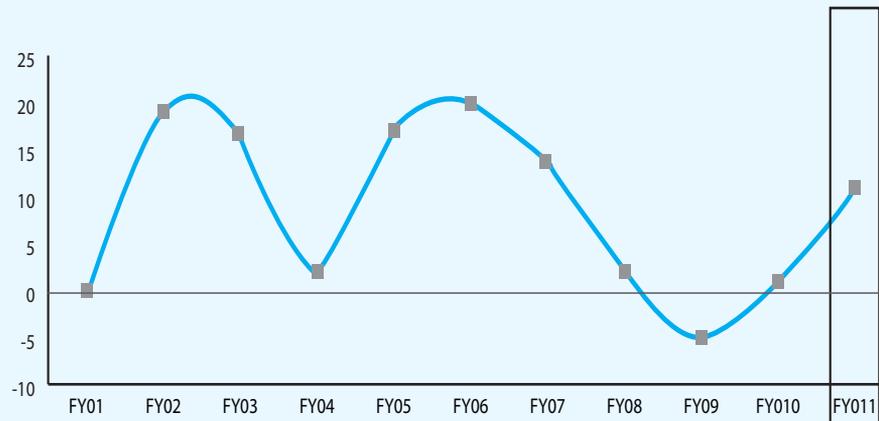
In the first quarter of the current financial year three further stores have been opened in Bhopal (DB Mall), Mumbai (Infinity Mall – Malad) and Varanasi (Dhanushree Complex), taking the total number of operational Westside stores to 57.

Number of Westside Stores



During FY10-11, as can be observed from the above chart the Company recorded eleven new store openings – being the highest in any year since the inception of this format. In many respects, this was facilitated by the pipeline of acceptable retail real estate at more reasonable rates and contracted mostly during the economic slowdown. The conviction of the Board and the management on the attractiveness of the Westside format as a business model was one of the primary reasons to continue expansion of the chain during the earlier slowdown, when several peers had otherwise scaled down their roll-out plans. Further, during the year under review, the like-for-like sales growth of Westside stores was encouraging, especially in the first three quarters.

Westside Stores – Like for Like Sales Growth



As in the previous years, we continue to take the following approaches in operating and expanding this format:

- **Private label vs branded merchandize:** We continue to emphasize the role of private label merchandize and Westside is ranked in the top quartile in terms of proportion of private label merchandize to overall

revenues. We believe higher private label content facilitates not only realization of better margins but also affords other benefits like control over the merchandize design and quality – which should allow for a better competitive position in the medium term. At the same time, the intent is to make the offering complete and collectively more attractive through the inclusion of select brands that account for upto 15% of the overall merchandize range on offer.

- **Size of Westside stores:** We vary the size of planned Westside stores based on various factors including the immediate micro-market, mall vs standalone presence and leasehold economics. However, empirical evidence seems to suggest a size not exceeding twenty thousand square feet selling area is preferable (unless the location on offer was seen to be highly attractive and as an exception), since lifestyle department stores much larger in area face viability issues and consequently limit the geographies that can be viewed as markets. At the same time, the attempt is to ensure that there is a credible range on offer for the stores to be attractive destinations for shopping.

Further, during the period under review, we have continued to emphasize improving the efficiency of our supply chain to effectively replenish our store network and significantly improve merchandize availability levels in stores. While we seek to exercise restraint on costs, we have consciously chosen to invest in areas like significantly refurbishing the look and feel of certain stores in the portfolio, (on lines of he Army Navy Westside store in South Mumbai) a more robust operations organization and a warehouse management system. We believe incurring of these additional costs on the above initiatives is warranted especially from a long term business model sustainability perspective, and we expect to realize tangible benefits over the medium term.

In the period under review, there have been cost pressures across line items including:

- sharply higher merchandize input costs given the rally in commodity prices;
- increase in wage bill (with minimum wage levels witnessing sharp increase in several States); also fueled by improved hiring sentiment across industries;
- higher energy costs in States like Maharashtra and escalating Common Area Maintenance charges in select malls; and
- increase in tax costs (service tax on rentals, higher VAT in most States and the 10% excise on branded garments).

These pronounced cost pressures across several line items and the significant inflation levels in various categories in the recent quarters is increasingly a cause for concern.

Inflation Trend (CPI – YoY %)



Source: CSO, RBI

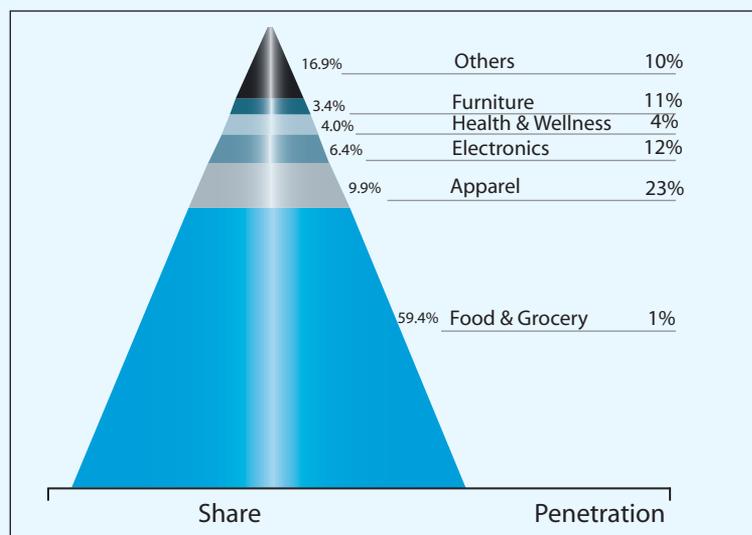
In summary, despite various challenges, including the earlier economic slowdown and the recent cost pressures, Westside as a format continues to be profitable and as stated previously, the intent is to further scale up presence by opening as many new stores in the near to medium term, subject to availability of acceptable retail locations and estimated viability of economics at the store level.

OPERATIONS – STAR BAZAAR

Star Bazaar, the discount hypermarket format, has continued to receive augmented commitment of resources in the period of review, and there are now eleven operational stores three in Mumbai (Andheri, Dahisar & Thane), three in Bangalore, and one each in Ahmedabad, Aurangabad, Surat, Pune and Chennai]. Each Star Bazaar is modeled to be a one stop shop offering a wide range of products including fresh foods – fruits, vegetables & non vegetarian products, dairy, home care, health and beauty products, apparel, home décor, gifts and household items. During the year under review, the like-for-like sales growth of Star Bazaar stores continued to be strong at 20%.

Consistent with the commentary in last year’s report, the company continues to view food and grocery (F&G) retailing as a substantial opportunity, which is worthy of being seriously pursued in the medium term. F&G remains one of the largest categories and is estimated at around 60% of consumer spending.

Share of spend and organized retail penetration



Nevertheless, given the significantly lower gross margins on F&G vis-à-vis other merchandize (and therefore formats), the need to evolve a economically viable business model is viewed to be critical. The performance of the Star Bazaar business over the last two years continues to be encouraging and has aided the pursuit of the stated expansion plans with greater conviction. Nevertheless, this business continues to incur operational losses, especially on account of the under absorption of shared services and corporate costs. Also, we believe this trend would continue until the business reaches a critical mass over the next few years.

The Star Bazaar business was transferred to Trent Hypermarket Limited, a wholly owned subsidiary, as part of the portfolio reorganization exercise with effect from 1st August 2008. The independent status post the transfer, has continued to enable sharper management focus, and various alternatives for profitably scaling up operations are being pursued.

Star Bazaar Hypermarkets



Trent Hypermarket Limited has a franchise and a wholesale supply arrangement with Tesco Plc of U.K. and its wholly owned subsidiary [Tesco Hindustan Wholesaling Pvt Limited (THWPL)] in India respectively, in respect of the Star Bazaar business. The exclusive franchise agreement allows the Star Bazaar business access to Tesco's extensive retail expertise and technical capability including world class IT systems, processes and best practices in functions like marketing, stock management, retail information systems, supply-chain infrastructure and front-end services to drive the growth of hypermarket business. Under the wholesale supply arrangement, Star Bazaar also sources merchandise from Tesco's wholesale cash-and-carry business in India, benefiting from Tesco's sourcing capability and supply chain expertise. Given concerted efforts from both teams, a significant share of merchandise retailed across Star Bazaar stores is now being sourced by THWPL.

Consistent with the commentary in previous reports, the plan and key initiatives in respect of the Star Bazaar format include:

- The intention to scale up the number of stores in the country to about 50 over the medium term. The pace of roll-out is hindered primarily on account of slower than expected pace of delivery of signed properties by developers and we see this to be a continuing challenge even going forward.
- Large box format – as with the existing store portfolio, the intent in the medium term is to continue to focus on rollout of Star Bazaar stores with a footprint in the region of fifty thousand square feet, especially given the need to contain per square foot rentals. Further, as a conscious strategy additional square footage has been secured in select locations in order to facilitate sub-lease to adjacent retail offerings and improve realization.
- Local sourcing and consumer catchment – establishing robust regional sourcing arrangements is seen to be inevitable in-order to service a chain of large hypermarkets in a profitable manner. Also, primarily from a traffic and consumer behavior perspective, we do not see 'outside city limits' stores being sustainable and hence the intent is to continue to focus on the immediate hinterland of a proposed store and the catchment it affords.

- Emphasis in Star Bazaar to be on Food as well as Non-Food merchandize – this from a gross margin as well as from range availability perspective for the customer. However, we are yet to witness any material shift in mix towards non-food merchandize.
- Own label offerings – over time as the branding of the stores get entrenched, emphasis would be on increasing the contribution of ‘own label’ offerings across categories. This emphasis is also consistent with the estimated share of private label merchandize seen in the case of entrenched international retailers.

As observed earlier, though the Star Bazaar business is still a mid-sized operation, the results have broadly been in line with expectations and mostly encouraging – with existing stores reporting strong same store sales growth especially in the last two years. We see increasing visibility of scaling up this operation into a consequential and *eventually* profitable business over the next few years, aided by the strategies being pursued and the expertise accessed from Tesco through the franchise and wholesale supply arrangements. However, in the interim this business continues to warrant significant investment of capital and is expected to take a few more years before the shared services & central costs get covered by the contribution generated from stores.

OPERATIONS – LANDMARK

Landmark stores – the books plus music, toys and furnishing format – are managed by a subsidiary of the company, Landmark Limited. As of date, there are 26 operational stores across the country including airport and hotel stores. FY10-11 again proved to be a difficult year for Landmark from an operating perspective.

Landmark recorded a 15% growth in total income to Rs 262 crores (Rs 227 crores in FY09-10) during the period under review, and the profit before tax was Rs 1.07 crores (loss Rs 1.61 crores in FY09) primarily due to the underperformance of select stores, muted same store sales growth, one time charges relating to rationalization/ shifting of certain stores and significantly, part monetization of a freehold property. Like in the previous year, in-store initiatives to generate additional income like for promotional display, coffee shop fees etc. pursued by Landmark helped offset the cost pressures in part.

The following is brief discussion of the principle factors contributing to the reported performance:

- Decline of the music category wherein digital downloads have for the most part become the norm, including through mobile phone platforms;
- Under performance of select mature stores vis-à-vis expectations; the key contributing factors include the opening of a competing mall location in the relevant Chennai micro-market, internal supply chain challenges given legacy IT systems and timely merchandize availability issues at the store level;
- Under performance of select large box new stores, as these stores are taking longer to reach break-even sales volumes; key contributing factors include slow ramp-up of immediate mall occupancy, operational mall maintenance and timely merchandize availability issues;
- Costs incurred on the rationalization of store area in one of the Bangalore stores;
- On the other hand encouraging off-take of certain new categories of focus like gaming, sports merchandise and select tech-accessories; also, the part monetization of a freehold property significantly assisted reported performance.

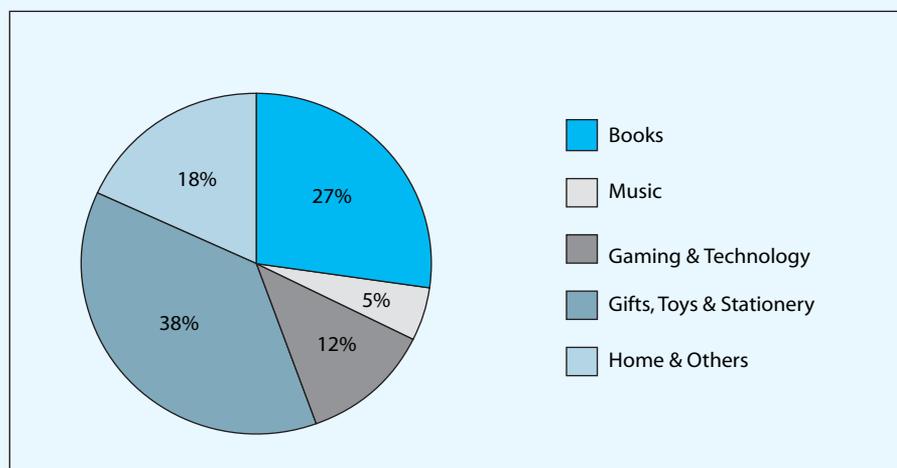
Key observations and intent on approach in respect of the Landmark format:

- As a retailer of books, Landmark has maintained its leadership (in value terms) and continues to offer the largest collection of books in the country with over 100,000 titles in each of the larger stores;

Further, in order to address the growing market for books through the internet, the Company is investing in a significantly refurbished and improved online offering through “landmarkonthenet.com”;

- Structural changes have been concluded to address the issue of non-viable stores in Tier 2 locations and the results on this front have been mostly positive; also, the gaming and tech zones introduced in select Landmark stores have witnessed an encouraging response from customers and we believe this would be a significant growth window over the medium term.
- Music as a category is de-growing consequent to increasing access of such content through other channels; in this context Landmark has been consciously introducing newer categories like gaming, technology accessories and sports merchandize. Also, it is relevant to observe that Landmark already derives its income from a wide mix of categories as depicted in the chart below, and is consequently less exposed to the risk of systemic de-growth in categories like music and to a lesser extent in books.

Landmark’s FY10-11 Revenue Mix



- Other than as exceptions in select Tier 1 locations, empirical evidence suggests that “large box” presence (greater than 25000 square feet stores) with a Landmark offering may not be viable in view of:
 - the skewed rental economics vis-à-vis expected sales density; across retail formats beyond certain threshold limits of area, sales do not increase proportionately with increase in store area footprint;
 - the decline in the range of music & video titles that warrant to be on offer, given the off-take through other channels like internet and mobiles;
 - the lack of a critical mass of readers of general English books in Tier 2 locations.

Hence, the intent is to concentrate presence in Tier 1 cities in the near to medium term and also optimize store size to ensure realization of a fair return on investment.

Overall, we believe the Landmark format would prove to be sustainable over the medium term with steps being taken to:

- grow existing & select new categories with significant growth headroom;
- optimize store sizing, merchandize range and look & feel;
- improve timely availability at the store level of relevant merchandize;
- build an adequate supply chain infrastructure and a more robust & scalable technology platform.

OTHER FORMATS, JOINT VENTURE AND TREASURY:

- **Sisley:** The Company currently operates eight small format stores under the Sisley banner, as a franchisee of Benetton in India. While the performance of these stores in the period under review continued to be negative, consequent to the efforts taken by the management to shift/ or otherwise negotiate better rental arrangements, as also better off-take for the merchandize vis-à-vis the corresponding prior period, the performance at the store level has witnessed an improvement. Nevertheless, the format is yet to turn profitable. The current franchise agreement with Benetton expires towards the end of FY11-12 and the Company is exploring various options regarding the way-forward.
- **Fashion Yatra:** The Company currently operates three stores in Mumbai (in Kalyan), Nanded and Sangli under this banner. There have been significant learnings especially with respect to customer preferences in these markets. However, the results to date have been mixed and the format is not yet profitable at this time. The intent is to continue to incubate this model in the near term and in the interim formulate a longer term strategy. This approach is seen to be warranted, as we believe that this space could afford significant headroom for growth once the format is settled.
- **Zara:** The Company has a Joint Venture (JV) with the Inditex group of Spain with a shareholding of 51% (Inditex):49% (Trent). During FY09-10 the Company had invested Rs 31.75 crores in the JV, and the first three stores have since opened - two in Delhi & one in Mumbai. The customer response has been very encouraging and the JV entity (Inditex Trent Retail India Private Limited) recorded revenues of Rs 147 crores in FY10-11. The plans are to open more Zara stores in India over the next three to four years in the major metro cities.
- **Treasury:** The Company's treasury income improved over last year on account of favourable market conditions coupled with a prudent treasury policy. From an investment perspective, the increase in interest rates prompted by higher inflation, led to better returns for the company's investments in debt instruments particularly FMPs and bank CDs. The temporary parking of proceeds from the rights issue completed during the period under review, mostly in mutual funds & CDs, prior to their deployment in operations, also in part explains the increase in treasury income. Out of the total proceeds of Rs.490 crores of the issue, Rs.168 crores, have already been utilized towards the objects of the issue.

OVERALL FINANCIAL RESULTS

On a standalone basis the Company has reported overall total income of Rs 768 crores (Rs 610 crores in FY10) for the period under review and Profit Before Tax of Rs 60.34 crores (Rs 49.8 crores in FY10). Exceptional items for the year represent provision for diminution in the value of Company's investments in the shares of a Joint Venture of the company (Trex A ADMC Private Limited) to the extent of Rs 2 crores and provision for certain disputed claims for expenses of Rs 0.84 crores. All items have been accounted, including the redemption premium on debentures issued, in a manner consistent with the applicable accounting policy of the Company and the Companies Act.

On a consolidated basis the Company has reported total income of Rs 1,629 crores (Rs 1,138 crores in FY10) for the period under review and Profit Before Tax of Rs 7.01crores (Rs 9.1crores in FY10). The operations of Westside, the Zara JV and treasury contributed positively to the results while Star Bazaar and Landmark contributed negatively during the period. The consolidated results of the Company reflect the cost of incubation of the hypermarket business (now in Trent Hypermarket Ltd) and losses in Landmark Limited. The losses incurred by the hypermarket business continued to be broadly in line with the business plan of the Company. Further, the consolidated accounts reflect the amalgamation of Optim Estates Private Limited, a 100% subsidiary of the Company prior to the Court order approving the amalgamation, with Trent Hypermarket Limited (THL) with effect from 1st April 2009.

A review of the performance of the principal formats has been covered in prior sections.

INTERNAL CONTROLS AND ADEQUACY

The Company has a defined system of internal controls for financial reporting of transactions and compliance with relevant laws and regulations commensurate with its size and nature of business. The Company also has a well-defined process for ongoing management reporting, and periodic review of businesses using the Balanced Score Card process to ensure alignment with strategic objectives.

There is an active internal audit function and is carried out partly by internal resources and the balance activity is outsourced to CA firms. As part of the effort to evaluate the effectiveness of the internal control systems, the internal audit department reviews the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

HUMAN RESOURCES

The Company believes that people are one of its greatest assets and training is an investment for organizational excellence. Availability of the right kind of talent in the retail industry has been an issue considering the nascent nature of the industry. Although attrition continues to remain high with the front end store level staff, it is marginal amongst corporate staff. However, the revival of expansion plans by multiple retailers coupled with pronounced hiring appetite has meant increased compensation pressures at all levels.

A lot of emphasis continues to be placed on training and development of store staff and also on the development of leadership skills. Further, during the year under review, the Company has taken several new initiatives to ensure that the knowledge gained is institutionalized and integrated with the processes & embedded into the relevant IT systems. As of 31st March 2011 the staff strength (including corporate staff) was 2,755 at Westside, 39 at Sisley, 141 at Fashion Yatra, 308 at Fiora, 2,215 at Star Bazaar, 1,255 at Landmark giving an overall total of 6,713 employees.

OUTLOOK

A pronounced rate of inflation and significantly higher interest rates are likely and apparent dampeners to near term performance. In fact, on a post tax basis the yield on bank deposits currently is lower than the inflation rate, implying negative real interest rates. Soaring commodity prices are likely to reduce discretionary consumer spending headroom especially as F&G prices rise (and this increase is estimated in the region of 15% over the previous year). Hence the consumption triggers are not positive at this time and there is limited visibility to improvement on this front in the near term. This coupled with the escalating costs

(especially wages, electricity and common area maintenance) and significant increase in tax charges (without inter-se setoffs) as discussed earlier imply significant challenges.

On the other hand, we are encouraged by the sustained economic growth witnessed in the recent quarters and believe the same will augur well for the organized retail industry too. The increased hiring by various sectors and consequently improved absorption of youth into the organized workforce should serve as an important positive consumption trigger.

Separately, the deterioration in availability of properties at acceptable rentals and valuations in the real estate space (with most participants in the organized retail reviving their growth plans) is a cause for concern. So we view improving the quantum and quality of our pipeline of new stores across the three formats as a challenge that we already face and are having to address. However, the property pipeline contracted during the economic downturn and in the recent quarters should still allow the opening of a number of new stores across the three formats in FY11-12, and broadly in line with the roll-out witnessed in FY10-11.

The prior observations on the near term consumption triggers notwithstanding, we continue to be very positive on the underlying case for growth of organized retailing in India over the coming decade. As observed in the previous years, the intent going forward is to continue substantially scaling up our presence and in doing so across the formats:

- Emphasize sustainable store level profitability and only scale up formats that are seen to be viable;
- Concentrate resources on substantially growing a few select formats (primarily Westside, Landmark and Star Bazaar);
- Continue to be primarily “large box”;
- Selectively commit direct investments in properties, leverage our healthy relationship with developers and the partnership with the Xander fund; and
- Leverage relationship with global retailers like Tesco and Inditex to further the profitable growth of respective formats.

RISK AND CONCERNS

- **Retail real estate availability and costs:** In FY08-09 and the first half of FY09-10, several properties came on offer to the Company due to the slowdown in expansion plans of other retailers – this is no longer the case at this time, and given that alternative end-uses are seen by developers as more attractive than developing a retail offering, new property pipeline is likely to get impacted. Separately, lease rentals in many high street locations have witnessed an increase in rates in the recent months, and may continue to remain at levels that make the locations unviable for new retail operations.
- **Talent availability :** As observed in earlier years, the availability of relevant talent at acceptable compensation levels continues to be an issue. And employing expatriates, with the attendant higher costs, becomes inevitable in certain areas due to paucity of talent as we attempt to scale up significantly.
- **Electricity availability & costs:** Electricity is one of the largest components of our costs and has increased significantly in recent years, especially in States like Maharashtra. Separately, higher power deficits in select cities has led to increased load shedding and has meant more reliance on generators, which has added to costs – our stores in Chennai and Gurgaon are a case in point.

- **Indirect taxation:** The indirect tax regime with its multiplicity of charges and levies continues to be an issue (should be addressed at least partly if and when the proposed GST regime is implemented – but even on that account both the rate and mechanics would still have material implications for our operations). The primary negatives currently are twofold: the 10% excise of branded garments which has also caused much upheaval in terms of the documentation & procedural formalities of compliance; secondly the service tax on rentals which has increased the already high cost of occupancy and the continuing litigation in various High Courts. The excise on branded garments and service tax on rentals have come as a significant financial charge to an industry which already faces pronounced challenges.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2010-2011

(As required under Clause 49 of the Listing Agreements entered into with Stock Exchanges)

1. The Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the Company and help the Company achieve its goal in maximizing value for all its stakeholders. The Company's philosophy is in line with the Tata group's long standing tradition of fair and transparent governance.

The Company has adopted the Tata Code of Conduct for its employees including the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. The Company's Corporate Governance philosophy has been further strengthened through the Tata Business Excellence Model, the Tata Code of Conduct for Prevention of Insider Trading and the Whistle Blower Policy. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the Listing Agreements entered with the Stock Exchanges.

2. Board of Directors

As on 31st March 2011, the Company has 6 directors including a Non-Executive Chairman. Out of 6 Non-Executive Directors, 3 are Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges. Mr. S. Susman has joined as a Non-Executive Independent Director on the Board of the Company with effect from 11th May 2011.

None of the Directors of the Company is a Member of more than 10 Committees or a Chairman of more than 5 Committees across all the Companies in which he is a Director.

The names and categories of the Directors on the Board, their attendance at Board meetings and at the last Annual General Meeting held during the year and the number of directorships and committee chairmanships / memberships held by them in other companies is given below. Chairmanship/ membership of Board Committees include only Audit and Shareholders/Investors' Grievance Committees.

Name	Category	No. of Board meetings attended during 2010-2011		Whether attended last AGM held on Friday, 18 th August 2010	No. of Directorships in other public limited companies	No. of Committee positions held in other companies		Number of Equity shares held as on 31 st March 2011	Number of CCPS held as on 31 st March 2011
		Held	Attended			Chairman	Member		
Mr. F. K. Kavarana (Chairman) DIN: 00027689	Non-Independent Non-Executive	8	8	Yes	9	2	4	Nil	Nil
Mr. N. N. Tata* (Vice Chairman) DIN: 00024713	Non-Independent Non-Executive	8	8	Yes	8	1	1	59,315	14,689 (Series A) 14,689 (Series B)
Mr. B. S. Bhesania** DIN: 00026222	Independent Non-Executive	8	5	Yes	-	-	-	-	Nil
Mr. A. D. Cooper DIN: 00026134	Independent Non-Executive	8	7	Yes	4	3	Nil	Nil	Nil
Mr. K. N. Suntook DIN: 00025818	Independent Non-Executive	8	6	Yes	2	Nil	1	360	80 (Series A) 80 (Series B)
Mr. Z. S. Dubash DIN: 00026206	Independent Non-Executive	8	6	Yes	1	Nil	Nil	Nil	Nil
Mr. B. Bhat*** DIN: 00148778	Non-Independent Non-Executive	8	1	NA	4	Nil	1	Nil	Nil
Mr. S. Susman**** DIN: 03503013	Independent Non-Executive	NA	NA	NA	-	-	-	NA	NA

* Resigned as a Managing Director with effect from 11th August 2010 and appointed as an Additional Director and Vice Chairman.

** Retired as a Director with effect from 18th August 2010.

*** Appointed as an Additional Director with effect from 27th September 2010.

**** Appointed as an Additional Director with effect from 11th May 2011.

Other Directorships do not include alternate Directorships, Directorships of private limited companies, Section 25 companies and of companies incorporated outside India.

The Board of Directors of the Company met 8 times during the year 2010 -2011 i.e. on 26th April 2010, 28th May 2010, 14th June 2010, 28th July 2010, 29th July 2010, 2nd September 2010, 27th October 2010 and 25th January 2011.

The gap between two meetings did not exceed four months. The required information as enumerated in Annexure IA to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board meetings.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year ended 31st March 2011 except for payment of sitting fees and Commission.

Code of Conduct:

The Company has adopted the Tata Code of Conduct for its Executive Directors, senior management personnel and other executives of the Company. The Company has received confirmations from the senior management personnel regarding compliance of the Code for the year ended 31st March 2011. The Company has also adopted the Code of Conduct for Non-Executive Directors of the Company. The Company has received confirmations from the Non-Executive Directors regarding compliance of the Code for the period ended 31st March 2011. A declaration to this effect duly signed by the CEO is annexed hereto. Both the Codes are posted on the website of the Company.

3. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The Audit Committee comprises of 4 Directors, 3 of which are Independent, Non-Executive Directors.

During the year under review, the Audit Committee of Directors met 7 times and held discussions with the statutory auditors and internal auditor of the Company concerning the accounts of the Company, internal control systems, scope of internal audit and reports of the internal auditor, compliance with accounting standards and Listing Agreement, reviewed quarterly and annual financial statements before they were submitted to the Board of Directors. The Audit Committee of Directors also reviewed the matters prescribed under Clause 49 II [D] of the Listing Agreement. At the Audit Committee meetings, the statutory auditors of the Company were invited and their findings/observations were also discussed.

The Audit Committee meetings are usually held at the Registered Office of the Company and are usually attended by the Chief Financial Officer and the General Manager – Finance & Accounts, representatives of the statutory auditors and representatives of the internal auditors. The Company Secretary acts as the Secretary of the Audit Committee.

Minutes of the Audit Committee Meetings are circulated to the members of the Board, discussed and taken note of.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Name of Members	Category	No. of Committee Meetings attended during the year 2010-2011	
		Held	Attended
Mr. A. D. Cooper, Chairman	Independent Non-Executive	7	7
Mr. N. N. Tata*	Non-Independent Non-Executive	7	3
Mr. B. S. Bhesania**	Independent Non-Executive	7	4
Mr. K. N. Suntook	Independent Non-Executive	7	6
Mr. Z. S. Dubash*	Independent Non-Executive	7	1

* Appointed as members with effect from 28th September 2010.

** Retired as a Director of the Company with effect from 18th August 2010.

Members of the Audit Committee have requisite financial, legal and management expertise.

During the year 2010-11, 7 Audit Committee meetings were held on 16th April 2010, 26th April 2010, 28th May 2010, 28th July 2010, 27th October 2010 (two meetings held on same day), and 25th January 2011. The necessary quorum was present at all the meetings.

The Chairman of the Audit Committee, Mr. A. D. Cooper, was present at the Annual General Meeting held on 18th August 2010. The Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meetings.

Whistle Blower Policy

The Board of Directors on the recommendations of the Audit Committee has approved and adopted a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach the Ethics Counselor/Chairman of the Committee of the Company and make protective disclosure about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

4. Remuneration Committee

a) Composition and Role

The Remuneration Committee of the Company is empowered to review the remuneration and commission payable to the Executive Directors and retirement benefits to be paid under the Retirement Benefit Guidelines adopted by the Board and to deal with matters pertaining to Employees' Stock Option Scheme, etc.

The composition of the Remuneration Committee and the details of Meeting held on 28th May 2010 as attended by the Directors are given below:

Name of Members	Category	No. of Committee Meetings attended during the year 2010-2011	
		Held	Attended
Mr. A. D. Cooper, Chairman	Independent Non-Executive	1	1
Mr. B. S. Bhesania*	Independent Non-Executive	1	1
Mr. F. K. Kavarana	Non-Independent Non-Executive	1	1
Mr. B. Bhat **	Non-Independent Non-Executive	1	N.A.
Mr. K. N. Suntook***	Independent Non-Executive	1	N.A.
Mr. Z. S. Dubash***	Independent Non-Executive	1	N.A.

* Retired as a Director of the Company with effect from 18th August 2010.

** Appointed as a member with effect from 14th October 2010.

*** Appointed as members with effect from 3rd May 2011.

The non-mandatory requirement of Clause 49 regarding the Remuneration Committee has been complied with by the Company as stated above.

b) Remuneration Policy

The remuneration of the Executive Directors is decided by the Board, based on the recommendation of the Remuneration Committee, within the ceilings fixed by the shareholders of the Company. The Company pays remuneration by way of salary, perquisites and allowances (fixed component), and commission (variable component) to its Executive Directors. Annual increments are decided by the Remuneration Committee with the salary scale approved by the members and are effective from 1st April annually. The Remuneration Committee decides on the commission payable to the Executive Directors on determination of profits for the financial year in terms of the provisions of the Companies Act, 1956 ('the Act').

The remuneration by way of commission to the Non-Executive Directors is distributed to them based on their attendance and contribution at the Board and certain Committee meetings, as well as time spent on operational matters other than at the meetings. The members had at the Annual General Meeting held on 8th September 2006, approved the payment of remuneration by way of commission to the non-whole time Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act, for a period of 5 years commencing 1st April 2006. The said commission is distributed amongst the said Directors in accordance with the directives given by the Board. The attention of the Members is invited to the Notice, wherein approval is sought by way of a Special Resolution for payment of commission to the Non-Executive Directors for a further period of five years commencing from 1st April 2011.

A sitting fee of Rs. 20,000/- for attendance at each meeting of the Board and Audit Committee, Rs. 10,000/- for attendance at each meeting of the Investment Committee, Remuneration Committee & Property Committee and Rs. 6,000/- for attendance at each meeting of the Shareholders'/Investors' Grievance Committee of Directors, is being paid by the Company. The sitting fees paid / payable to the non-whole time Directors is excluded whilst calculating the above limits of remunerations in accordance with Section 198 of the Act.

c) Directors' Remuneration

The Directors' remuneration and sitting fees paid / payable in the financial year 2010-11 is given below:

Non-Executive Directors

Name of the Directors	Commission for the financial year 2009-2010 paid in 2010-2011 [Rs.]	Sitting fees for attending Board and Committee Meetings for 2010-2011 [Rs.]
Mr. F. K. Kavarana	6,50,000	2,06,000
Mr. N.A. Soonawala*	6,00,000	N.A.
Mr. N. N. Tata**	N.A.	1,50,000
Mr. B. S. Bhesania***	6,00,000	1,96,000
Mr. A. D. Cooper	6,00,000	3,10,000
Mr. K. N. Suntook	5,50,000	2,60,000
Mr. Z. S. Dubash****	N.A.	1,70,000
Mr. B. Bhat*****	N.A.	20,000

* Retired as a Director with effect from 31st March 2010.

** Resigned as a Managing Director with effect from 11th August 2010 and appointed as an Additional Director and Vice-Chairman.

*** Retired as a Director with effect from 18th August 2010.

**** Appointed as an Additional Director with effect from 26th April 2010.

***** Appointed as an Additional Director with effect from 27th September 2010.

Commission for the financial year 2010-2011 to the Non-Executive Directors is payable in 2011-2012.

Managing Director

Name	Salary [Rs. Lakhs]	Perquisites & Allowances [Rs. Lakhs]	Commission [Rs. Lakhs]
Mr. N. N. Tata*	32.09	105.54	75.00 (for the financial year 2009-10)

* Resigned as the Managing Director w.e.f. 11th August 2010.

5. Investment Committee

In order to monitor and optimize returns from investments of surplus funds of the Company, the Board of Directors had constituted an Investment Committee of Directors. The Investment Committee comprises of 4 Directors viz. Mr. F.K. Kavarana, Mr. N. N. Tata, Mr. K.N. Suntook and Mr. Z.S. Dubash (appointed w.e.f. 28th September, 2010). Mr. F. K. Kavarana is the Chairman of the Committee.

During the year under review, the Committee met twice on 27th October 2010 and 23rd December 2010 to review the investments made by the Company and its subsidiaries and to recommend to the Board any new investments to be made by the Company.

6. Property Committee

The Board of Directors had constituted a Property Committee comprising of 2 Directors viz. Mr. N. N. Tata and Mr. Z. S. Dubash.

During the year under review, the Committee held one meeting on 13th December 2010.

7. Shareholders' / Investors' Grievance Committee

For redressal of Shareholders' and Investors' complaints/grievances, the Board had constituted a Shareholders'/Investors' Grievance Committee.

During the year under review, one Shareholders'/Investors' Grievance Committee meeting was held on 12th August 2010.

The composition of the Shareholders'/Investors' Grievance Committee and the details of Meetings attended by the Directors are given below:

Name of Members	Category	No. of Committee Meetings attended during the year 2010-2011	
		Held	Attended
Mr. F. K. Kavarana, Chairman	Non-Independent Non-Executive	1	1
Mr. B. S. Bhesania*	Independent Non-Executive	1	1
Mr. B. Bhat**	Non-Independent Non-Executive	1	N.A.

* Retired as a Director with effect from 18th August 2010.

** Appointed with effect from 28th September 2010.

The Company Secretary acts as the Secretary of the Shareholders'/Investors' Grievance Committee.

[a] Name and contact details

of Compliance Officer : Mr. M. M. Surti,
Company Secretary

Corporate Office : Trent Limited
Trent House, 10th Floor, G- Block, Plot No. C-60,
Beside Citi Bank, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Tel: 022-67009000
Fax: 022-67008100
Email Id for correspondence: investor.relations@trent-tata.com

- [b] Details of complaints received from SEBI/Stock Exchanges and redressed during the year 2010-2011:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	39	39	0

- [c] No. of pending share transfers / requests for dematerialization of shares as on 31st March 2011 is 26 (twenty six), which have subsequently been approved.

8. Subsidiary Companies

Landmark Limited and Trent Hypermarket Limited are the material non-listed Indian subsidiary companies of the Company. Mr. A. D. Cooper, an Independent Non-Executive Director is on the Board of Landmark Limited and Trent Hypermarket Limited.

The Audit Committee reviews the financial statements, particularly, the investments made by the Company's non-listed subsidiary companies. Attention of the Directors of the Company is drawn to all significant transactions and arrangements entered into by the subsidiary companies.

9. General Body Meetings

Location and time, where last three Annual General Meetings were held:

Annual General Meeting (AGM)	Date	Time	Venue
56 th AGM	27 th August, 2008	3.30 p.m.	Bombay House Auditorium, Bombay House, 24, Homi Mody Street, Mumbai - 400 001
57 th AGM	14 th August , 2009	3.30 p.m.	Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai- 400 020
58 th AGM	18 th August, 2010	3.30 p.m.	

All resolutions moved at the last Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting.

The following are the special resolutions passed at the Annual General Meeting held in the last three years.

AGM Held on	Special Resolution passed	Summary
27 th August 2008	No	N. A.
14 th August 2009	Yes	Alteration in the Articles of Association of the Company under Section 31 of the Companies Act, 1956.
18 th August 2010	Yes	Change in place of keeping Registers and Records

10. Disclosures

- [a] Transactions with the related parties are disclosed on Page 72 in Note 22 of the Notes on the Balance Sheet and Profit and Loss Account in the Annual Report.
- [b] A statement in summary form of transactions with related parties in the ordinary course of business has been periodically placed before the Audit Committee.
- [c] The Company has no material individual transactions with related parties, which are not in the normal course of business.
- [d] Details of material individual transactions with related parties or others, which are not on arm's length basis are placed before the Audit Committee together with management's justification for the same.
- [e] There has been no instance of non-compliance by the Company on any matter related to capital markets, during the last three years. No penalties or strictures have been imposed by SEBI, the Stock Exchange or any statutory authority on the Company.
- [f] The Company has fulfilled the following non – mandatory requirements as prescribed in Annexure I D of Clause 49 of the Listing Agreement with the Stock Exchanges.
 - (i) The Company has set up a Remuneration Committee, details of which have been given earlier in this Report.
 - (ii) The Company has adopted a Whistle Blower Policy and has established necessary mechanism in line with Clause 7 of Annexure I D to Listing Agreement with the Stock Exchanges, for employees to report concerns about unethical behaviours. No person has been denied access to the Audit Committee.
- [g] The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India and as prescribed under the Companies Act, 1956.
- [h] The Company has laid down a process of assessing risk management. The scope of Audit Committee includes review of Company's financial and risk management policies.
- [i] The Company discloses to the Audit Committee the uses / applications of funds raised through preferential issue and rights issue, on a quarterly and annual basis as a part of their declaration of financial results.

11. Means of Communication

The annual, half-yearly and quarterly results are posted by the Company on the Tata website www.tata.com and on the Company's website www.mywestside.com.

These are also submitted quarterly to the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, in accordance with the Listing Agreement and published quarterly in leading newspapers like the Business Standard, Free Press Journal, Navshakti and Jame-e-Jamshed giving adequate coverage of the financial results.

Whenever applicable, the Company also displays official news releases and meets the institutional investors/analysts.

Management Discussion and Analysis Report forms part of the Annual Report.

12. Secretarial Audit for Reconciliation of Capital

A qualified Practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

13. General Shareholder Information

Annual General Meeting:	
Date and Time	5 th August 2011, at 3.00 p. m.
Venue	Walchand Hirachand Hall, 4 th Floor, Indian Merchants' Chamber, IMC Building, IMC Marg, Opposite Churchgate Station, Churchgate, Mumbai – 400 020.
Date of book closure	20 th July 2011 to 22 nd July 2011(both days inclusive).
Listing on Stock Exchanges	The Bombay Stock Exchange Limited and The National Stock Exchange of India Limited.

As required under Clause 49 of the Listing Agreement, particulars of Directors seeking appointment/ re-appointment are appended to the Notice of the Annual General Meeting to be held on 5th August 2011.

Financial Calendar : Year ending 31st March

The Company has paid annual listing fees to the Bombay Stock Exchange Limited and to the National Stock Exchange of India Limited for the financial year 2011-2012.

Stock Code:

Stock Code	BSE	NSE
EQUITY	500251	TRENT EQ
CCPS A	710051	TRENT Q1
CCPS B	710052	TRENT Q2

NSE - NCDs
TRE15
TRE17

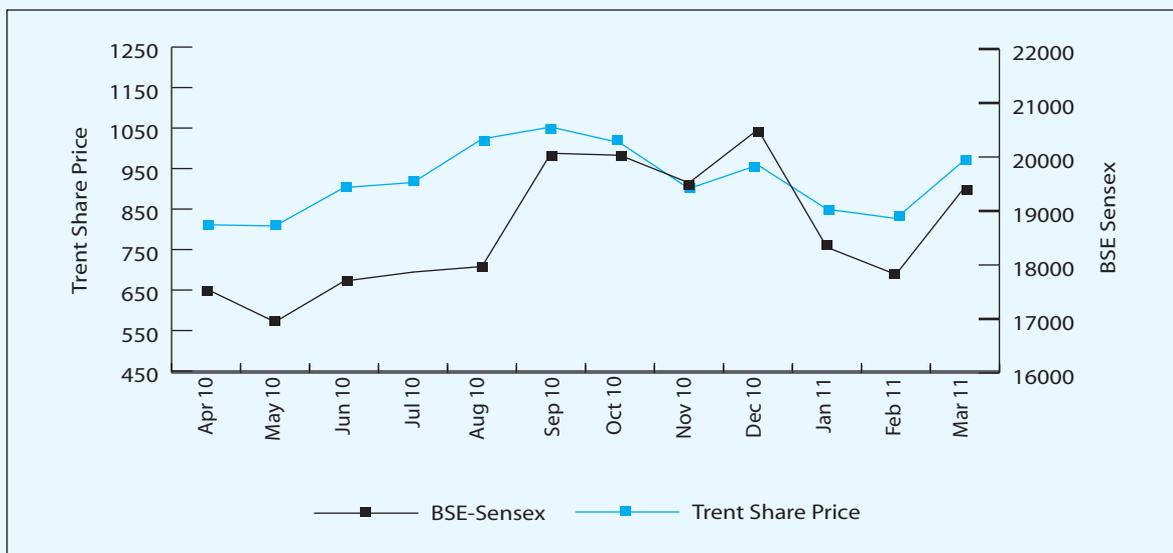
Market Information

Market price data- Monthly high/low of the closing price and trading volumes on BSE/NSE depicting liquidity of the Company's equity shares on the said exchanges is as under:

Month	BSE			NSE		
	High [Rs.]	Low [Rs.]	No. of Shares Traded	High [Rs.]	Low [Rs.]	No. of Shares Traded
April 2010	832.50	790.25	118210	830.50	792.25	170729
May 2010	826.10	786.60	76139	826.95	788.00	169787
June 2010	908.20	810.35	188708	909.60	810.55	164705
July 2010	1128.85	899.05	802555	1128.24	900.20	1236358
August 2010	1072.60	845.50	2262103	1069.65	845.15	3977486
September 2010	1166.65	1043.35	799868	1167.45	1041.85	1851359
October 2010	1055.80	979.10	392207	1055.50	982.35	774359
November 2010	1042.80	900.50	182641	1039.45	899.85	317112
December 2010	958.60	870.00	335042	963.75	867.35	880877
January 2011	945.55	849.65	155757	947.55	845.50	152963
February 2011	844.75	764.15	243773	841.90	768.00	260564
March 2011	971.65	805.80	394297	942.65	811.90	670533

(Source: The information is compiled from the data available on the BSE & NSE Websites.)

Performance of Share Price of the Company in comparison to the BSE Sensex



Registrar and Transfer Agents:

Members are requested to correspond with the Company's Registrar & Transfer Agents- TSR Darashaw Limited (formerly Tata Share Registry Limited) quoting their folio no./DPID Client ID no. at the following addresses :-

- (i) For transfer lodgement, delivery and correspondence:

TSR Darashaw Limited
Unit: **TRENT LIMITED**
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E Moses Road, Near Famous Studio,
Mahalaxmi, Mumbai – 400 011.

Tel : 022-6656 8484
Fax: 022- 6656 8494
E-mail : csg-unit@tsrdarashaw.com
website : www.tsrdarashaw.com

- (ii) For the convenience of investors based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSR Darashaw Limited (TSRDL):-

- | | |
|---|---|
| 1. 503, Barton Centre, 5 th Floor,
84, Mahatma Gandhi Road,
Bangalore - 560 001
Tel : 080-25320321
Fax : 080-25580019
E-mail : tsrdlbgang@tsrdarashaw.com | 2. Bungalow No.1, "E" Road,
Northern Town, Bistupur,
Jamshedpur – 831 001
Tel : 0657-2426616
Fax: 0657-2426937
E-mail : tsrdljshr@tsrdarashaw.com |
| 3. Tata Centre, 1 st Floor,
43, Jawaharlal Nehru Road,
Kolkata – 700 071
Tel : 033-22883087
Fax : 033-22883062
E-mail : tsrdlcal@tsrdarashaw.com | 4. Plot No.2/42, Sant Vihar,
Ansari Road, Daryaganj,
New Delhi – 110 002
Tel : 011-23271805
Fax : 011-23271802
E-mail : tsrdldel@tsrdarashaw.com |

Agent : Shah Consultancy Services Limited,
3, Sumathinath Complex, Pritam Nagar,
Akhada Road, Ellis Bridge,
Ahmedabad - 380 006
Telefax: 079-2657 6038
E-mail: shahconsultancy8154@gmail.com

Share Transfer System : Share Transfers in physical form can be lodged with TSR Darashaw Limited at the above mentioned address or at its branch offices, addresses of which are available on its website.

The Transfers are normally processed within 15 days from the date of receipt, if the documents are complete in all respects. The Directors of the Company or the Company Secretary are severally empowered to approve transfers.

Distribution of Shareholding as on 31st March 2011:

Sr. No.	Range (Value)	Holding	Amount (Rs.)	% to Capital	No. of Holders	% to total Holders
1	1 to 500	29,24,748	2,92,47,480	14.58	32,485	93.96
2	501 to 1000	10,53,771	1,05,37,710	5.25	1,571	4.54
3	1001 to 2000	4,22,149	42,21,490	2.11	305	0.88
4	2001 to 3000	1,65,706	16,57,060	0.83	66	0.19
5	3001 to 4000	1,01,049	10,10,490	0.50	28	0.08
6	4001 to 5000	56,731	5,67,310	0.28	12	0.04
7	5001 to 10000	2,02,208	20,22,080	1.01	27	0.08
8	Greater than 10000	1,51,30,515	15,13,05,150	75.44	79	0.23
	TOTAL	2,00,56,877	20,05,68,770	100.00	34,573	100.00

Categories of Shareholders:

Category	As on 31 st March 2011		As on 31 st March 2010		% Variance 11 v/s 10
	Number of Equity Shares Held	% to Paid-up Capital	Number of Equity Shares Held	% to Paid-up Capital	
Promoters	62,81,192	31.32	62,81,192	31.35	(0.03)
Mutual Funds and Unit Trust of India	38,63,373	19.26	39,53,362	19.73	(0.47)
Government Companies, Financial Institutions, Banks and Insurance Companies	5,62,835	2.81	44,153	0.22	2.59
Foreign Institutional Investors	17,08,661	8.52	20,03,627	10.00	(1.48)
Bodies Corporate	21,58,492	10.76	16,80,870	8.39	2.37
Others	54,82,324	27.33	60,71,848	30.31	(2.98)
TOTAL	2,00,56,877	100.00	2,00,35,052	100.00	

Dematerialization of shares:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares representing 95.11% (Previous Year 94.60%) of the Company's Share Capital are dematerialized as on 31st March 2011.

The Company's shares are regularly traded on the Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE), in the electronic form.

Action required regarding non-receipt of dividends and interest on Non-Convertible Debentures (NCDs):

In case of non-receipt / non-encashment of dividend warrants or interest warrants, the investors are requested to correspond with the Company's Registrars / the Registrar of Companies, as mentioned hereunder:

2003-04 to 2009-10	TSR Darashaw Limited	Letter on plain paper.
1995-96 to 2002-03	TSR Darashaw Limited	Already transferred to IEPF.
Upto 1994-95	Office of the Registrar of Companies, CGO Complex, "A" Wing, 2nd Floor, Next to RBI, CBD - Belapur, New Mumbai - 400 614, Maharashtra Tel.: 022-2757 6802	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978.

Given below are indicative due dates for transfer of unclaimed and unpaid equity dividend to the Investor Education and Protection Fund (IEPF) by the Company:

Financial Year	Date of Declaration of Dividend	Last date for claim by shareholders
2003-04	03 rd September 2004	02 nd September 2011
2004-05 (Interim)	27 th April 2005	26 th April 2012
2005-06	08 th September 2006	07 th September 2013
2006-07(Interim)	07 th May 2007	06 th May 2014
2007-08	27 th August 2008	26 th August 2015
2008-2009	14 th August 2009	13 th August 2016
2009-2010	18 th August 2010	17 th August 2017

No claim of the shareholders / debenture-holders shall lie against the Company or the IEPF in respect of the said amounts transferred to the IEPF. Investors who have not yet encashed their unclaimed / unpaid amounts are requested to do so at the earliest.

Other facilities of interest to shareholders holding share in physical form:

- Nomination facility: Shareholders who hold shares in single name and wish to make / change the nomination in respect of their shares as permitted under Section 109A of the Act, may submit to the Registrar and Transfer Agents, the prescribed Form 2B.
- Bank Details: Shareholders holding Shares in Physical form are requested to notify / send the following to the Company's Registrar and Transfer Agents to facilitate better services :-
 - (i) Any change in their address / mandate / bank details, and
 - (ii) Particulars of the bank account in which they wish their dividend to be credited, in case they have not been furnished earlier.

Shareholders are advised that respective bank details and address as furnished by them to the Company will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

In case of Shareholders holding shares in demat mode, shareholders are requested to inform their Depository Participant about changes in their address/mandate/bank details.

Store Locations:
WESTSIDE:

1. 77, Commercial Street, Near Police Station, Shivaji Nagar, **Bangalore 560001**; Tel: 080- 25550861/934
2. Khan Lateef Khan Estate, Municipal No.5-8-62, Fateh Maidan Road, **Hyderabad 500001**; Tel: 040-66666000/01
3. G-50, Spencer Plaza, Phase II, 769, Anna Salai, **Chennai 600002**; Tel:044-28490573 to 28490577/28495032
4. 39, Hughes Road, **Mumbai 400007**; Tel: 022-23841729
5. SGS Magnum Mall, 231, Moledina Road, **Pune 411001**; Tel: 020-66202505/6
6. 15A, 34/35 Ajmal Khan Road, Karol Bagh, **New Delhi 110008**; Tel: 011-25729760/ 61
7. Block D, 22 Camac Street, **Kolkata 700017**; Tel: 033-22817312/13
8. A-15 , Alankar Cinema Building, Feroze Gandhi Marg, Lajpat Nagar, **New Delhi 110024**; Tel:011-29832158/59
9. 5&6 Landmark, Ramdas Peth, Wardha Road, **Nagpur 440012**; Tel: 0712-2423634/40
10. Army & Navy Bldg, Ground Floor, Kala Ghoda, 148 Mahatma Gandhi Road, **Mumbai 400001**; Tel:022-66360499/66360500
11. Abhijeet - V, Opp Mayor's Bungalow, Near Law Garden, Mithakhali, Ellis Bridge, **Ahmedabad 380006**; Tel: 079-66610190/97
12. Centrestage Mall, L-1, Sector - 18, **Noida 201301**; Tel: 0120-2517761
13. R Mall, Ground Floor, L.B.S. Marg, Mulund (W), **Mumbai 400080**; Tel: 022-67554281/85
14. The Forum, 21 Hosur Road, Koramangla, **Bangalore 560029**; Tel: 080-66670121
15. 17, Racecourse Road, **Indore 452003**; Tel: 0731-2434646/48
16. Infinity, Raheja Classic Complex, Oshiwara Andheri Link Road, Andheri (W), **Mumbai 400058**; Tel: 022-67021345/51
17. Garuda Mall, CTS 15 Magrath Road, Opp Karnataka Police Hockey Ground, **Bangalore 560025**; Tel: 080-66641230 to 66641236
18. Monalisa Centrum, Off. Race Course Road, Next to INOX Multiplex, **Vadodara 390007**; Tel:0265-6623101
19. The Gariahat Mall, 13, Jamir Lane, Near Ballygunge Railway Station, **Kolkata 700019**; Tel: 033-24613505/08
20. Pacific Mall, Plot No 1, Site IV, Sahiabad Indl Area, Sahiabad 201 010; Dist: **Ghaziabad (U.P.)**; Tel: 0120-2778511/17
21. TDI Mall, Plot No. 11, Shivaji Place, District Centre, Rajouri Garden Market, **New Delhi 110027**; Tel: 011- 25110820 to 25110821 and 25110823 to 25110826
22. LG - 6, DLF Grand Mall, Mehrauli Gurgaon Road, **Gurgaon 122 002**; Tel:0124- 2566250/55
23. Citi Pulse Mall, Plot No. 21, Narain Singh Circle, **Jaipur 302005**; Tel: 0141-2574433/2574818
24. East End Mall, Wave Cinema, TC-54, Vibhuti Khand, Gomati Nagar, **Lucknow 226010, U.P.**; Tel: 0522-2720990 to 2720991/ 93
25. Iscon Mall, Dummas Road, Opp. Rajhans Theatre, **Surat 395007**; Tel: 0261-2252201/ 07
26. Iscon Mega Mall, Sarkhej Gandhi Nagar Highway, Near Rajpath Club, **Ahmedabad**, Tel: 079-66058292/93
27. Westend Mall, Plot No. 2 & 3, Opp. Forest Department Office, Near Puda Office, Ferozpur Road, Ludhiana, **Punjab**; Tel: 0161-2551462/63
28. Iscon Mega Mall, Village Nana Mava, Revenue Survey No.30, Paiki, T.P. Scheme No.3, O.P. No.1, Final Plot No.1, **Rajkot City**, Tel: 0281-2332818 to 2332823
29. Mani Square Mall, Maniktala Main Road, (E.M. Bypass) Near Apollo Hospital, **Kolkata 700054**; Tel: 033-23201950/51
30. Kakade Onecentre, S. No. 132/A-2-1, CTS No 2687B Shivaji Nagar University Road, **Pune 411005**; Tel: 020-25514262/66009915
31. Garuda Swagat Mall, Plot No. 78 & 79, 38 Cross Byrasandra, Jayanagar, Bangalore; Tel: 080-26647181/85
32. Inorbit Mall, Sector 30 - A, Vashi, **Navi Mumbai 400705**; Tel: 022-27815571/76
33. Ambience Mall, Ambience Island, G 26, F-114, S 205, NH - 8, Delhi-Jaipur Highway, **Gurgaon 122022**; Tel: 0124-4665470 to 4665472
34. Haiko Mall, Level One, Central Avenue, Hiranandani Garden, Powai, **Mumbai 400076**; Tel: 022-67424560/63/65
35. EF3 Mall, Plot No. 12, Sector 20 - A, Mathura Road, **Faridabad 121001**; Tel:0129-2222683/84
36. City Centre Mall, Plot No. 117-133, Opp. Trimbak Road, Lawate Nagar, Untwadi Road, **Nasik**, Tel: 0253-2570029/34
37. KMC Retail Mall, Plot No. 6-3-1112, Begumpet, Near Kirtilal Jewellers, Somajiguda Circle, **Hyderabad 500082**; Tel: 040-23400421/422
38. Korum Mall, Upper Ground Floor, Cadbury Compound, Mangal Pandey Road, **Thane (W) 400606**; Tel: 022-25417402
39. Magneto Mall, G.E. Road, N.H.-6, Labhandi, **Raipur (Chattisgarh) 492001**; Tel: 0771-2259111/112
40. Ampa Skywalk, Junction of Nelson Manickam Road, Poonamallee High Road, Aminjikarai, **Chennai 600029**; Tel: 044-23746973

41. City Centre, K.S Rao Road, Hampankatta, **Mangalore 575001**; Tel:0824-2449016
42. 16/113, M. G. Road, Corner Plot of Bada Chauraha, **Kanpur 208001**, U.P.; Tel: 0512- 6543202 to 6543205
43. 28A, Industrial & Business Park, Next to HDFC Bank, Industrial Area, Phase-I, **Chandigarh**;
Tel: 0172-2650386 / 87; Fax:0172-2650389
44. Express Avenue Mall, Express Estate, No.2 Club Road, Anna Salai, **Chennai 600 002**; Tel: 044-28464171/72
45. Innovation Mall, Gopalan Enterprises No.22, Bannerhatta Road, J.P. Nagar, 3rd Phase, **Bangalore 560 078**;
Tel: 080-26586744 / 11 / 22/ 33
46. Ambience Mall, Upper Ground, 1st & 2nd Floor, Vasant Kunj, **New Delhi 110 070**; Tel: 011-40870525/29
47. Prozone Mall, Plot No.80, Chikalthana Industrial Area, Masanapur, Dist. **Aurangabad 431 210**; Tel: 240-6618912/13
48. Brooke fields Mall, 67-71, Krishnaswamy Road, **Coimbatore 641 001**; Tel:0422-2255224/26
49. DB City Mall, Khasra 1511 & 1509 Arera Hills, Opp. MP Nagar, **Bhopal 462 011**; Tel: 0755-6644081/82
50. Infiniti Mall, Unit No.001/101, Rajan Pada, Ijjimma Service Road, Linking Road, Malad (West),
Mumbai 400 064; Tel: 022-67255536
51. No. 508, Vishwamanava Double Road, Kuvempunagar, Mysore, **Karnataka 570023**; Tel: 0821-2340150/51
52. Shop No.3, Indira Theatres, Canal Road, **Jammu 180001**; Mobile:9419143716/9419185074
53. Civic Centre, Samdariya Mall, JDA Scheme No.18, Subhadra Kumarai Chouhan Ward, **Jabalpur 482 002**;
Tel: 0761-4069830
54. Silver Square, Christian Basti, G. S. Road, **Guwahati 781 005**; Tel: 0361-2343940/41
55. # 11, Eureka Colony, Opp. SBI Zonal Office, Kusugal Road, Keshwapur, **Hubli 580 023** Tel:0836-2266662
56. Caculo Mall, Situated at Caculo Enclave, Opposite Goa Fire Service Head Quarter Near Caculo Ford Showroom,
St. Inez, **Panaji 403001**; Tel.: 8007779571
57. Ground Floor, D-57/ 3-123, Siddhigirbaug Road, Sagra, **Varanasi 221010**

SISLEY:

1. Shop No.14, Ground Floor, GVK One Mall, Road No.1, Banjara Hills, **Hyderabad 500034**; Tel: 040-44767750/51
2. Shop No.10, Ground Floor, Ambience Mall, Ambience Island, Delhi Jaipur Highway, N. H., **Gurgaon 122022**;
Tel: 0124-24665530/31
3. Shop No. G-07, Inorbit Mall, Malad (W), **Mumbai 400064**; Tel:022-28767679/65240570
4. The Forum Value Mall, Shop No.123, 1st Floor, No.62, Whitefield Main Road, **Bangalore 560 066**
5. Unit No. F-3, Palladium Phoenix Mills Compound, 462, Senapati Bapat Marg, Lower Parel, **Mumbai 400013**;
Tel: 022-67493001/02
6. F 9, First Floor, Forum Courtyard Mall, 10/3, Lalajpatrai Sarani, **Kolkata 600 020**; Tel: 033-64523705 / 64501158
7. UG-02, Upper Ground Floor, Ambience Mall, Vasant Kunj, **New Delhi 110 070**; Tel: 011-40870511 / 512
8. Express Avenue Mall, Opposite Melody Theatre Royapethha, **Chennai 600 002** Tel: 044-28464137/38
9. Jallandhar Kapsons, Kapsons Fashion Private Limited, 194R, Model Town, **Jalandhar 144001**;
Mobile: 9877467348
10. Chandigarh Kapsons, Kapsons Fashion Private Limited, SCO-104-105, Sector-17C, **Chandigarh**;
Tel:0172-5000706/5000709
11. Amritsar Kapsons, Kapsons Fashion Private Limited, 48, The Mall, **Amritsar 143001**; Mobile: 9815805353
12. Ludhiana Kapsons, AGF 1-4, Ansal Plaza, Firozpur Road, Ludhiana, **Punjab 141001**
13. M-62, Greater Kailash 1, **New Delhi 110 048**; Tel: 07820291991
14. G&B Fashions Private Limited; FF 32, Pacific Mall Khayala, Community Center, Najafgarh Road,
New Delhi 110 018; Tel: 011-45136801
15. G&B Fashions Private Limited; A1, Hamilton House, Connaught Place, **New Delhi 110 001**

STAR BAZAAR:

1. Iscon Mall, Near. Jodhpur Char Rasta, Opp. Bidiwala Park, Satellite Road, **Ahmedabad 380015**; Tel: 9227258880
2. Thakur Mall & Multiplex, Western Express Highway, Near Dahisar Check Naka, Mira - Bhayandar (E),
Thane 401107; Tel: 7208010708
3. HM Vibha Towers, Municipal No. 66/5-25, Luskar Hosur Road, Ward No. 63, Koramangala, **Bangalore 560029**;
Tel:9901652776
4. Ampa Mall, Lower Ground Floor, Ampa Skywalk No.1, Junction of No.1, Nelson Manikam Road, 627 Poonamelle
High Road, Aminjkarai, **Chennai 600 029**
5. Crystal Point Mall, New Link Road. Near Oil Junction, Andheri (W), **Mumbai 400058** Tel: 7208010705
6. Thane Korum Mall, Korum Mall, Pokhran Road, No.1, Off. Eastern Express Highway, Cadbury Junction, Thane
(W), **Thane 400606**; Mobile:7208010709 / 9930094099

7. 18/2, Gopalan, The Arch Mall, Mysore Road, Raja Rajeshwari Nagar, **Bangalore 560098**; Tel: 9945953180
8. Golden Heights, 1/2 , 59th Cross Road, 4th 'M' Block, Rajaji Nagar, **Bangalore 560 010**; Tel: 9449612484
9. Imperial Mall - I, Surat Dummas Road, Opposite Govardhan Haveli Temple, **Surat, Adajan 395 009**
Tel:9662039773
10. C/o. Ideal Wood Working & Engineering Co. Limited, MIDC, D-III Block, Plot No.91 Opp. Greaves Limited, Mumbai Pune Road, Chinchwad, **Pune 411 019**; Tel: 7209010711
11. Prozone Mall, Golden Dreams, Plot No.80, MIDC, Chikalthana Industrial Area, Masanatpur Dist. **Aurangabad 431 210**; Tel: 9689911585

FASHION YATRA:

1. Metro Junction Mall, Shop No. G B1, Upper Ground Floor, Sheel Phata Road, Netavali Village, Patripool, Kalyan-East, **Kalyan 421306**; Tel :0251-2351540 to 2351543;
2. 22-28, Treasure Bazaar, 1st Floor, Nanded-Latur Road, Vasami, **Nanded 431606**; Tel: 02462-229254 to 229257
3. S.F.C.Megaa Mall, Station chouk, M.G.Road, **Sangli 416416**; Tel: 0233-2621532
4. F 17, 1st Floor, Treasure Bazar, D-9, Dhanwantri Chikitsha Yogna Kendra, **Ujjain 456010** Tel: 0734-4061960 4061828

LANDMARK:

1. Prestige Forum, 21, Hosur Road, Koramangla, **Bangalore 560029**; Tel: 080-65771200 to 65771211
2. Apex Plaza, 3, Nungambakkam High Road, **Chennai 600034**; Tel: 044-64523150 to 64523165
3. 769, Spencer Plaza, Anna Salai, **Chennai 600002**; Tel: 044-64523166 to 64523181
4. Citi Centre, No. 10 & 11, Dr. Radhakrishnan Salai, **Chennai 600004**; Tel: 044-64523500 to 64523515
5. Ampa Skywalk, 3rd Floor, No.1, Nelson Manickam Road, Poonamalle High Road, Aminjikarai, **Chennai 600 029**;
Tel:044-43438080
6. Garuda Swagath Mall, Tilak Nagar Main Road, 4th T Block, Jayanagar, **Bangalore 560 041**; Tel:080-65771227/ 65771243
7. KWC Retail Mall, Somajiguda, Begumpet, **Hyderabad 500 082**; Tel:040-40505000
8. #8-2-682/1, Road No.12, Banjara Hills, **Hyderabad 500034**;Tel: 040-64631566 to 64631582
9. Palladium, Phoenix Mills Compound, 462 Senapati Bapat Marg, Lower Parel, **Mumbai 400013**;
Tel: 022-64575316 to 64575331
10. 619, B5 & 652 C, Infinity Mall, Oshiwara Link Road, Lokhandwala, Andheri (West), **Mumbai 400 058**;
Tel:26396010
11. Unit F-41 & 42, Inorbit Mall, 1st Floor, Plot No.39/1, Sector 30A, Vashi, Navi **Mumbai 400 705**; Tel:022-64564360
12. Iscon Mega Mall, Sarbhaj Gandhinagar Highway, Near Rajpath Club, **Ahmedabad 380015**; Tel:079-40027500
13. Monalisa Centrum, Near INOX Multiplex, Race CourseCircle, **Vadodara 390007**; Tel:0265-6647777
14. Westend Mall, TC-54, Vibhutikhand, Gomati Nagar, **Lucknow 226010**; Tel: 0522-4025555
15. Grand Mall, DLF Services Limited, LG 17/18, DLF Grand Mall, Mehrouli Gurgaon Road, **Gurgaon 122002**;
Tel: 0124-4201000
16. Shop No.1, SGS Mall, 231, Moledina Road, Pune Camp, **Pune 411001**; Tel: 020- 40068888
17. 3rd Floor, Ambience Mall, Nelson Mandela Road, Vasnat Kunj, **Delhi 110070**; Tel: 011-64641719
18. C/o. The Residency Towers, Sir Thygaraya Road, T. Nagar, **Chennai 600017**; Tel: 044-64523110
19. C/o. Gateway Hotel TAJ, T66, Residency Road, **Bangalore 560025**; Tel:080-66635201
20. Taj Residency, Vipin Khand, Gomti Nagar, **Lucknow 226010**; Tel:0522-2392133
21. C/o. Ginger Hotel Old Venus Theatre, Karuvadikuppam Main Road, **Pondicherry 605003**;
Tel:0413-2234246/6450141
22. Goa Taj Vivanta, D. B. Bandodkar Road, S. T. Inez Junction, **Panaji-Goa 403001**; Tel: 0832-2428058
23. Departure Book Shop, GMR Hyderabad International Airport Limited., Shamshabad, **Ranga Reddy District, Andhra Pradesh 501218**; Tel:040-66603722
24. Check-in-Domestic Departure, GMR Hyderabad International Airport Limited, Shamshabad, **Ranga Reddy District, Andhra Pradesh 501218**
25. 1-B Terminal, Domestic Departure, Chhatrapati Shivaji International Airport, **Mumbai 400099**;
Tel: 022-66859400
26. Chennai One IT Park, Shop No.6 & 9, Non Processing Zone, Chennai One, Thuripakka, **Chennai 600096**;
Tel: 044-64523109

Address for correspondence : Trent Limited

Trent House, 10th Floor, G- Block, Plot No. C-60,
Beside Citi Bank, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Tel: 022-67009000, Fax: 022-67008100
Email Id: investor.relations@trent-tata.com

CERTIFICATE

To The Members of

Trent Limited

We have examined the compliance of the conditions of Corporate Governance by Trent Limited, for the year ended 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that based on the report issued by the Registrars of the Company to the Investors' Grievance Committee, as on 31st March 2011 there were no investor grievance matters against the Company remaining unattended / pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **N. M. RAIJI & Co.**
Chartered Accountants

Y. N. THAKKAR
Partner

Membership No. 33329

Mumbai, 25th May 2011

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause I(D), of the Listing Agreement with the Stock Exchanges, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended 31st March 2011.

For Trent Limited
Philip N. Auld
Chief Executive Officer

Mumbai, 25th May 2011

AUDITORS' REPORT**TO THE MEMBERS OF TRENT LIMITED**

1. We have audited the attached Balance Sheet of **TRENT LIMITED**, as at 31st March 2011, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (iii) the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable;
 - (v) on the basis of written representations received from the directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **N. M. RAIJI & CO.**,
Chartered Accountants
(Registration No. 108296W)

Y.N. THAKKAR
Partner
Membership No. 33329
Mumbai, 25th May 2011

ANNEXURE TO THE AUDITORS' REPORT**(Referred to in paragraph 3 of our report of even date)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, physical verification of major items of fixed assets was conducted by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size and operations of the Company and the nature of its assets. On the basis of explanations received, in our opinion, the discrepancies found on physical verification were not significant.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the year.
- (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) (a) The Company has not granted any loans, secured or unsecured, during the year to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) of paragraph 4 (iii) of the Order are not applicable.
- (b) The Company has not taken any loans, secured or unsecured, during the year from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (f) and (g) of paragraph 4 (iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us, there are no transactions that need to be entered into the register in pursuance of section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. In respect of unclaimed deposits matured in earlier years that are outstanding during the year, the Company has complied with the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975. As informed to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the products of the Company.
- (ix) (a) According to the records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March 2011 for a period of more than six months from the date they became payable.
- (b) According to the records made available to us and the information and explanations given by the management, the details of the dues of sales tax / income tax / custom duty / wealth tax /

Service Tax / excise duty / cess, which have not been deposited on account of any dispute, are given below :

Particulars	Financial year to which the matter pertains	Forum where the dispute is pending	Amount (Rs. In lakhs)
Income Tax	2005-06, 2007-08, 2008-09	Commissioner (Appeals) – TDS Circle	529.84
Sales Tax	1994-95, 1995-96, 2006-07, 2008-09	Deputy Commissioner (Appeals)	63.59
Luxury Tax	2002-03	Deputy Commissioner (Appeals)	0.86

- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of any dues to financial institutions, banks or debenture holders during the year.
- (xii) Based on our examination of the records and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit / nidhi / mutual benefit fund / society.
- (xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that in respect of the investment activity of the Company, proper records have been maintained of the transactions and contracts and timely entries have been made in those records. All the investments of the Company are held in its own name except as permissible under section 49 of the Companies Act, 1956.
- (xv) On the basis of the information and explanations given to us, the Company has given guarantee for various facilities availed by its wholly owned subsidiary from bank. The terms and conditions of the guarantee are not prejudicial to the interest of the Company.
- (xvi) The Company has not obtained any term loans.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) As per the information and explanations given to us, the Company has not made during the year any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) As per the information and explanations given to us, the Company has created security or charge in respect of debentures issued.
- (xx) We have verified that the end use of the money raised by public issues is as disclosed in the notes to the financial statements.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **N. M. RAIJI & CO.**,
Chartered Accountants
(Registration No. 108296W)

Y.N. THAKKAR
Partner
Membership No. 33329
Mumbai, 25th May 2011

Balance Sheet as at 31st March 2011

	Schedule	Page	Rupees in lakhs	Rupees in lakhs	As at 31.03.2010 Rupees in lakhs
SOURCES OF FUNDS :					
1. SHAREHOLDERS' FUNDS :					
(a) Capital	A	53	3,595.97		2,703.51
(b) Reserves and Surplus	B	54	1,04,599.39		61,347.00
				1,08,195.36	64,050.51
2. LOAN FUNDS :	C	55			
(a) Secured Loans			10,000.00		11,550.24
(b) Unsecured Loans			17,500.00		13,501.82
				27,500.00	25,052.06
3. Deferred Tax Liability (Net)				-	191.82
4. TOTAL FUNDS EMPLOYED				1,35,695.36	89,294.39
APPLICATION OF FUNDS :					
5. FIXED ASSETS :	D	56			
(a) Gross Block			33,018.79		26,013.65
(b) Less : Depreciation			6,627.06		5,359.42
(c) Net Block			26,391.73		20,654.23
(d) Capital Work-in-Progress			2,783.03		1,690.29
				29,174.76	22,344.52
6. INVESTMENTS	E	57 to 59		42,496.87	39,517.59
7. DEFERRED TAX ASSET (NET)				2,056.32	-
8. CURRENT ASSETS, LOANS AND ADVANCES :					
(a) Inventories	F	60	13,057.32		9,648.33
(b) Sundry Debtors	G	60	666.18		308.62
(c) Cash and Bank Balances	H	60	30,034.16		911.69
(d) Loans and Advances	J	62	46,214.00		34,235.39
			89,971.66		45,104.03
9. Less: CURRENT LIABILITIES AND PROVISIONS :					
(a) Liabilities	K	63	14,127.56		11,672.61
(b) Provisions	L	63	13,876.69		5,999.14
			28,004.25		17,671.75
10. NET CURRENT ASSETS				61,967.41	27,432.28
11. TOTAL ASSETS (NET)				1,35,695.36	89,294.39

(For Schedule 'M' and notes see Pages 64 to 77)

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Profit And Loss Account for the year ended 31st March 2011

	Schedule	Page	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
INCOME :					
1. INCOME FROM OPERATIONS	2	51	71,671.21		58,748.10
2. OTHER INCOME	3	51	5,142.93		2,251.73
3. TOTAL INCOME				76,814.14	60,999.83
EXPENDITURE :					
4. OPERATING AND OTHER EXPENSES	1	50	68,349.28		55,362.51
5. DEPRECIATION			1,362.65		1,185.09
			69,711.93		56,547.60
6. INTEREST	4	52	784.29		604.82
7. TOTAL EXPENDITURE				70,496.22	57,152.42
PROFIT BEFORE TAXES AND EXCEPTIONAL ITEM					
8. EXCEPTIONAL INCOME/(EXPENSES)	5	52		6,317.92 (284.00)	3,847.41 1,137.59
PROFIT BEFORE TAXES					
9. PROVISION FOR TAXATION				6,033.92	4,985.00
CURRENT TAX			1,223.73		814.69
(EXCESS)/SHORT TAX PROVISION FOR PRIOR YEARS (NET)			7.59		(94.04)
MAT CREDIT ENTITLEMENT			(808.24)		(302.95)
DEFERRED TAX			1,307.13		545.27
				1,730.21	962.97
PROFIT FOR THE YEAR AFTER TAXES					
10. BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR				4,303.71	4,022.03
11. BALANCE TRANSFERRED ON AMALGAMATION (refer note 26 ,Page 76)				3,726.79	2,053.67
				-	72.67
PROFIT AVAILABLE FOR APPROPRIATION					
				8,030.50	6,148.37
12. APPROPRIATIONS :					
(i) GENERAL RESERVE				500.00	403.00
(ii) DEBENTURE REDEMPTION RESERVE				500.00	500.00
(iii) DIVIDEND PAID -EQUITY SHARES				1.42	-
(iv) PROPOSED DIVIDEND -EQUITY SHARES				1,504.27	1,302.28
(v) PROPOSED DIVIDEND -PREFERENCE SHARES				1.23	0.01
(vi) TAX ON DIVIDEND				244.46	216.29
(vii) BALANCE CARRIED TO BALANCE SHEET				5,279.12	3,726.79
				8,030.50	6,148.37
13. Earnings Per Share (Rs.) (Note 24, Page 76)					
Basic				21.46	20.53
Diluted				19.60	20.41
(For Schedule 'M' and notes see Pages 64 to 77)					

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Schedule forming part of the Profit and Loss Account
Schedule '1' (Item No. 4, page 49)
OPERATING AND OTHER EXPENSES

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(1) RAW MATERIALS CONSUMED		217.96	177.26
(2) PURCHASE OF FINISHED PRODUCTS		36,756.05	28,581.93
(3) PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
(a) Salaries, Wages, Bonus, etc. (refer note schedule "B,"Page 54)	4,913.93		3679.80
(b) Contribution to Provident, Superannuation and Gratuity Funds	298.55		209.93
(c) Workmen and Staff Welfare Expenses	283.19		233.06
		5,495.67	4,122.79
(4) OTHER EXPENSES			
(a) Processing Charges	193.73		169.23
(b) Packing Materials Consumed	339.68		207.57
(c) Power and Fuel	2,387.79		2,190.47
(d) Repairs to Building	1,804.54		1,476.55
(e) Repairs to Machinery	285.25		214.95
(f) Repairs Others	592.27		457.36
(g) Rent	4,000.83		3,349.73
(h) Rates and Taxes	746.50		588.06
(i) Insurance	64.48		69.78
(j) Advertisement and Sales Promotion	4,694.70		4,474.41
(k) Travelling Expenses	429.95		294.24
(l) Professional and Legal Charges	665.33		539.22
(m) Printing and Stationery	142.87		106.81
(n) Bank Charges	445.50		345.71
(o) Postage, Telegrams and Telephones	383.32		286.59
(p) General Expenses (Note 5 (i), Page 67)	3,064.54		2,289.98
(q) Retail Business Fees	4,097.04		3,393.36
(r) Sales Tax paid	3,882.65		2,841.90
(s) Directors' Fees	13.12		11.98
(t) Commission to Non Whole-time Directors	52.86		30.00
(u) Excess of Cost over Fair Value of Current Investments	-		0.02
(v) Loss on Sale of Fixed Assets Sold/Discarded (Net)	-		82.91
(w) Loss on sale of Long Term Investments (Net)	10.81		142.72
		28,297.76	23,563.55
(5) FREIGHT AND FORWARDING CHARGES		1,053.03	655.68
(6) CHANGES IN FINISHED PRODUCTS			
Accretion to stocks deducted		(3,471.19)	(1,738.70)
		68,349.28	55,362.51

Schedules forming part of the Profit and Loss Account
**Schedule '2' (Item No.1, page 49)
INCOME FROM OPERATIONS**

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(1) Sales		67,395.10	54,260.40
(2) Other Operating Income			
(a) Display and Sponsorship Income	117.48		19.64
(b) Commission on Sales	449.53		365.69
(c) Discounts and Fees	1,005.22		822.36
(d) Rent received	2,051.27		1,592.64
(e) Others	652.61		1,687.37
		4,276.11	4,487.70
		71,671.21	58,748.10

**Schedule '3' (Item No. 2, Page 49)
OTHER INCOME**

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(1) Interest on Loans and Advances-Gross [Tax deducted at source:Rs.225.93 lakhs (2009-2010: Rs.153.39 lakhs)]		2,305.17	1,340.75
(2) Interest/Discounts on Deposits with Banks - Gross [Tax deducted at source: Rs.4.66 lakhs (2009-2010: Rs 5.18 lakhs)]		855.82	46.18
(3) Income from Current Investments - Non trade			
(a) Dividend on Current Investments	720.22		344.43
(b) Profit on sale of Current Investments (Net)	516.92		308.53
		1,237.14	652.96
(4) Dividend on Long Term Investments -Gross			
(a) Trade	-		1.50
(b) Others	20.32		159.41
		20.32	160.91
(5) Profit on sale of fixed assets (Net)		724.42	-
(6) Excess provision no longer required written back		-	50.93
(7) Miscellaneous Income		0.06	-
		5,142.93	2,251.73

Schedule forming part of the Profit and Loss Account

Schedule '4' (Item No. 6, Page 49)

INTEREST EXPENSE

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(a) Debentures	597.57		131.00
(b) Fixed Loans	167.40		473.81
(c) Others	19.32		0.01
		784.29	<u>604.82</u>

Schedule '5' (Item No. 8, Page 49)

EXEPTIONAL INCOME/(EXPENSES)

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
INCOME			
Profit on Sale of Minority stake in subsidiary Landmark Limited	-		1,137.59
		-	<u>1,137.59</u>
EXPENSES			
(a) Provision for contingency for disputed expenses	84.00		-
(b) Provision for Diminution in value of Investments in Joint Venture Trexa ADMC Private Limited	200.00		-
		284.00	-
Net Income/(Expense)		(284.00)	<u>1,137.59</u>

Schedule forming part of the Balance Sheet

Schedule 'A'(Item No. 1(a), Page 48)

CAPITAL

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
AUTHORISED :		
3,20,00,000 Equity Shares of Rs.10/- each (2009-2010 : 2,40,00,000 Equity Shares of Rs.10/- each)	3,200.00	2,400.00
50,00,000 Unclassified Shares of Rs.10/- each (2009-2010 : 50,00,000 Unclassified Shares of Rs.10/- each)	500.00	500.00
70,000 Preference Shares of Rs 1000/- each (2009-2010 : 70,000 Preference shares of Rs.1000/-each)	700.00	700.00
1,20,00,000 Cumulative Convertible Preference shares of Rs.10/-each. (2009-2010 : Nil)	1,200.00	-
	<u>5,600.00</u>	<u>3,600.00</u>
ISSUED, SUBSCRIBED AND PAID UP :		
2,00,56,877 Equity Shares of Rs. 10/- each fully paid-up [2009-2010 : 2,00,35,052 Equity Shares of Rs. 10/- each fully paid-up]	2,005.69	2,003.51
70,000 0.1% Cumulative Redeemable Preference Shares of Rs.1000/-each, fully paid up [2009-2010 : 70,000 0.1% Cumulative Redeemable Preference Shares of Rs. 1,000/- each, fully paid-up]	700.00	700.00
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series A of Rs.10/- each fully paid up (2009-10: Nil)	445.14	-
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of Rs.10/- each fully paid up (2009-10: Nil)	445.14	-
	<u>3,595.97</u>	<u>2,703.51</u>

Notes :

- Of the above -
 - 1,08,81,021 Equity Shares were allotted as fully paid Bonus Shares by capitalisation of Share Premium and Reserves.
 - 1,12,616 Equity Shares were allotted as fully paid pursuant to Schemes of Amalgamation without payment being received in cash.
 - 70,000 Cumulative Redeemable Preference Shares were allotted as fully paid pursuant to Scheme of Amalgamation without payment being received in cash.
- During the current year, the Company has issued 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series A of Rs 10/- @550 each and 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series B of Rs 10/- @550 each to the Equity Shareholders on Right basis in the ratio of 4 CCPS(2 series A and 2 Series B) for every 9 Equity Shares held. Each CCPS of Series A is Convertible into 1 Equity Share of Rs 10 each at premium of Rs 540 automatically on 1st September 2011 and each CCPS of Series B is Convertible into 1 Equity Share of Rs 10 each at a premium of Rs 540 automatically on 1st September 2012. Until conversion, CCPS of both series will be eligible for a dividend of 0.1% p.a on their face value.
- The term of the 0.1% Cumulative Redeemable Preference Shares is of 20 years from 26th March 2010, being the date of allotment, with an option to the Company to redeem the Preference Shares at any time after 36 months from the date of allotment. The Board of Directors at their meeting held on 26th April 2010 have fixed 1st June 2013 as the date of redemption of the Preference Shares.
- During the year 2009-10, the Company had granted 21,825 stock options under the Employee Stock Option Scheme. During the current year 21,825 Equity Shares of Rs 10/- each were issued at par pursuant to Stock Options exercised. No stock Options are outstanding as on 31st March, 2011.

Schedule forming part of the Balance Sheet

Schedule 'B' (Item No. 1(b), Page 48) RESERVES AND SURPLUS

	Rupees in lakhs	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) SECURITIES PREMIUM ACCOUNT			
Balance as per last account	34,557.40		31,995.25
Add : Premium on issue of Equity Shares on conversion of warrants	-		3,213.80
Add : Transfer from Employee Stock Options on issue of Equity Shares	107.44		-
Add : Premium on issue of Compulsorily Convertible Preference Shares	48,075.27		-
Less : Premium on redemption of Debentures (refer note c,d,e and f of Schedule 'C')	6,873.51		638.83
Less : Write off of securities / warrant issue expenses (net of deferred tax)	524.38		12.82
		75,342.22	34,557.40
(2) DEBENTURE REDEMPTION RESERVE			
(a) Balance as per last account	5,300.00		4,800.00
(b) Add : Transferred from Profit and Loss Account	500.00		500.00
		5,800.00	5,300.00
(3) EMPLOYEE STOCK OPTIONS			
a) Employee Stock Options Outstanding			
Balance as per last account	107.44		-
Additions	-		107.44
Transferred to share Premium Account	107.44		-
Outstanding	-		107.44
b) Less: Deferred Employee Compensation			
Balance as per last account	22.68		-
Additions	-		22.68
Amortised/Lapsed	22.68		-
Balance	-		22.68
Net Employee Stock Options		-	84.76
(4) GENERAL RESERVE :			
(a) Balance as per last account	17,678.05		18,381.57
(b) Add : Transferred from Profit and Loss Account	500.00		403.00
(c) Less : Expenses on Amalgamation (Note 26, Page 76)	-		80.15
(d) Less : Deficit on Amalgamation (Note 26, Page 76)	-		1,026.37
		18,178.05	17,678.05
(5) AMALGAMATION RESERVE :			
Arising out of Amalgamation			
Opening Balance	-		1,492.95
Less : Deficit on Amalgamation	-		1,492.95
		-	-
(6) PROFIT AND LOSS ACCOUNT		5,279.12	3,726.77
		1,04,599.39	61,347.00

Note:

In respect of Options granted under the Company's Employee Stock Options Scheme 2009 (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as deferred employee compensation, which is amortised on a straight line basis over the vesting period. Consequently, salaries, wages, bonus etc. include Rs.22.68 lakhs being the amortisation of deferred employee compensation.

Schedules forming part of the Balance Sheet

Schedule 'C' (Item No. 2, Page 48)

LOAN FUNDS

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) SECURED LOANS :		
Non Convertible Debentures (note "a")	-	6,550.24
Non Convertible Debentures- April 10 Series-I (Note 'd')	10,000.00	-
Non Convertible Debentures-Series-II (note "b")	-	5,000.00
	10,000.00	11,550.24
(2) UNSECURED LOANS :		
Sales Tax loan from Government of Maharashtra	-	1.82
Non Convertible Debentures-Oct-09-Series I (note "c")	5,000.00	5,000.00
Non Convertible Debentures-April 10 Series 2 (note "e")	5,000.00	-
Non Convertible Debentures - June 10 Series 1 (note "f")	4,500.00	-
Non Convertible Debentures - June 10 Series 2 (note "f")	3,000.00	-
Commercial Paper	-	5,000.00
Inter Corporate Deposits	-	3,500.00
	17,500.00	13,501.82
	27,500.00	25,052.06

- (a) During the year 2005-2006 the Company has issued 13,10,047 Partly Convertible Debentures of Rs. 900/- each. Of the above, Convertible Debenture of the face value of Rs. 400/- has been converted into one Equity Share of Rs. 10/- each at a premium of Rs. 390/- per share on the date of allotment. The Non Convertible Debenture of face value of Rs. 500/- are redeemed at a premium of Rs. 98/- each on 7th July 2010. The Premium payable on redemption of Debentures amounting to Rs 1283.85 lakhs has been provided and debited to Securities Premium Account during 2005-2006.
- (b) During the current year, the Company has redeemed 500 Redeemable Non Convertible Debentures - Series II of Rs. 10 each issued during 2008-09, together with a premium of Rs 2.63 lakhs each. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- (c) During the year 2009-10, the Company has issued 500 Redeemable Non Convertible Debentures of Rs. 10 lakhs each on private placement basis. These Debentures are free of interest and are redeemable at a premium of Rs.1.94 lakhs each on 21st October 2011. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax during 2009-10.
- (d) During the current year, the Company issued 1,000 Redeemable Non Convertible Debentures of Rs. 10 lakhs each on private placement basis. These Debentures are free of interest and are redeemable at a premium of Rs.6.11 lakhs each on 14th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax. These Debentures are secured by way of charge on immovable property of the company in favour of Debenture Trustees as stipulated in the Debenture Trust Deed and 1.25 times asset cover will be maintained by the company on continuous basis.
- (e) During the current year, the Company issued 500 Redeemable Non Convertible Debentures April 10 Series 2 of Rs. 10 lakhs each on private placement basis. These Debentures are at 5% p.a of interest and are redeemable at a premium of Rs.2.89 lakhs each on 27th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- (f) During the current year, the Company issued 450 Redeemable Non Convertible Debentures June 2010 Series 1 of Rs 10 lakhs each and 300 Redeemable Non Convertible Debentures June 2010 Series 2 of Rs. 10 lakhs each on private placement basis. Series I Debentures will carry an interest of 9.75% p.a and are redeemable at a par on 30th June 2017 and series 2 Debentures are free of Interest and will be redeemed at Premium of Rs 9.13 Lakhs on 30th June 2017. The Premium payable on redemption of Series 2 Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- (g) Of the above secured loans amount payable within one year Rs. Nil (2009-10 : Rs.11,550.24 Lakhs)
- (h) Of the above unsecured loans, amount repayable within a year Rs.5,000.00 Lakhs (2009-2010 : Rs. 8,501.82 Lakhs).

Schedules forming part of the Balance Sheet
Schedule 'D'(Item No.5, Page 48)
FIXED ASSETS

ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at 1.4.2010	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2011	As at 1.4.2010	Deductions/ Adjustments	For the year	As at 31.03.2011	As at 31.03.2011	
	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	
Freehold Land	405.47 (405.47)	- (-)	- (-)	405.47 (405.47)	- (-)	- (-)	- (-)	- (-)	405.47 (405.47)	
Leasehold Land	5,449.53 (-)	- (5,449.53)	- (-)	5,449.53 (5,449.53)	66.17 (-)	- (-)	72.10 (66.17)	138.27 (66.17)	5,311.26 (5,383.36)	
Buildings	7,436.48 (3,283.75)	4,728.22 (4,173.22)	104.58 (20.49)	12,060.12 (7,436.48)	1,154.11 (904.09)	73.05 (4.32)	326.46 (254.34)	1,407.52 (1,154.11)	10,652.60 (6,282.37)	
Plant and Machinery	4,616.74 (3,373.09)	857.64 (1,283.08)	28.63 (39.44)	5,445.75 (4,616.74)	1,225.72 (1,046.01)	10.45 (13.62)	229.03 (193.33)	1,444.30 (1,225.72)	4,001.45 (3,391.02)	
Furniture, Fixtures, Office and Other Equipment	8,002.24 (6,561.49)	1,589.88 (1,528.15)	43.45 (87.40)	9,548.67 (8,002.24)	2,853.55 (2,235.91)	8.47 (43.80)	726.27 (661.42)	3,571.35 (2,853.55)	5,977.32 (5,148.69)	
Vehicles	55.12 (59.74)	- (18.86)	6.62 (23.48)	48.50 (55.12)	13.47 (17.13)	3.04 (8.70)	5.04 (5.05)	15.47 (13.47)	33.03 (41.65)	
Intangible Assets	48.07 (47.29)	12.68 (0.78)	- (-)	60.75 (48.07)	46.40 (41.62)	- (-)	3.75 (4.78)	50.15 (46.40)	10.60 (1.67)	
Total	26,013.65 (13,730.83)	7,188.42 (12,453.62)	183.28 (170.81)	33,018.79 (26,013.65)	5,359.42 (4,244.77)	95.01 (70.44)	1,362.65 (1,185.09)	6,627.06 (5,359.42)	26,391.73 (20,654.23)	
Capital Work-in-Progress									2,783.03 (1,690.29)	
Total									29,174.76 (22,344.52)	

Notes :

- (1) Figures in brackets are in respect of previous year.
- (2) Buildings include improvements to leasehold premises and an amount of Rs. Nil (2009-2010: Rs.1,050) representing value of Shares in Co-operative Housing Societies/Condominium .
- (3) Leasehold Land and building includes certain portions which have been given under operating leases.

Schedule Forming Part of the Balance Sheet

Schedule 'E' (Item No.6, Page 48)

INVESTMENTS

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs
Long Term Investment								
Face Value of Rs 10 each, Unquoted and fully paid-up unless otherwise stated								
Trade Investments at Cost (unquoted and fully paid unless otherwise stated)								
The Associated Building Company Limited- (Equity shares of Rs. 900/- each)	50	0.45	-	-	-	-	50	0.45
Tata International Limited-(Equity shares of Rs. 1000/- each)	1,000	2.00	-	-	-	-	1,000	2.00
Tata Services Limited-(Equity shares of Rs. 1000/- each)	45	0.45	-	-	-	-	45	0.45
Retailers Association of India	10,000	1.00	-	-	-	-	10,000	1.00
Total Trade Investment		3.90						3.90
Other Investments at Cost (unquoted and fully paid unless otherwise stated)								
(a) In Subsidiary Companies								
Nahar Theatres Pvt Ltd.-(Equity shares of Rs. 1000/- each)	1,996	2,832.13	-	-	-	-	1,996	2,832.13
Nahar Theatres Pvt Ltd.- Pref Shares (9.5% Cumulative Redeemable Preference Shares of Rs 1000/-each)	100	1.00	-	-	-	-	100	1.00
Optim Estates Pvt. Ltd. (Refer Note 27, Page 77)	-	-	10000	4901.15	10000	4901.15	-	-
Trent Brands Limited	32,50,000	32500	-	-	-	-	32,50,000	32500
Flora Link Road Properties Ltd.	50000	500	-	-	-	-	50000	500
Landmark Limited	41,97,370	12,47,989	-	-	-	-	41,97,370	12,47,989
Flora Services Limited-(Equity shares of Rs. 100/- each)	39,000	7658	-	-	-	-	39,000	7658
Trent Global Holdings Ltd. (USD 750000)	7,50,000	32730	-	-	-	-	7,50,000	32730
Trent Hypermarket Ltd. (Refer Note 27, Page 77)	5,10,50,000	5,10,500	1,50,000	4,901.15	-	-	5,12,00,000	10,006.15
Trent Hypermarket Ltd.-10% Redeemable pref. shares (Refer Note 27, Page 77)	-	-	10,00,000	10000	-	-	10,00,000	10000
Westland Ltd. Optionally convertible pref. shares	-	-	4,00,00,000	40000	-	-	4,00,00,000	40000
Westland Limited	27,39,800	30075	-	-	-	-	27,39,800	30075
10% Redeemable pref. shares-Optim Estates Private Limited -(Refer Note 27, Page 77)	10,00,000	100.00	-	-	10,00,000	100.00	-	-
Total Investment in Subsidiary Companies		21,552.65						26,853.80
(b) In Joint Ventures								
Inditex Trent Retail India Private Limited— (Equity shares of Rs. 1000/-each)	3,17,520	3,17,520	-	-	-	-	3,17,520	3,17,520
TREXADMCPvt Ltd	22,07,500	22075	-	-	-	-	22,07,500	22075
Total Investment in Joint Ventures		3,395.95						3,395.95
(c) In Other Company								
IDBI Ltd. (Quoted)	18,867	31.87	-	-	-	-	18,867	31.87
Reliance Industries Ltd. (Quoted)	5,624	92.53	-	-	5,624	92.53	-	-
Tata Investment Corporation Limited (Quoted)	25,700	83.53	-	-	-	-	25,700	83.53
Tata Sons Limited	20,000	200.00	-	-	-	-	20,000	200.00
Tata Investment Corpn.ZCCB-Warrants (warrants of Rs.0/- each)	12,850	-	-	-	-	-	12,850	-
Total Investment in Other Companies		407.93						315.40

Schedule Forming Part of the Balance Sheet
Schedule 'E' (Item No.6, Page 48)
INVESTMENTS

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs
(d) In Mutual Funds								
Birla Sun Life Fixed Term plan Series CF Growth	-	-	50,00,000	500.00	-	-	50,00,000	500.00
Birla Sun Life Fixed Term plan Series CI Growth	-	-	50,00,000	500.00	-	-	50,00,000	500.00
Birla Sun Life Fixed Term plan Series CK Growth	-	-	20,00,000	200.00	-	-	20,00,000	200.00
ICICI Pru FMP Series 52 1 year Plan C Cum.	-	-	1,00,00,000	1,000.00	-	-	1,00,00,000	1,000.00
ICICI Pru FMP Srs 53 1 year Plan A Growth	-	-	50,00,000	500.00	-	-	50,00,000	500.00
ICICI Pru Annual interval plan I growth	-	-	39,12,945	500.00	-	-	39,12,945	500.00
ICICI Pru Interval Fund Annual interval plan III growth	-	-	49,99,100	500.00	-	-	49,99,100	500.00
IDFC Fixed Maturity plan yrly Series 37 growth	-	-	10,00,000	100.00	-	-	10,00,000	100.00
Reliance Fixed Horizon Fund XV Series 9 Growth.	-	-	50,00,775	500.08	-	-	50,00,775	500.08
Birla Sunlife Income Plus - Growth	11,70,245	486.87	-	-	-	-	11,70,245	486.87
ICICI Pru Instt Income Plan - Dividend	46,16,759	500.60	97,709	1058	47,14,468	511.18	-	-
HDFC High Interest Fund Quarterly Divd. Reinvst.	-	-	91,52,005	1,025.15	-	-	91,52,005	1,025.15
HDFC Income Fund Growth.	-	-	41,78,706	923.51	-	-	41,78,706	923.51
Templeton India Income Opportunities Fund Growth	-	-	46,92,809	500.00	-	-	46,92,809	500.00
Birla Sunlife G-Sec Fund LT Divid.Reinvst.	-	-	90,38,603	1,055.42	-	-	90,38,603	1,055.42
Birla Sunlife Gilt plus Regular Plan Growth	-	-	6,41,237	200.00	6,41,237	200.00	-	-
HDFC Gilt Fund Long term-Growth	-	-	52,00,354	1,000.00	25,68,753	493.96	26,31,601	506.04
HDFC Short Term Plan Divid. Reinvst.	51,97,022	540.27	1,47,244	15.19	53,44,267	555.46	-	-
ICICI Pru. Inst. Short Term plan Fortnightly Divd. Reinvst.	43,52,412	532.47	1,62,428	19.36	45,14,840	551.83	-	-
Birla Sunlife Dynamic Bond Fund Retail Qtrly divid.	45,32,312	505.43	92,47,750	1,039.20	1,37,80,062	1,544.63	-	-
Templeton India Short term Income Plan Inst.	-	-	32,949	501.56	-	-	32,949	501.56
(Units of Rs 1000/- each)	-	-	-	-	-	-	-	-
JM Emerging Leaders Fund - Dividend	14,58,440	300.76	-	-	14,58,440	300.76	-	-
Total investment in Mutual Fund		2,866.40						9,298.63
Total Investment in Long Term		28,226.83						39,867.68
Current Investments								
Other Investments at Cost (unquoted and fully paid unless otherwise stated)								
UTI Fixed Income Interval Fund Srs II Qtrly intvl plan V Inst. Divid.	1,00,57,148	1,005.71	55,495	555	1,01,12,643	1,011.26	-	-
Birla Sunlife Quarterly Interval - Series - 4 - Divid.Reinvst.	-	-	49,43,520	494.35	49,43,520	494.35	-	-
ICICI Pru Banking & PSU Debt Fund wkly Divid. Reinvst.	1,00,41,308	1,005.51	1,01,73,976	1,019.79	2,02,15,284	2,025.29	-	-
ICICI Pru Interval Fund V - Monthly Income plan A Inst.Divid.	-	-	1,00,79,963	1,008.00	1,00,79,963	1,008.00	-	-
ICICI Pru Interval Fund Monthly interval plan 1 Inst.Divid.	-	-	50,24,130	502.41	50,24,130	502.41	-	-
ICICI Pru quarterly Interval Fund II Plan D Inst. Divid.Reinvst.	-	-	1,01,49,547	1,014.95	1,01,49,547	1,014.95	-	-
ICICI Pru Interval Fund Half yrly Interval plan 1 Inst.Divid.	-	-	49,99,400	500.00	-	-	49,99,400	500.00
Kotak Quarterly Interval plan series 3 Divid	1,00,40,777	1,004.08	75,615	756	1,01,16,391	1,011.64	-	-
Kotak Quarterly Interval plan series 4 Divid.	-	-	50,00,000	500.00	50,00,000	500.00	-	-
Kotak Quarterly Interval plan series 7 Divid.	50,20,540	502.06	40,004	400	50,60,544	506.06	-	-
Kotak Quarterly interval plan series 8 Divid.	-	-	99,99,800	1,000.00	99,99,800	1,000.00	-	-
Kotak 370 FMP 370 days Series 7 Growth	-	-	50,00,000	500.00	-	-	50,00,000	500.00
Kotak Floater Short Term Weekly Dividend Reinvst.	-	-	99,98,497	1,006.69	99,98,497	1,006.69	-	-
Birla Sunlife interval income Fund-Instl-Qtrly-Srs 2 Divid.	1,00,00,000	1,000.00	-	-	1,00,00,000	1,000.00	-	-
Birla Sunlife interval income Fund-Instl-Qtrly-Srs 1 Divid.	1,00,00,000	1,000.00	52,04,448	520.44	1,52,04,448	1,520.44	-	-
Reliance quarterly Interval Fund Series III Inst.Divid.	-	-	49,97,507	500.07	4,99,7507	500.07	-	-
Tata Fixed Income Portfolio Fund Scheme A2 Inst.Divid.	-	-	2,01,28,841	2,013.09	2,01,28,841	2,013.09	-	-
Tata Fixed Income Portfolio Fund Scheme A3 Inst. Divid.	-	-	1,00,00,000	1,000.00	1,00,00,000	1,000.00	-	-
Tata Fixed Income Portfolio Fund Scheme B3 Inst. Qtrly.Divid.	50,00,000	500.00	-	-	50,00,000	500.00	-	-

Schedule Forming Part of the Balance Sheet

Schedule 'E' (Item No.6, Page 48)

INVESTMENTS

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs	No.of. Shares/Units	Rupees in lakhs
Tata Fixed Maturity Plan Series 27 Scheme A Growth.	-	-	50,00,000	500.00	-	-	50,00,000	500.00
TataFixedMaturityPlanSeries28SchemeAGrowth.	-	-	5250000	52919	-	-	5250000	52919
UTIFixedIncomeIntervalFundMonthly	-	-	-	-	-	-	-	-
Interval plan II Inst.Divid.	-	-	1,00,91,656	1,009.17	1,00,91,656	1,009.17	-	-
Birla Sunlife Floating rate Fund Long term	-	-	-	-	-	-	-	-
Inst. Wkly Divid. Reinvst.	1,11,73,130	1,119.90	5,02,76,674	5,029.84	6,14,49,804	6,149.74	-	-
Birla Sun Life Fixed Term plan Series CE Growth	-	-	50,00,000	500.00	-	-	50,00,000	500.00
DSP Blackrock FMP-3M Series 17 Dividend	-	-	1,00,00,000	1,000.00	1,00,00,000	1,000.00	-	-
DSP Blackrock FMP-3M Series 18 Dividend	-	-	1,00,00,000	1,000.00	1,00,00,000	1,000.00	-	-
DSP Blackrock FMP-3M Series 23 Dividend	-	-	1,00,00,000	1,000.00	1,00,00,000	1,000.00	-	-
Birla Sun Life Ultra Short Term Fund - IP - Fortnightly Dividend	-	-	4,53,84,005	4,634.68	4,53,84,005	4,634.68	-	-
Birla Sun Life Cash Plus-Inst-Premium Growth	-	-	13,66,55,155	20,545.24	13,66,55,155	20,545.24	-	-
Birla Sun Life Cash Plus-Inst-Prm. Daily Divid. Reinvst.	-	-	14,97,420	150.03	14,97,420	150.03	-	-
Birla Sunlife Savings Fund -Instt- Divid. Wkly Reinvst.	-	-	2,40,97,539	2,411.65	2,40,97,539	2,411.65	-	-
Birla Sun Life Cash Manager-IP-Wkly Divid. Reinvst.	-	-	8,07,01,328	8,075.24	8,07,01,328	8,075.24	-	-
DSP Blackrock Liquidity Fund Inst. Growth-(Units of Rs 1000/- each)	-	-	2,98,264	4,011.00	2,98,264	4,011.00	-	-
DSP Blackrock Short term fund Wkly Divid. Reinvst	-	-	98,41,454	1,001.86	98,41,454	1,001.86	-	-
DSP Blackrock Money manager Fund IP Wkly. Divid. Reinvst.-(Units of Rs 1000/- each)	-	-	2,52,500	2,527.03	2,52,500	2,527.03	-	-
HDFC Cash Management Fund- Treasury Advantage Plan - WDR	90,84,067	910.26	7,09,59,573	7,113.84	8,00,43,640	8,024.10	-	-
HDFC Cash Management Fund- Savings Plan - Growth	-	-	6,96,43,494	13,638.49	6,96,43,494	13,638.49	-	-
Kotak Floater Long term wkly divid. Reinvst.	20,29,722	204.54	7,50,78,411	7,567.31	7,71,08,133	7,771.87	-	-
Kotak Liquid Institutional Premium-Growth	-	-	5,29,25,212	10,011.00	5,29,25,212	10,011.00	-	-
ICICI Pru. Flexible Income Plan Wkly Divid. Reinvst. (Units of Rs 100/- each)	10,37,302	1,093.50	1,13,28,213	11,947.15	1,23,65,515	13,040.65	-	-
ICICI Pru. Inst. Liquid plan Super Inst. Growth-(Units of Rs 100/- each)	-	-	1,00,00,363	13,852.63	1,00,00,363	13,852.63	-	-
Reliance Liquidity Fund-Growth	-	-	70,53,084	1,000.00	70,53,084	1,000.00	-	-
Tata Liquid Super High Inv.Fund- Appreciation-(Units of Rs 1000/- each)	20,608	350.00	21,23,170	37,086.00	21,27,203	37,136.00	16,574	300.00
Tata Floater Fund- Wkly Divid. Reinvst	76,97,150	776.06	13,82,98,911	13,948.49	14,59,96,061	14,724.55	-	-
Templeton India Treasury management Account Super Inst.Gr.-(Units of Rs 1000/- each)	-	-	71,531	1,000.00	71,531	1,000.00	-	-
UTI Liquid Cash Plan-Instt-Growth-(Units of Rs 1000/- each)	-	-	4,31,184	6,624.53	4,31,184	6,624.53	-	-
UTI Floating rate fund Short term plan inst. Daily Divid. Reinvst.-(Units of Rs 1000/- each)	-	-	3,01,121	3,013.53	3,01,121	3,013.53	-	-
UTI Treasury Advantage Fund -Instt-Divid. Wkly Reinvst.-(Units of Rs 1000/- each)	1,00,438	1,005.24	6,54,099	6,569.80	7,54,537	7,575.04	-	-
Total Current Investment		11,476.86						2,829.19
Total Investment		39,703.69						42,696.87
Less: Provision for Diminution in value of Investments in Joint Venture/Long Term Investments		186.09						200.00
Total Investment		39,517.59						42,496.87
Aggregate book value of Investments								
Unquoted		39,495.74						42,581.47
Quoted [Market value Rs.157.64 Lakhs] (2009-2010: 232.15 Lakhs)]		207.93						115.40
Total		39,703.68						42,696.87

Note

The Company has given an undertaking to the lenders of Landmark Limited restricting its rights of sale of shares of Landmark Limited.

Schedules forming part of the Balance Sheet

Schedule 'F' (Item No.8 (a), Page 48)

INVENTORIES

	As at 31.3.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
Stocks		
(1) Raw Materials	191.23	165.35
(2) Packing Materials	68.52	63.43
(3) Finished Products	12,711.55	9,240.37
(4) Stocks-in-Transit	16.11	152.57
(5) Stores & Spares	69.91	26.61
	13,057.32	9,648.33

Schedule 'G' (Item No.8 (b), Page 48)

SUNDRY DEBTORS

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Debts outstanding for a period exceeding six months	138.44	123.27
(2) Other Debts	577.19	222.31
	715.63	345.58
(3) Less : Provision for Doubtful Debts	49.45	36.96
	666.18	308.62
Considered Good - Unsecured	666.18	308.62
Considered Doubtful - Unsecured	49.45	36.96
	715.63	345.58

Schedule 'H' (Item No.8 (c), Page 48)

CASH AND BANK BALANCES

	As at 31.3.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
Cash on hand (including Cheques on hand Rs.Nil)	229.34	188.86
Balances with Scheduled Banks		
(a) Current Accounts	1,043.70	407.68
(b) Fixed Deposit Accounts	299.75	249.90
(c) Certificate of Deposits (refer schedule "I", Page 61)	28,393.88	-
(d) Unclaimed Dividend	65.12	63.29
(e) Unclaimed Debenture Interest	2.37	1.95
	29,804.82	722.83
	30,034.16	911.69

Schedules forming part of the Balance Sheet
Schedule 'J'(Item No. 8 (d), Page 48)
LOANS AND ADVANCES

	Rupees in lakhs	As at 31.3.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Security Deposits			
Deposits for premises - Subsidiaries	412.50		412.50
Deposits for premises - Others	7,006.71		5,087.13
Other Deposits	100.03		170.76
		7,519.24	5,670.39
(2) Loans			
Loan to Subsidiaries	22,522.50		14,060.00
Other Loans	11,280.79		5,464.88
		33,803.29	19,524.88
(3) Other Loans and Advances recoverable in cash or in kind or for value to be received		1,114.15	6,229.61
(4) Balances with Customs/Port Trust etc.		90.49	95.84
(5) Receivables from subsidiary		308.46	278.09
(6) Other Receivables		779.80	443.08
(7) Bills of Exchange		114.20	114.20
(8) Advances on Capital Account		355.56	258.70
(9) Advance payment of taxes - net of provision		793.75	1,090.97
(10) MAT Credit Entitlement		1,549.78	741.54
		46,428.72	34,447.30
(11) Less : Provision for Doubtful Advances		214.72	211.91
		46,214.00	34,235.39
Considered Good - Secured		-	-
Considered Good - Unsecured		46,214.00	34,235.39
Considered Doubtful - Unsecured		214.72	211.91
		46,428.72	34,447.30

Schedules forming part of the Balance Sheet

Schedule 'K' (Item No. 9 (a), Page 48)

LIABILITIES

	Rupees in lakhs	As at 31.3.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Sundry Creditors		12,441.35	10,073.24
(2) Subsidiaries		71.72	7.28
(3) Security Deposits Received		1,524.53	1,522.03
(4) Investor Education and Protection Fund (Appropriate amount shall be transferred to "Investor Education and Protection Fund" if and due			
(a) Unclaimed Dividend	65.12		63.29
(b) Unclaimed application money received by the Company for allotment of Rights Issue and due for refund	22.47		4.82
(c) Unclaimed Debenture Interest	2.37		1.95
		89.96	70.06
		14,127.56	11,672.61

Schedule 'L' (Item No.9 (b), Page 48)

PROVISIONS

	Rupees in lakhs	As at 31.3.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Proposed Dividend		1,505.49	1,302.29
(2) Tax on Dividend		244.23	216.29
(3) Contingencies		289.00	205.00
(4) Retirement Benefits		500.19	632.17
(5) Redemption Premium of Debentures		11,260.17	3,566.92
(6) Rent Equilisation		77.61	76.47
		13,876.69	5,999.14

Schedule Forming Part of the Balance Sheet and Profit and Loss Account

Schedule 'M' SIGNIFICANT ACCOUNTING POLICIES

1.0 Basis of preparation of accounts

The financial statements are prepared on the accrual basis of accounting and in accordance with the Standard on Accordance with the standard on Accounting notified by the Companies (Accounting Standards) Rules, 2006 and referred to in Section 211(3C) of the Companies Act, 1956

2.0 Fixed Assets and Depreciation

- 2.1 Fixed Assets are stated at cost less depreciation. Costs comprise of cost of acquisition, Borrowing Cost, Cost of Improvement and any attributable cost of bringing the asset to condition for its intended use.
- 2.2 Depreciation on tangible assets is provided in accordance with the provisions of Schedule XIV to the Companies Act, 1956 as under: -
 - (a) In respect of the assets of the Retail Business on "Straight Line" method.
 - (b) In respect of all other assets on "Written Down Value" method.
- 2.3 Leasehold land is amortised over the period of lease remaining as at the date of their capitalisation.
- 2.4 Improvement to leasehold premises are depreciated over the period of lease remaining as at the date of their capitalisation.
- 2.5 Intangible Assets are amortised over their useful life not exceeding ten years.

3.0 Investments

Long Term Investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of Long Term Investments. Current Investments are stated at lower of cost or fair value.

4.0 Inventories

Inventories are valued as under :

Raw materials, packing materials and stores and spares : at cost.

Finished Products : at lower of cost or net realisable value.

5.0 Income

- 5.1 Sale of goods is recognised on delivery to customers and include amounts recovered towards sales tax.
- 5.2 Interest income is accounted on accrual basis.
- 5.3 Dividend income is accounted when right to receive payment is established.

6.0 Retirement Benefits

Defined Contribution Plans

- 6.1 a) Company's contributions during the year towards Government administered Provident Fund, Family Pension Fund, ESIC and Labour Welfare Fund are charged to the Profit and Loss Account as incurred.
- b) Company's contributions during the year towards Superannuation to the Superannuation Trust administered by a Life Insurance Company are recognized in the Profit and Loss Account as incurred. (Refer Note No 21 (d), Page No. 72)

6.2 Defined Benefit Plans

- a) Company's Contribution towards Gratuity made under the Group Gratuity Schemes with Life Insurance Companies are determined based on the amounts recommended by Life Insurance Companies as per actuarial valuation. (Refer Note 21(a), Page No. 71)
- b) In the case of certain employees, contribution towards Provident Fund is made to an approved trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.
- c) Provision for other retirement / post retirement benefits in the forms of pensions, medical benefits and long term compensated absences (leave encashment) has been made on the basis of actuarial valuation.

Schedule Forming Part of the Balance Sheet and Profit and Loss Account (Contd.)

7.0 Foreign Currency Transactions

Foreign Currency transactions are accounted at the rates prevailing on the date of transaction.

Year end current assets and liabilities are translated at the exchange rate ruling on the date of the Balance Sheet.

Exchange differences on settlement/conversion are adjusted to the Profit and Loss Account.

8.0 Employee Stock Option Scheme (ESOS)

In respect of Options granted under the Company's Employee Stock Options Scheme (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as Deferred Employee Compensation, which is amortised on a straight line basis over the vesting period.

9.0 Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

10.0 Taxation

10.1 Current Tax comprises of Provision for Income Tax and Wealth Tax is determined in accordance with the provisions of Income Tax Act, 1961 and the Wealth Tax Act, 1957.

10.2 Deferred tax is recognised on timing difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

11.0 Leases

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rents under operating leases are recognised in the Profit and Loss Account on straight line basis.

12.0 Borrowing Cost

Borrowing cost include interest, fees and other charges incurred in connection with the borrowing of funds and is considered as revenue expenditure for the year in which it is incurred. Borrowing cost attributed to the acquisition/improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets is capitalised as cost of the assets,

Notes on the Balance Sheet and Profit and Loss Account

1. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.2145.55 lakhs (2009-2010 : Rs.2402.78 lakhs)
2. (a) Contingent Liability in respect of Sales tax, Excise and Customs demands against which the Company has filed appeals Rs.76.52 lakhs (2009-2010: Rs.61.81 lakhs) - net of tax Rs.51.10 lakhs (2009-2010 : Rs.41.28 lakhs).
- (b) Contingent Liability in respect of Income-tax demands against which the Company has filed appeals : Rs.942.10 lakhs (2009-2010 :Rs. 362.23 lakhs).
- (c) Claims made against the Company not acknowledged as debts : Rs.714.42 lakhs (2009-2010 : Rs.784.29 lakhs)
- (d) Corporate Guarantee given on behalf of Subsidiary: Rs.1500.00 Lakhs (2009-2010 :Rs. 1500.00 Lakhs)
- (e) As a matter of abundant caution, a cumulative provision for contingencies of Rs.205.00 lakhs has been made against items (a), (b) and (c) above, which are disputed by the Company.

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

3. Managerial Remuneration :

Managerial remuneration for Managing Director and Non- Whole time Directors

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
(a) Salaries (including Company's Contribution to Provident Fund and Superannuation Fund)	32.09	74.88
(b) Commission	132.86	105.00
(c) Perquisites	18.74	45.23
(d) Directors' sitting fees	13.12	11.98
(e) ESOP	86.80	-
	283.61	237.09

Note: The above figures do not include contribution to Gratuity Fund as separate figure is not available for the Managing Director, and retirement benefits of Rs.14.40 lakhs (2009-2010: Rs.14.40 lakhs) paid to a former Managing Director.

Computation of Net Profit in accordance with Section 309 (5) of the Companies Act, 1956 :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
Profit before taxes as per Profit and Loss Account	6,033.92	4,985.00
Add :		
(i) Depreciation as per accounts	1,362.65	1,185.09
(ii) Managerial Remuneration	283.61	237.09
(iii) Provision for doubtful debts/advances	29.18	10.86
(iii) Provision for diminution in investment in Joint Venture	200.00	-
	1,875.44	1,433.04
	7,909.36	6,418.04
Less :		
(i) Depreciation as per Section 350	1,362.65	1,185.09
(ii) Capital Profit	1,260.35	1,303.39
(iii) Diminution in Value of Finished Goods Stock (Refer Note 26- Page No 76)	-	918.77
	2,623.00	3,407.25
Net Profit as per Section 309 (5)	5,286.36	3,010.79
Commission:		
(a) Managing Director	80.00	75.00
(b) Non-Wholetime Directors- 1% of Net Profit Rs.5286.36 lakhs (2009-10: Rs.3010.79 lakhs) restricted to Rs.52.86 lakhs (2009-2010 Rs.30.00 lakhs)	52.86	30.00
	132.86	105.00

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

4. Major components of deferred tax assets and liabilities are:	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
Deferred Tax Liability		
Depreciation	1,243.26	840.93
Less: Deferred Tax Assets		
Retirement Benefits	162.28	209.99
Premium on Redemption of Debentures	2,863.20	342.17
Other Provisions	274.10	96.95
	3,299.58	649.11
Net Deferred Tax Asset/(Liability)	2,056.32	(191.82)
	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
5. (i) Schedule 1 Item 4 (p) General Expenses include :		
(a) Auditors' Remuneration -		
Audit Fees	7.17	7.17
Fees for Taxation matters	1.37	1.10
Other Services	14.68	12.98
Reimbursement of out-of-pocket expenses	0.57	0.68
(b) Provision/ Write Off for doubtful debts/advances (net)	29.18	45.82
(ii) Expenses on Amalgamation /Securities/Warrant issue include auditors remuneration -other services	4.41	0.88
6. Gain on foreign exchange fluctuation (net) credited to the profit and loss account amounted to Rs. 19.82 Lakhs (2009-2010 : Rs.10.68 lakhs).		
7. There are no Micro, Small and Medium Enterprises , to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.		
8. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31st March, 2011 except Rs.4.48 lakhs (2009-2010 : Rs.3.99 lakhs) which is held in abeyance due to legal cases pending.		
9. Out of the proceeds of the issue of Cumulative Convertible Preference Shares (CCPS) of Rs. 489.66 crores, Rs.168.25 crores have been utilised towards objects of the issue and pending utilisation the balance amount is invested mainly in mutual funds and money market instruments		
10. Provision for taxation is inclusive of the tax impact on account of the securities / warrant issue expenses and premium on redemption of debentures debited to the Securities Premium Account. The Company has taken credit for MAT which it is entitled on future taxable profits.		

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

11. (a) The company has entered into lease agreement for assets taken on operating lease which range between three years & six years . This are renewable by mutually agreeable terms. The future minimum lease payments under non-cancellable operating leases are as under :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
i) Not later than one year	2,012.65	2,548.16
ii) Later than one year and not later than five years	2,802.34	3,866.09
iii) Later than five years	Nil	Nil

- (b) The company has entered into lease agreement for assets given on operating lease which range between three years & five years . This are renewable by mutually agreeable terms. The future minimum lease payments under non-cancellable operating leases are as under :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
i) Not later than one year	1,657.99	1,657.99
ii) Later than one year and not later than five years	190.70	1,848.69
iii) Later than five years	Nil	Nil

12. a) In Accordance with the amendments to Clause 32 of Listing Agreement, advances in the nature of loan to subsidiaries are as under

Name of Company		Balance as at 31.3.2011 Rs.in lakhs	Maximum Amount Outstanding during the year Rs.in lakhs
Fiora Services Limited	Subsidiary	150.00	175.00
Fiora Link Road Properties Limited	Subsidiary	3,202.50	3202.50
Nahar Theatres Private Limited	Subsidiary	670.00	757.50
Optim Estates Private Limited	Subsidiary	-	3575.00
Trent Hypermarket Limited	Subsidiary	22,075.00	22075.00

- b) Details of Investments made by the loanees in the shares of the Company & subsidiaries are as under

Investor company	Invested In	Rs. Lakhs
Fiora Link Road Properties Limited	Landmark Limited	3,206.23
Fiora Services Limited	Landmark Limited	6.55
Fiora Services Limited	Trent Limited	131.85

Notes:

- 1) Loan to Fiora Link Road Properties Limited are free of interest.
- 2) All above loans are repayable after three years with option of early repayment.
- 3) Investment by Fiora Services Limited in shares of Trent Limited are prior to it becoming the subsidiary of Trent Limited and prior to grant of loan.
- 4) Investment by Fiora Services Limited in shares of Landmark Limited are prior to grant of loan.

Notes on the Balance Sheet and Profit and Loss Account (Contd.)
13. LICENSED/INSTALLED ANNUAL CAPACITIES AND PRODUCTION :

Class of Goods	Unit of Measure	Licensed Capacity		Installed Capacity		Actual Production *	
		As at 31.3.2011	As at 31.3.2010	As at 31.3.2011	As at 31.3.2010	As at 31.3.2011	As at 31.3.2010
Apparels	Nos. in lakhs	N.A	N.A	Nil	Nil	1.38	1.30
Others **							

* Production represents goods manufactured by third parties .

** Refer note 14 (i), below.

14. SALES, PURCHASES, OPENING AND CLOSING STOCKS (1.4.2010 to 31.3.2011)

	SALES	PURCHASES	OPENING STOCK	CLOSING STOCK
Class Of Goods	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs
Apparels/Household items etc.	67,307.81 (54,176.46)	36,699.32 (28,527.38)	9,240.37 (8,420.44)	12,711.55 (9,240.37)
Others	87.29 (83.94)	56.73 (54.55)	- -	- -
Total	67,395.10 (54,260.40)	36,756.05 (28,581.93)	9,240.37 (8,420.44)	12,711.55 (9,240.37)

Notes :

- (i) Given the nature of the retailing operations of the Company and having dealt with a large variety of products it is not practical to ascertain the quantitative information in respect of each products and hence the same is not furnished.
- (ii) Closing stock is after adjusting samples , free gifts, damaged goods and shortages.
- (iii) Figures in brackets are in respect of previous year.

15. RAW MATERIALS CONSUMED :

	Unit of Measure	2010-2011		2009-2010	
		Quantity	Rupees in lakhs	Quantity	Rupees in lakhs
(a) Fabrics	Lakh Metres	1.58	217.96	1.38	177.26
(b) Others (refer note 14 (i), above)	-	-	-	-	-
TOTAL			217.96		177.26

Notes on the Balance Sheet and Profit and Loss Account (Contd.)
16. VALUE OF IMPORTED AND INDIGENOUS MATERIALS CONSUMED :

	2010-2011		2009-2010	
	Rupees in lakhs	% of Total Consumption	Rupees in lakhs	% of Total Consumption
(a) RAW MATERIALS :				
(i) Imported	9.15	4	11.40	6
(ii) Indigenous	208.81	96	165.86	94
TOTAL	217.96	100	177.26	100
(b) PACKING MATERIALS				
(i) Imported	-	-	-	-
(ii) Indigenous	339.68	100	207.57	100
TOTAL	339.68	100	207.57	100

17. VALUE OF IMPORTS ON C.I.F. BASIS :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
(a) Finished Products (including in -transit)	947.75	468.35
(b) Capital Goods	315.54	8.13
(c) Raw Material (Fabrics)	-	1.26
TOTAL	1,263.29	477.74

18. EXPENDITURE IN FOREIGN CURRENCY :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
(a) Travelling Expenses	30.64	25.22
(b) Consultancy Fees (Net of Tax deducted at source)	31.88	47.15
(c) Payments on other accounts	219.74	22.91
TOTAL	282.26	95.28

19. EARNINGS IN FOREIGN CURRENCY :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
Sales of goods*	1,309.62	1,237.17
Fees -	-	1,026.44
TOTAL	1,309.62	2,263.61

* Represents sale of goods which are collected in Foreign Currency through International Credit Cards, as certified by the collecting bankers.

20. SEGMENT REPORTING

The main business of the Company is retailing. All other activities of the Company are incidental to the main business. Accordingly, there are no separate reportable segments in terms of the Accounting Standard 17 on "Segment Reporting" issued by ICAI.

Notes on the Balance Sheet and Profit and Loss Account (Contd.)
21 EMPLOYEE BENEFITS
(a) Defined Benefit Plans - Gratuity, Pension and Medical Benefits (As per actuarial valuations as on 31st March 2011)

Rupees in lakhs

	GRATUITY (Fully funded)				Pension and Medical Benefits (non funded)	
	LIC Administered Trust		Company Administered Trust (See Note 1 Below)			
	As on 31st March, 2011	As on 31st March, 2010	As on 31st March, 2011	As on 31st March, 2010	As on 31st March, 2011	As on 31st March, 2010
I Change in Obligation during the year ended 31st March 2011						
1 Present value of obligations as at beginning of year	96.63	79.98	91.29	92.43	184.97	193.96
2 Present value of obligations transferred	-	-	-	-	-	-
3 Liability taken over from other trust	-	-	-	-	-	-
4 Liability extinguished	-	-	-	-	-	-
5 Interest cost	9.30	8.26	7.03	7.02	13.56	14.05
6 Current Service Cost	25.67	23.25	5.61	6.45	-	-
7 Actuarial (gain)/loss on obligations	(6.02)	(2.93)	3.68	(14.61)	(15.30)	(6.34)
8 Past Service Costs	21.32	-	-	-	-	-
9 Benefits Paid	(15.02)	(11.93)	(7.64)	-	(14.40)	(16.71)
10 Settlement Pending	-	-	-	-	-	-
11 Present value of Defined Benefit Obligation at the end of the year	131.89	96.63	99.98	91.29	168.82	184.97
II Change in Assets during the Year ended 31st March 2011						
1 Plan assets at the beginning of the year	97.80	95.47	99.29	97.27	-	-
2 Expected return on plan assets	8.72	7.16	7.45	7.30	-	-
3 Contributions by Employer	22.06	5.55	-	-	14.40	16.71
4 Funds Transfer In	2.45	-	-	-	-	-
5 Actual benefits paid	(15.02)	(11.93)	(7.64)	-	(14.40)	(16.71)
6 Actuarial gains/ (losses)	0.46	1.55	1.19	(5.27)	-	-
7 Plan Assets at the end of the year	114.02	97.80	102.75	99.29	-	-
III Net Asset/(Liability) recognized in the Balance Sheet as at 31st March 2011						
1 Present Value of Defined Benefit Obligation as at 31st March 2011	131.89	96.63	99.98	91.29	168.82	184.97
2 Fair value of plan assets as at 31st March 2011	114.02	97.80	102.75	99.29	-	-
3 Fund status (Surplus/(Deficit))	(17.87)	1.17	2.77	8.00	(168.82)	(184.97)
4 Net Assets /(Liability) as at 31st March 2011	(17.87)	1.17	2.77	8.00	(168.82)	(184.97)
IV Expenses recognized in the statement of Profit and Loss for the year ended 31st March 2011						
1 Current Service cost	25.67	23.25	5.61	6.45	-	-
2 Interest Cost	9.30	8.26	7.03	7.02	13.56	14.05
3 Expected return on plan assets	(8.72)	(7.16)	(7.45)	(7.30)	-	-
4 Net Actuarial (Gains)/Losses (Net of Opening Actuarial gain/(loss) adjustment)	(6.48)	(4.48)	2.49	(9.34)	(15.30)	(6.34)
5 Past Service Cost	21.32	-	-	-	-	-
6 Net effect of Transfer In	(2.45)	-	-	-	-	-
7 Settlement Pending	-	-	-	-	-	-
8 Expenses recognised in statement of Profit and Loss	41.10	19.87	5.24	(3.16)	(1.74)	7.71
V The major categories of plan assets as a percentage of total plan						
1 Government of India Securities	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2 Corporate Bonds	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3 Special Deposit Scheme	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4 Equity Shares of Listed Companies	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
5 Property	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
6 Insurer Managed Funds	100%	100%	100%	100%	N.A.	N.A.
7 Others	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	100%	100%	100%	100%	N.A.	N.A.
VI Method of valuation	Projected Unit Credit Method					
VII Expected Employers Contribution Next Year	40.00	40.00	5.68	5.31	N.A.	N.A.
VIII Actuarial Assumptions						
1 Discount Rate	8.35%	7.70%	7.70%	7.70%	8.35%	7.70%
2 Expected rate of return on plan assets	7.50%	7.50%	7.50%	7.50%	N.A.	N.A.
3 Mortality Table	LIC (1994-96) Ultimate				N.A.	N.A.
4 Retirement Age	58 Years/ 60 years	58 Years/ 60 years	60 years	60 years	N.A.	N.A.

NOTES :

- The Company has approved an arrangement with TATA AIG Life Insurance Company Limited, for managing in fund in Self Managed Gratuity Trust w.e.f. 1st February 2010. Accordingly, all the funds of the Trust have been managed by said insurance Company.
- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority , promotion and other relevant factors, such as supply and demand in the employment market.

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

(b) Defined Benefit Plans - Provident Fund Contribution to Trust administered by the Company

The Guidance issued by the Accounting standard Board (ASB) on implementing AS-15, Employee benefits (revised 2005) states that provident fund set up by employers which requires interest short fall to be met by the employer, needs to be treated as defined benefit plan. The Company administered trust The Trust had received a letter dated 17/05/2010 from the Regional Commissioner of Provident Fund, Mumbai withdrawing the relaxations granted to the establishment vide Order No. MH/ 13493 / PF / Exm. 17/ AST/1393 with effect from 01/04/2010 and instructing the establishment to transfer the past accumulations of its employees to the Regional PF Commissioner, Mumbai. Accordingly, the Board of Directors of Trent Ltd has passed resolution as on 28/05/2010 for the surrender of Trust and the Trust has taken steps to transfer the past accumulations of its employees to the Regional PF Commissioner, Mumbai.

- (c) Leave Encashment (Long term compensated absences) recognised as income for the year is Rs 67.33 Lakhs (2009-10 : Expense of Rs. 145.67 Lakhs)

d) Defined Contribution Plans

2010-2011 2009-2010

Company's Contributions to defined Contribution Plans recognised as expense for the year as under:

1 Towards Superannuation Fund	12.83	14.99
2 Towards Government Administered Provident Fund / Family Pension Fund	150.07	120.51
3 Towards Employees State Insurance / Labour Welfare Fund	83.14	48.76

22. RELATED PARTY TRANSACTIONS :

Related parties are as certified by the management

22.01 Parties where control exists

Trent Brands Limited - Subsidiary Company.
(100% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Fiora Services Limited - Subsidiary Company.
(25.67% Equity Share Capital is held by Trent Limited as at 31st March, 2011)
(64.20% Equity Share Capital is held by Trent Brands Limited as at 31st March, 2011)

Nahar Theatres Private Limited - Subsidiary Company
(100% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Fiora Link Road Properties Limited - Subsidiary Company
(100% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Landmark Limited - Subsidiary Company
(57.39% Equity Share Capital is held by Trent Limited as at 31st March, 2011)
(17.66% Equity Share Capital is held by wholly owned subsidiary companies as at 31st March, 2011)

Westland Limited - Subsidiary Company
(96.64% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Trent Retail Services private Limited (Formerly Regent Management Private Limited) - Subsidiary Company
(100% Equity Share Capital is held by Landmark Limited as at 31st March, 2011)

Landmark E-Tail Private Limited - Subsidiary Company
(100% Equity Share Capital is held by Landmark Limited as at 31st March, 2011)

Trent Hypermarket Limited - Subsidiary Company.
(100% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Trent Global Holdings Limited-Subsidiary Company
(100% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

Optim Estates Private Limited (wef 30th April 2010)
(Merged with Trent Hyper Market Limited-Effective date 20th September 2010)

Notes on the Balance Sheet and Profit and Loss Account (Contd.)
22.02 Other Related Parties with whom transactions have taken place during the year:
Associates:

Tata Sons Ltd.
(Holds more than 20% of the Share Capital of the Company)

Joint Ventures

Trexa Admc Private Limited
(50% Equity Share Capital is held by Trent Limited as at 31st March, 2011)
Inditex Trent Retail India Private Limited
(49% Equity Share Capital is held by Trent Limited as at 31st March, 2011)

22.03 Directors of the Company

Managing Director	Mr.N.N.Tata (resigned on 11th August 2010)
Non Executive Directors	Mr. F.K. Kavarana Mr.B.S.Bhesania (retired on 18th August 2010) Mr.A.D.Cooper Mr.K.N.Suntook Mr.N.N.Tata (wef 12th August 2010 till 18th August 2010.) Appointed as an Additional Director and Vice Chairman wef 19th August 2010 Mr.Zubin Dubash (wef 26th April 2010) Mr.Bhaskar Bhat (wef 27th September 2010)

Details of remuneration to directors is disclosed in Note No. 3 (Page No. 66)

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
22.04 Sales to and Other recoveries from related parties		
a) Subsidiaries	844.68	550.74
b) Associates	9.32	5.63
c) Joint Venture	-	45.66
22.05 Purchase/other services from related parties		
a) Subsidiaries	1675.68	1230.87
b) Associates	493.35	429.69
22.06 Purchases of Fixed Assets from related parties		
a) Subsidiaries	-	36.61
22.07 Sale of Fixed Assets to related parties		
a) Subsidiaries	-	11.55
22.08 Interest/Dividend received from related parties		
a) Subsidiaries	1,700.24	770.40
b) Associates	14.00	14.00
22.09 Security Deposit Repaid		
a) Subsidiaries	96.00	-
b) Associates	-	-

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

RELATED PARTY TRANSACTIONS :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
22.10 Interest/Dividend paid to related parties		
a) Subsidiaries	10.40	8.80
b) Associates	328.96	278.35
c) Directors	3.88	2.40
22.11 Purchase of Equity Shares of Subsidiaries	-	300.00
22.12 Subscription to Share Capital		
a) Subsidiaries	515.00	4100.00
b) Joint Venture	-	3192.70
22.13 Loan Given to		
a) Subsidiaries	10,407.51	11,385.00
b) Associates	-	-
22.14 Loan Repaid by Subsidiaries	162.50	4,293.97
22.15 Security deposit given during the year Associates	21.00	-
22.16 Security deposit receivable as on 31.03.2011		
a) Subsidiaries	412.50	412.50
b) Associates	66.00	45.00
22.17 Security deposit payable as on 31.03.2011 Subsidiaries	127.60	115.10
22.18 Investments Purchased during the year Subsidiaries	529.19	-
22.19 Guarantee given during the year Subsidiaries	-	1,500.00
22.20 Guarantee given as on 31.3.2011 Subsidiaries	1,500.00	1,500.00
22.21 Loan outstanding as on 31.3.2011 Subsidiaries	26,097.50	14,060.00
22.22 Outstanding Receivables as on 31.3.2011		
a) Subsidiaries	311.13	279.97
b) Associates	-	-
c) Joint Venture	-	0.02
22.23 Outstanding Payables as on 31.3.2011		
a) Subsidiaries	71.72	7.28
b) Associates	171.17	103.34
22.24 Issue of Equity Shares Directors	1.00	38.95
22.25 Issue of CCPS		
a) Associates	13,512.11	-
b) Directors	162.46	-

Notes on the Balance Sheet and Profit and Loss Account (Contd.)
23. Interests in Joint Venture:

The Company's interests, as a venture, in jointly controlled entities are:

Name	Country of Incorporation	% of ownership interest as at 31 st March, 2011	% of ownership interest as at 31 st March, 2010
Trexa ADMC Private Limited	India	50%	50%
Inditex Trent Retail India Private Limited	India	49%	49%

	For the year ended 31st March 2011	For the year ended 31 st March 2010
	Rupees in lakhs	Rupees in lakhs
I Income		
1. Income From Operations	7,247.46	24.01
2. Other Income	67.19	30.54
II Expenditure		
1. Expenses	5,421.94	230.55
2. Depreciation	261.66	4.00
III Assets:		
1. Fixed Assets	3,310.60	866.33
2. Investments	0.43	0.41
3. Deferred tax Asset/(Liabilities)	10.84	(0.03)
4. Current Assets Loans & Advances		
- Cash and bank balances	1,409.66	2,548.17
- Loans and Advances	830.88	332.24
- Debtors	1.86	1.86
- Inventories	854.96	38.03
- Miscellaneous Expenditure (to the extent not written off or adjusted)	-	-
IV Liabilities:		
Current Liabilities	2,202.46	669.65
Provisions	7.34	4.83

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

24. EARNINGS PER SHARE (EPS) :

	2010-2011	2009-2010
(a) Weighted Average Number of shares outstanding during the year.		
i) For Basic Earnings Per Share	20,051,974	19,589,303
ii) For Diluted Earnings Per Share		
No of shares for Basic EPS as per a(i)	20,051,974	19,589,303
Add: Dilutive Potential Equity Shares in respect of outstanding warrants/options	1,903,534	112,753
No of shares for Diluted Earnings Per Share	21,955,508	19,702,056
(b) Net Profit/(Loss) after Tax available for Equity Shareholders (Rupees in Lakhs)	4,303.71	4,022.03
(c) Less : Dividend to Preference Shareholders and applicable dividend distribution tax there on	1.43	0.01
(d) Net Profit/(Loss) after Tax available for Equity Share Holders (Rupees in lakhs)	4,302.28	4,022.02
(e) Earnings Per Share (Rs.) Face value of Rs.10/-		
Basic	21.46	20.53
Diluted	19.60	20.41

25 Previous year's figures have been regrouped wherever necessary.

26 The scheme of Amalgamation of Satnam Developers and Finance Private Limited (SDPL) and Satnam Realtors Private Limited (SRPL) with the company as approved by the Hon'ble Highcourt of Judicature at Bombay has become effective on March 12, 2010 upon obtaining all sanctions and approvals as required under the scheme and upon filing of certified true copies of the order with the Registrar Of Companies, Maharashtra. The appointed date of the scheme is April 1, 2009. SDPL was a 100% subsidiary of the Company engaged in the business of real estate investment and development activities and SRPL was engaged in the business of construction and development activities. SDPL held 50% of the shares in SRPL.

In terms of the scheme,

- (a) All the assets and liabilities of SDPL and SRPL stand transferred to and vested in the company with effect from the appointed date.
- (b) Inter corporate loans, deposits and balances as between SDPL, SRPL and the Company stands cancelled.
- (c) The book value of the shares held by the Company in SDPL, as appearing in the books of the Company, the book value of shares held by SDPL in SRPL and the advance paid by SDPL towards acquisition of shares in SRPL, as appearing in the books of SDPL, stands cancelled.
- (d) The company on March 26, 2010 has issued 70,000 fully paid 0.1% Redeemable Preference Shares of Rs.1000 each to the equity shareholders of the erstwhile SRPL (except for shares held by SDPL) in the ratio of 14 Preference Shares for every 1 Equity Share held.
- (e) The scheme of amalgamation with SDPL is being accounted for under the pooling of interest method and with SRPL is being accounted for under the Purchase Method as contained in AS14 "Accounting for amalgamation" issued by the ICAI. The vested assets and liabilities of SDPL and SRPL have been recognized at their book values in the books of the Company.

Notes on the Balance Sheet and Profit and Loss Account (Contd.)

- (f) The costs and expenses amounting to Rs. 120.02 lakhs (net of tax Rs.80.15 lakhs) incurred for implementation of the scheme have been adjusted against the general reserve of the company.
 - (g) The deficit of Rs.2519.32 lakhs arising due to the difference between the value of assets over the value of liabilities of SDPL and SRPL and the face value of the preference shares issued by the company and after adjusting the diminution in the value of Long term investments to the extent of Rs.186.09 lakhs and Finished goods inventory Rs. 918.77 lakhs (net of tax - Rs.606.48 lakhs) as approved by the board has been adjusted first against the amalgamation reserve to the extent of Rs.1492.95 lakhs and the balance Rs.1026.37 lakhs against the general reserve.
- 27.** On 30th April 2010 the Company acquired 100% Equity Shares and Preference Shares of Optim Estate Private Limited making it a wholly owned subsidiary of the company. The Scheme of Amalgamation of Optim Estates Private Limited with Trent Hypermarket Limited (100 % subsidiary of the Company) as approved by the Hon'able Highcourt of judicature at Bombay is effective 20th September 2010 . The appointed date of the Scheme is 1st April 2009. In terms of the Scheme Trent Hypermarket Limited has issued the Company 1,50,000 Equity Shares of Rs 10 each and 10,00,000 10% p.a. Redeemable Preference Shares of Rs 10 each in consideration against its holdings in Optim Estates Private Limited.
- 28.** Balance Sheet Abstract and Company's General Business Profile as required in terms of Part IV of Schedule VI of the Companies Act, 1956 is attached herewith.

Signatures to Schedules '1' to '5' and 'A' to 'M' and Notes.

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details:	:	
CIN No.	:	L24240MH1952PLC008951
State Code	:	11
Balance Sheet Date	:	31.3.2011
II. Capital raised during the year (Amount in Rupees Thousands):		
Public Issue	:	Nil
Rights Issue	:	4896555
Bonus Issue	:	Nil
Private Placement	:	218
III. Position of mobilisation and deployment of funds (Amount in Rupees Thousands):		
Total Liabilities	:	13569536
Total Assets	:	13569536
Sources of Funds:		
Paid-up Capital	:	359597
Warrant Application Money	:	
Reserves and Surplus	:	10459939
Secured Loans	:	1000000
Unsecured Loans	:	1750000
Application of Funds:		
Net Fixed Assets	:	2917476
Investments	:	4249687
Net Current Assets	:	6196741
Net Deferred Tax	:	205632
Miscellaneous Expenditure	:	-
Accumulated Losses	:	Nil
IV. Performance of Company (Amount in Rupees Thousands):		
Turnover*	:	7681414
Total Expenditure	:	7049622
Profit before Tax	:	631792
Profit after Tax	:	430371
Earnings per share (in Rs.)	:	
Basic	:	21.46
Diluted	:	19.60
Dividend Rate (%)	:	75
V. Generic Names of three principal products/ services of the Company:		
Item Code No. (ITC CODE)		Product Description
1. 62 07	:	Menswear
2. 62 08	:	Ladieswear
3. 62 09	:	Childrenswear

*Represents Income from Operations and other income

Cash Flow for the year ended 31st March, 2011

PARTICULARS	1.4.2010 to 31.3.2011 Rupees in lakhs	1.4.2009 to 31.3.2010 Rupees in lakhs
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Exceptional Items	6,317.92	3,847.42
Adjustments for :		
Depreciation	1,362.65	1,185.09
Provision for doubtful debts & bad debts written off	29.18	45.82
Interest (net)	(2,376.70)	(782.10)
Employee Stock Option	22.68	84.76
(Profit)/Loss on Fixed Assets sold/discarded (Net)	(724.42)	82.91
(Profit)/Loss on sale of Investments	(506.11)	(165.81)
Excess of Cost over Fair Value of Investments	-	0.02
Dividend from Investments	(740.54)	(505.35)
Rent Equilisation	1.14	40.31
Discount on Commercial Paper	-	225.45
Preliminary Exp w/off	-	0.13
Excess provisions / Liabilities no longer required written back	-	(275.93)
	<u>(2,932.12)</u>	<u>(64.70)</u>
Operating Profit Before Working Capital Changes	3,385.80	3,782.71
Adjustments for :		
(Increase)/Decrease in Inventories	(3,408.98)	(1,969.61)
(Increase)/Decrease in Trade & Other Receivables	(2,007.30)	(131.13)
Increase/(Decrease) in Trade & Other Payables	1,736.03	1,573.77
	<u>(3,680.25)</u>	<u>(526.97)</u>
Cash generated from operations	(294.45)	3,255.74
Direct Taxes Paid	(934.11)	(726.99)
Net Cash from Operating Activities	<u>(1,228.56)</u>	<u>2,528.75</u>
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(8,054.05)	(3,386.59)
Sale of Fixed Assets	812.69	17.46
Purchase of Investments	(210,278.78)	(118,864.58)
Sale of Investments	212,398.75	119,156.30
Loans given	(23,407.51)	(15,385.00)
Repayment of Loans given	9,162.50	4,793.97
Interest received	2,862.72	1,177.13
Merger Expenses	-	(120.02)
Dividend From Investments	740.54	505.35
Net cash used in Investing Activities	<u>(15,763.14)</u>	<u>(12,105.98)</u>
C CASH FLOW FROM FINANCING ACTIVITIES		
Issue of securities	71,467.74	8,264.01
Redemption of Securities (Including Premium)	(14,149.37)	(5,663.35)
Issue expenses on securities	(660.77)	(19.38)
Unclaimed Securities application money	17.64	(0.89)
Long Term & Other borrowings	-	8,165.04
Repayment of Long Term & Other borrowings	(8,501.82)	(3.42)
Interest Paid	(540.83)	(380.78)
Dividend Paid	(1,518.41)	(1,266.14)
Net cash from Financing Activities	<u>46,114.18</u>	<u>9,095.10</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	29,122.48	(482.13)
CASH AND CASH EQUIVALENTS AS AT 01.04.2010	911.68	1,288.27
Add :Cash and Cash Equivalents taken over on Merger (Refer Note 26 on Page 76)	-	105.54
Less : Cash and cash equivalents transferred on sale of business	-	-
CASH AND CASH EQUIVALENTS AS AT 31.03.2011	<u>30,034.16</u>	<u>911.68</u>

Notes:

- i) All figures in brackets are outflows
- ii) Cash and Cash equivalents consists of cash on hand and balances with banks as detailed in Schedule H to the Balance Sheet
- iii) Previous year's figures have been regrouped wherever necessary

As per our report attached.

For N. M. RAJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

 Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA

Chairman

N. N. TATA

Vice Chairman

**A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT**

Directors

Auditors' Report on the Consolidated Financial Statements to the Board of Directors of Trent Limited

1. We have audited the attached Consolidated Balance Sheet of **TRENT LIMITED** ("the Company") and its subsidiaries, collectively referred to as "the Group," as at 31st March 2011, and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These Consolidated Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3.
 - a) We did not audit the financial statements of the subsidiary Landmark Limited and its subsidiaries namely Landmark E-Tail Private Limited and Regent Management Private Limited. The consolidated financial statements of Landmark Limited and its subsidiaries reflect total net assets of Rs. 10163.70 lakhs as at 31st March 2011 and total revenue of Rs. 26192.80 lakhs and the net cash outflow amounting to Rs. 32.89 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiaries have been audited by other firms of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the subsidiaries is based solely on their audit reports.
 - b) We did not audit the financial statements of the subsidiary Westland Limited, whose financial statements reflect total net assets of Rs.1092.05 lakhs as at 31st March 2011 and total revenue of Rs. 3812.95 lakhs and the net cash outflow amounting to Rs.3.44 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.
 - c) We did not audit the financial statements of the foreign subsidiary Trent Global Holdings Limited, whose financial statements reflect total net assets of Rs. 11.68 lakhs as at 31st March 2011 and

total revenue of Rs. 2.78 lakhs and the net cash outflow amounting to Rs.6.40 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants, duly qualified to act as auditor in the country of incorporation of such subsidiary and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.

4. a) We did not audit the financial statements of the joint venture Trexa ADMC Private Limited, whose financial statements reflect total net assets of Rs.28.53 lakhs as at 31st March 2011 and total revenue of Rs.0.56 lakhs and the net cash outflow amounting to Rs.12.86 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the joint venture have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the joint venture are based solely on their audit report.
- b) We did not audit the financial statements of the joint venture Inditex Trent Retail India Private Limited, whose financial statements reflect total net assets of Rs.8561.54 lakhs as at 31st March 2011 and total revenue of Rs.14927.30 lakhs and the net cash outflow amounting to Rs.2310.37 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the joint venture have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the joint venture are based solely on their audit report.
5. We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements and Accounting Standard (AS) 27 - Financial Reporting of Interest in Joint Ventures issued by The Institute of Chartered Accountants of India and on the basis of the separate audited / certified financial statements of the Company and its subsidiaries included in the Consolidated Financial Statements.
6. Based on the audit and on consideration of the reports of the other auditors on the separate financial statements and on the other financial information of the components and the accounts as explained in paragraph 5 above; in our opinion and to the best of our information and according to the explanations given to us, the attached Consolidated Financial Statements read together with Notes

thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March 2011;
- (b) in the case of the Consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For **N. M. RAJI & CO.,**

Chartered Accountants

(Registration No. 108296W)

Y.N. THAKKAR

Partner

Membership No. 33329

Mumbai, 25th May, 2011

Consolidated Balance Sheet as at 31st March 2011

	Schedule	Page	Rupees in lakhs	Rupees in lakhs	As at 31.03.2010 Rupees in lakhs
SOURCES OF FUNDS :					
1. SHAREHOLDERS' FUNDS :					
(a) Capital	A	89	3,595.97		2,703.51
(b) Reserves and Surplus	B	90	95,978.18		56,631.08
				99,574.15	59,334.59
				1,456.55	1,952.25
2. MINORITY INTEREST					
3. LOAN FUNDS :	C	91			
(a) Secured Loans			12,626.50		12,855.33
(b) UnSecured Loans			18,058.26		13,520.17
				30,684.76	26,375.50
4. TOTAL FUNDS EMPLOYED				1,31,715.46	87,662.34
APPLICATION OF FUNDS :					
5. FIXED ASSETS :	D	92			
(a) Gross Block			76,562.46		53,074.62
(b) Less : Depreciation			11,335.29		8,289.53
(c) Net Block			65,227.17		44,785.09
(d) Capital Work-in-Progress			4,970.40		3,297.45
				70,197.57	48,082.54
6. INVESTMENTS	E	92		13,528.50	18,104.71
7. DEFERRED TAX ASSET (NET)				2,656.78	157.95
8. CURRENT ASSETS, LOANS AND ADVANCES :					
(a) Inventories	F	93	29,615.00		20,928.58
(b) Sundry Debtors	G	93	2,487.96		1,552.24
(c) Cash and Bank Balances	H	93	32,333.04		4,373.11
(d) Loans and Advances	J	95	27,390.33		24,524.17
			91,826.33		51,378.10
9. Less: CURRENT LIABILITIES AND PROVISIONS :					
(a) Liabilities	K	95	32,350.62		23,900.66
(b) Provisions	L	96	14,143.10		6,160.30
			46,493.72		30,060.96
10. NET CURRENT ASSETS				45,332.61	21,317.14
11. TOTAL ASSETS (NET)				1,31,715.46	87,662.34

(For Schedule 'M' and notes see Pages 97 to 104)

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Consolidated Profit and Loss Account for the year ended 31st March 2011

	Schedule	Page	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
INCOME :					
1. INCOME FROM OPERATIONS	2	87	1,59,224.42		1,12,046.07
2. OTHER INCOME	3	87	3,664.50		1,714.44
3. TOTAL INCOME				1,62,888.92	1,13,760.51
EXPENDITURE :					
4. OPERATING AND OTHER EXPENSES	1	86	1,57,985.90		1,10,687.64
5. DEPRECIATION			3,185.88		2,208.49
			1,61,171.78		1,12,896.13
6. INTEREST	4	88	931.77		788.25
7. TOTAL EXPENDITURE				1,62,103.55	1,13,684.36
PROFIT BEFORE TAXES AND EXCEPTIONAL ITEM				785.37	76.13
8. EXCEPTIONAL INCOME/(EXPENSES)	5	88	(84.00)		836.71
PROFIT FROM ORDINARY ACTIVITIES BEFORE TAXES				701.37	912.84
9. PROVISION FOR TAXATION					
CURRENT TAX			1,807.49		832.20
(EXCESS)/SHORT TAX PROVISION FOR PRIOR YEARS (NET)			(1,501.79)		(78.15)
MAT CREDIT ENTITLEMENT			(808.24)		(302.95)
DEFERRED TAX			1,056.44		315.70
				553.90	766.80
PROFIT BEFORE EXTRA ORDINARY ITEM				147.47	146.04
10. EXTRA ORDINARY ITEM (NET OF TAX)				105.98	-
PROFIT AFTER EXTRA ORDINARY ITEM BEFORE MINORITY INTEREST				253.45	146.04
11. LESS : MINORITY SHARE OF PROFIT / (LOSS)				(495.72)	(15.00)
12. LESS: PRE ACQUISITION PROFIT / (LOSS)				-	5.54
NET PROFIT AFTER MINORITY INTEREST				749.17	155.50
BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR				(1,658.44)	607.65
BROUGHT FORWARD LOSS ARISING OUT OF AMALGAMATION				(349.94)	-
PROFIT AVAILABLE FOR APPROPRIATION				(1,259.21)	763.14
13. APPROPRIATIONS :					
(i) GENERAL RESERVE				500.00	403.00
(ii) DEBENTURE REDEMPTION RESERVE				500.00	500.00
(iii) DIVIDEND PAID -EQUITY SHARES				1.42	-
(iv) PROPOSED DIVIDEND -EQUITY SHARES				1,504.27	1,302.28
(v) PROPOSED DIVIDEND -PREFERENCE SHARES				1.23	0.01
(vi) TAX ON DIVIDEND				244.46	216.29
(vii) BALANCE CARRIED TO BALANCE SHEET				(4,010.59)	(1,658.44)
				(1,259.21)	763.14
14. Earnings Per Share Before Extra Ordinary					
Item (Rs.) (Note 12. Page 103)					
Basic				3.20	0.79
Diluted				2.92	0.79
15. Earnings Per Share After Extra Ordinary					
Item (Rs.) (Note 12. Page 103)					
Basic				3.73	0.79
Diluted				3.41	0.79

As per our report attached.

For and on behalf of the Board,

For N. M. RAIJI & CO.,
Chartered Accountants

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

Y. N. THAKKAR
Partner

M. M. SURTI
Company Secretary

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

 Mumbai, 25th May 2011

Schedule forming part of the Consolidated Profit and Loss Account

Schedule '1' (Item No. 4, Page 85) OPERATING AND OTHER EXPENSES

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
1 RAW MATERIALS CONSUMED		1,356.07	548.62
2 PURCHASE OF FINISHED PRODUCTS		98,881.88	69,140.32
3 PAYMENTS TO AND PROVISIONS FOR EMPLOYEES			
(a) Salaries, Wages, Bonus, etc. (refer note schedule "B", Page 90)	10,784.76		7,765.28
(b) Contribution to Provident, Superannuation and Gratuity Funds	662.18		472.82
(c) Workmen and Staff Welfare Expenses	652.40		488.44
		12,099.34	8,726.54
4 OTHER EXPENSES			
(a) Processing Charges	193.73		169.23
(b) Packing Materials Consumed	936.46		613.26
(c) Power and Fuel	4,587.80		3,603.23
(d) Repairs to Building	3,211.36		2,259.32
(e) Repairs to Machinery	649.57		580.92
(f) Repairs Others	931.81		685.95
(g) Rent	6,651.06		4,962.10
(h) Rates and Taxes	1,058.10		729.21
(i) Insurance	126.43		136.51
(j) Advertisement and Sales Promotion	6,510.92		5,847.76
(k) Travelling Expenses	925.19		646.43
(l) Professional and Legal Charges	1,127.53		858.03
(m) Printing and Stationery	298.44		206.28
(n) Bank Charges	946.67		694.55
(o) Postage, Telegrams and Telephones	746.82		589.00
(p) General Expenses (Note 5(i), Page 99)	3,653.88		2,519.30
(q) Retail Business Fees	5,967.96		4,601.39
(r) Sales Tax paid	8,079.74		5,339.14
(s) Directors' Fees	16.77		14.01
(t) Commission to Non whole-time Directors	52.86		30.00
(u) Excess of cost over fair value of Current Investments	-		0.63
(v) Loss on Sale of Fixed Assets Sold/Discarded (Net)	113.43		173.10
(w) Loss on sale of Long Term Investments (Net)	46.60		164.90
		46,833.13	35,424.25
5 FREIGHT AND FORWARDING CHARGES		1,282.07	675.86
6 CHANGES IN FINISHED PRODUCTS Accretion to stocks deducted		(7,892.15)	(4,058.50)
		1,52,560.34	1,10,457.09
7 Share of Joint Ventures -[Note 11 (b), Page 102]		5,425.56	230.55
		1,57,985.90	1,10,687.64

Schedules forming part of the Consolidated Profit and Loss Account

Schedule '2' (Item No. 1, Page 85)

INCOME FROM OPERATIONS

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(1) Sales	1,44,798.59		1,06,224.46
Less: Excise Duty	16.41		2.86
		1,44,782.18	1,06,221.60
(2) OTHER OPERATING INCOME			
(a) Display and Sponsorship Income	1,081.03		356.86
(b) Commission on sales	583.30		562.59
(c) Discounts and Fees	2,238.52		1,267.09
(d) Rent received	2,477.73		1,510.37
(e) Others	814.20		2,124.25
		7,194.78	5,821.16
		1,51,976.96	1,12,042.76
(3) Share of Joint Ventures - [Note 11 (b), Page 102]		7,247.46	3.31
		1,59,224.42	1,12,046.07

Schedule '3' (Item No.2, Page 85)

OTHER INCOME

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(1) Miscellaneous Income		12.97	18.63
(2) Interest on Loans and Advances-Gross [Tax deducted at source: Rs.95.94 lakhs (2009-2010: Rs 63.37 lakhs)]		643.07	621.07
(3) Interest/Discounts on Deposits with Banks - Gross [Tax deducted at source: Rs.6.73 lakhs (2009-2010: Rs 6.88 lakhs)]		877.51	60.11
(4) Income from Current Investments - Non trade			
(a) Dividend on Current Investments	723.99		351.77
(b) Profit on sale of Current Investments (Net)	534.33		311.51
		1,258.32	663.28
(5) Dividend on Long Term Investments -Gross			
(a) Trade	-		1.50
(b) Others - Gross	69.57		184.96
		69.57	186.46
(6) Profit on Sale of Long Term Investments (Net)		11.45	-
(7) Profit on sale of fixed assets		724.42	-
(8) Excess provision no longer required written back		-	134.35
		3,597.31	1,683.90
(9) Share of Joint Ventures - [Note 11 (b), Page 102]		67.19	30.54
		3,664.50	1,714.44

Schedules forming part of the Consolidated Profit and Loss Account

Schedule '4' (Item No.6, Page 85)

INTEREST EXPENSE

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
(a) Debentures	597.57		131.00
(b) Fixed Loans	167.40		519.22
(c) Others	166.80		138.03
		<u>931.77</u>	<u>788.25</u>

Schedule '5' (Item No. 8, Page 85)

EXEPTIONAL INCOME/(EXPENSES)

	Rupees in lakhs	Rupees in lakhs	Previous Year Rupees in lakhs
INCOME			
Profit on Sale of Minority stake in subsidiary Landmark Limited	-		836.71
		-	<u>836.71</u>
EXPENSES			
Provision for contingency for disputed expenses	84.00		-
		<u>84.00</u>	-
NET INCOME/(EXPENSES)		<u>(84.00)</u>	<u>836.71</u>

Schedule forming part of the Consolidated Balance Sheet

Schedule 'A' (Item No. 1(a), Page 84)

CAPITAL

	Rupees in lakhs	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
AUTHORISED :			
3,20,00,000 Equity Shares of Rs.10/- each (2009-2010 : 2,40,00,000 Equity Shares of Rs.10/- each)	3,200.00		2,400.00
50,00,000 Unclassified Shares of Rs.10/- each (2009-2010 : 50,00,000 Unclassified Shares of Rs.10/- each)	500.00		500.00
70,000 Preference Shares of Rs 1000/- each (2009-2010 : 70,000 Preference shares of Rs.1000/-each)	700.00		700.00
1,20,00,000 Cumulative Convertible Preference shares of Rs.10/-each.	1,200.00		-
		5,600.00	3,600.00
2,00,56,877 Equity Shares of Rs. 10/- each fully paid-up [2009-2010 : 2,00,35,052 Equity Shares of Rs. 10/- each fully paid-up]		2,005.69	2,003.51
70,000 0.1% Cumulative Redeemable Preference Shares of Rs.1000/-each, fully paid up		700.00	700.00
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series A of Rs.10/- each fully paid up (2009-10: Nil)		445.14	-
44,51,414 Cumulative Compulsorily Convertible Preference Shares Series B of Rs.10/- each fully paid up (2009-10: Nil)		445.14	-
		3,595.97	2,703.51

Notes :

- Of the above -
 - 1,08,81,021 Equity Shares were allotted as fully paid Bonus Shares by capitalisation of Share Premium and Reserves.
 - 1,12,616 Equity Shares were allotted as fully paid pursuant to Schemes of Amalgamation without payment being received in cash.
 - 70,000 Cumulative Redeemable Preference Shares were allotted as fully paid pursuant to Scheme of Amalgamation without payment being received in cash.
- During the current year, the Company has issued 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series A of Rs 10/- @550 each and 44,51,414 0.1% Cumulative Compulsorily Convertible Preference Shares (CCPS) Series B of Rs 10/- @550 each to the Equity Shareholders on Right basis in the ratio of 4 CCPS(2 series A and 2 Series B) for every 9 Equity Shares held. Each CCPS of Series A is Convertible to 1 Equity Share of Rs 10 each at premium of Rs 540 automatically on 1st September 2011 and each CCPS of Series B is Convertible to 1 Equity Share of Rs 10 each at premium of Rs 540 automatically on 1st September 2012 .Until conversion, CCPS of both series will be eligible for a dividend of 0.1% p.a. on the face value.
- The term of the 0.1% Cumulative Redeemable Preference Shares is of twenty years from 26th March 2010, being the date of allotment, with an option to the Company to redeem the Preference Shares at any time after 36 months from the date of allotment. The Board of Directors at their meeting held on 26th April 2010 have fixed 1st June 2013 as the date of redemption of the Preference Shares.
- During the year 2009-10, the Company had granted 21,825 stock options under the Employee Stock Option Scheme. During the current year 21,825 Equity Shares of Rs 10/- each were issued at par pursuant to Stock Options exercised. No stock Options are outstanding as on 31st March, 2011.

Schedule forming part of the Consolidated Balance Sheet

Schedule 'B' (Item No. 1(b), Page 84) RESERVES AND SURPLUS

	Rupees in lakhs	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) SECURITIES PREMIUM ACCOUNT			
Balance as per last account	34,557.40		31,995.25
Add : Premium on issue of Equity Shares on conversion of Warrants	-		3,213.80
Add : Transfer from Employee Stock Options on issue of Equity Shares	107.44		-
Add : Premium on issue of Compulsorily Convertible Preference Shares	48,075.27		-
Less : Premium on redemption of Debentures (refer note c,d,e and f of Schedule 'C')	6,873.51		-
Less : Write off of securities / warrant issue expenses (net of deferred tax)	524.38		638.83
Less : Write off of securities / warrant issue expenses (net of deferred tax)	-		12.82
	-	75,342.22	34,557.40
(2) DEBENTURE REDEMPTION RESERVE			
(a) Balance as per last account	5,300.00		4,800.00
(b) Add : Transferred from Profit and Loss Account	500.00		500.00
	-	5,800.00	5,300.00
(3) EMPLOYEE STOCK OPTIONS			
a) Employee Stock Options Outstanding			
Balance as per last account	107.44		-
Additions	-		107.44
Lapsed	-		-
Transferred to share Premium Account	107.44		-
Outstanding	-		107.44
b) Less: Deferred Employee Compensation			
Balance as per last account	22.68		-
Additions	-		22.68
Amortised/Lapsed	22.68		-
Balance	-		22.68
Net Employee Stock Options		-	84.76
(4) GENERAL RESERVE :			
(a) Balance as per last account	16,210.51		18,572.47
(b) Add : Transferred from Profit and Loss Account	500.00		403.00
(c) Less : Deficit in Profit and Loss account	(2,352.15)		1,658.44
(d) Less : Expenses on Amalgamation (Note 13, Page 103)	-		80.15
(e) Less : Deficit on Amalgamation (Note 13, Page 103)	-		1,026.37
	-	14,358.36	16,210.51
(5) AMALGAMATION RESERVE :			
Arising out of Amalgamation			
Opening Balance	-		1,492.95
Less : Deficit on Amalgamation (Note 13, Page 103)	-		1,492.95
	-		-
(6) CAPITAL RESERVE ON ACQUISITION OF SUBSIDIARY		448.84	448.84
(7) FOREIGN EXCHANGE RESERVE ON CONSOLIDATION		28.76	29.57
(8) PROFIT AND LOSS ACCOUNT		(-)	-
		95,978.18	56,631.08

Note :-

In respect of Options granted under the Company's Employee Stock Options Scheme 2009 (ESOS), in accordance with guidelines issued by SEBI, the accounting value of options is accounted as deferred employee compensation, which is amortised on a straight line basis over the vesting period. Consequently, salaries, wages, bonus etc. include Rs.22.68 lakhs being the amortisation of deferred employee compensation.

Schedule forming part of the Consolidated Balance Sheet

Schedule 'C' (Item No. 3, Page 84)

LOAN FUNDS

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) SECURED LOANS :		
a) Debentures		
Non Convertible Debentures (Note 'a')	-	6,550.24
Non Convertible Debentures- April 10 Series-I (Note 'b')	10,000.00	-
Non Convertible Debentures-Series-II (Note 'b')	-	5,000.00
b) From Banks		
Cash Credit (Note 'g')	2,626.50	1,305.09
	12,626.50	12,855.33
(2) UNSECURED LOANS :		
Sales Tax loan from Government of Maharashtra	-	1.82
Non Convertible Debentures-Oct-09-Series I (note "c")	5,000.00	5,000.00
Non Convertible Debentures-April 10 Series 2 (note "e")	5,000.00	-
Non Convertible Debentures - June 10 Series 1 (note "f")	4,500.00	-
Non Convertible Debentures - June 10 Series 2 (note "f")	3,000.00	-
Commercial Paper	-	5,000.00
Inter Corporate Deposits	-	3,500.00
Others	558.26	18.35
	18,058.26	13,520.17
	30,684.76	26,375.50

Note:-

- During the year 2005-2006 the Company has issued 13,10,047 Partly Convertible Debentures of Rs. 900/- each. Of the above, Convertible Debenture of the face value of Rs. 400/- has been converted into one Equity Share of Rs. 10/- each at a premium of Rs. 390/- per share on the date of allotment. The Non Convertible Debenture of face value of Rs. 500/- are redeemed at a premium of Rs. 98/- each on 7th July 2010. The Premium payable on redemption of Debentures amounting to Rs 1283.85 lakhs has been provided and debited to Securities Premium Account during 2005-2006.
- During the current year, the Company has redeemed 500 Redeemable Non Convertible Debentures - Series II of Rs. 10 each issued during 2008-09, together with a premium of Rs 2.63 lakhs each. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- During the 2009-10, the Company issued 500 Redeemable Non Convertible Debentures of Rs. 10 lakhs each on private placement basis. These Debentures are free of interest and are redeemable at a premium of Rs.1.94 lakhs each on 21st October 2011. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax during 2009-10.
- During the current year, the Company issued 1,000 Redeemable Non Convertible Debentures of Rs. 10 lakhs each on private placement basis. These Debentures are free of interest and are redeemable at a premium of Rs.6.11 lakhs each on 14th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax. These Debentures are secured by way of charge on immovable property of the company in favour of Debenture Trustees as stipulated in the Debenture Trust Deed and 1.25 times asset cover will be maintained by the company on continuous basis.
- During the current year, the Company issued 50 Redeemable Non Convertible Debentures April 10 Series 2 of Rs. 10 lakhs each on private placement basis. These Debentures are at 5% p.a of interest and are redeemable at a premium of Rs.2.89 lakhs each on 27th April 2015. The Premium payable on redemption of these Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- During the current year, the Company issued 450 Redeemable Non Convertible Debentures June 2010 Series 1 of Rs 10 lakhs each and 300 Redeemable Non Convertible Debentures June 2010 Series 2 of Rs. 10 lakhs each on private placement basis. Series 1 Debentures will carry an interest of 9.75% p.a and are redeemable at a Par on 30th June 2017 and series 2 Debentures are free of interest and will be redeemed at Premium of Rs 9.13 Lakhs on 30th June 2017. The Premium payable on redemption of Series 2 Debentures has been fully provided and is debited to Securities Premium Account net of deferred tax.
- Cash credit from Banks is secured by first exclusive charge on the current assets of and equitable mortgage on the immovable property of Landmark Limited (Subsidiary).
- Of the above secured loans amount payable within one year Rs. 558.26 Lakhs (2009-10 : Rs.11550.24 Lakhs)
- Of the above unsecured loans, amount repayable within a year Rs.5000.00 Lakhs (2009-2010 : Rs. 8501.82 Lakhs).

Schedule forming part of the Consolidated Balance Sheet

Schedule 'D' (Item No.5, Page 84)

FIXED ASSETS

ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK
	As at 1.4.2010	Additions/ Adjustments	Deductions/ Adjustments	As at 31.03.2011	As at 1.4.2010	Deductions/ Adjustments	For the year	As at 31.03.2011	As at 31.03.2011
	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs	Rupees in lakhs
Goodwill	6.00 (6.00)	4.80 (-)	- (-)	10.80 (6.00)	6.00 (6.00)	- (-)	4.80 (-)	10.80 (6.00)	- (-)
Goodwill on Consolidation	12,910.69 (17,609.82)	4,915.84 (3,087.15)	- (7,786.28)	17,826.54 (12,910.69)	- (-)	- (-)	- (-)	- (-)	17,826.54 (12,910.69)
Freehold Land	533.12 (533.12)	212.41 (-)	72.01 (-)	673.52 (533.12)	- (-)	- (-)	- (-)	- (-)	673.52 (533.12)
Leasehold Land	5,457.66 (8.13)	21.25 (5,449.53)	- (-)	5,478.91 (5,457.66)	70.65 (4.39)	(0.23) (-)	72.40 (66.26)	143.28 (70.65)	5,335.63 (5,387.01)
Buildings	11,164.82 (6,587.32)	9,862.53 (4,639.31)	721.91 (61.81)	20,305.44 (11,164.82)	1,737.83 (1,316.42)	98.87 (12.70)	641.20 (434.11)	2,280.16 (1,737.83)	18,025.28 (9,426.99)
Plant and Machinery	9,257.70 (6,769.84)	2,843.26 (2,606.51)	85.47 (118.65)	12,015.49 (9,257.70)	1,851.12 (1,455.43)	21.86 (27.63)	604.02 (423.32)	2,433.28 (1,851.12)	9,582.21 (7,406.58)
Furniture, Fixtures, Office and Other Equipment	13,451.70 (10,733.83)	4,057.82 (2,909.48)	83.33 (191.61)	17,426.19 (13,451.70)	4,498.77 (3,317.24)	18.11 (59.20)	1,555.06 (1,240.73)	6,035.72 (4,498.77)	11,390.47 (8,952.93)
Vehicles	129.13 (154.08)	25.10 (44.40)	28.38 (69.34)	125.85 (129.13)	42.89 (43.97)	- (16.05)	13.39 (14.97)	56.28 (42.89)	69.57 (86.25)
Intangible Assets	133.94 (121.31)	113.89 (14.09)	3.62 (1.46)	244.21 (133.94)	77.22 (52.59)	1.51 (0.47)	33.35 (25.10)	109.06 (77.22)	135.15 (56.72)
Total	53,044.77 (42,523.45)	22,056.91 (18,750.47)	994.72 (8,229.15)	74,106.95 (53,044.77)	8,284.48 (6,196.04)	140.12 (116.05)	2,924.21 (2,204.49)	11,068.58 (8,284.48)	63,038.37 (44,760.30)
Share of Joint Ventures - [Note 11 (b), Page 102]	29.85 (4.80)	2,425.66 (25.05)	- (-)	2,455.51 (29.85)	5.05 (1.05)	- (-)	261.66 (4.00)	266.71 (5.05)	2,188.80 (24.80)
	53,074.61 (42,528.25)	24,482.57 (18,775.52)	994.72 (8,229.15)	76,562.46 (53,074.61)	8,289.53 (6,197.10)	140.12 (116.05)	3,185.88 (2,208.49)	11,335.29 (8,289.53)	65,227.17 (44,785.10)
Capital Work-in-Progress									4,970.40 (3,297.45)
Total									70,197.57 (48,082.54)

Notes :

- Figures in brackets are in respect of previous year.
- Buildings include improvements to leasehold premises and an amount of Rs. Nil (2009-2010: Rs.1,050) representing value of Shares in Co-operative Housing Societies/ Condominium .
- Leasehold Land and building includes certain portions which have been given under operating leases.

Schedule 'E' (Item No.6, Page 84)

INVESTMENTS

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Investments	13,528.07	18,104.30
(2) Share of Joint Ventures - [Note 11 (b), Page 102]	0.43	0.41
	13,528.50	18,104.71

Schedules forming part of the Consolidated Balance Sheet

Schedule 'F'(Item No.8(a), Page 84)

INVENTORIES

Stocks

- (1) Raw Materials
- (2) Packing Materials
- (3) Finished Products (Note 13, Page 103)
- (4) Stocks-in-Transit
- (5) Stores & Spares

- (6) Share of Joint Venture -[Note11 (b), Page 102]

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
	262.88	212.08
	132.21	125.42
	28,266.02	20,373.87
	16.11	152.57
	82.82	26.61
	<u>28,760.04</u>	<u>20,890.55</u>
	<u>854.96</u>	<u>38.03</u>
	<u>29,615.00</u>	<u>20,928.58</u>

Schedule 'G'(Item No.8 (b), Page 84)

SUNDRY DEBTORS

- (1) Debts outstanding for a period exceeding six months
- (2) Other Debts
- (3) Less : Provision for Doubtful Debts

Considered Good - Unsecured
Considered Doubtful - Unsecured

- (4) Share of Joint Ventures -[Note 11 (b), Page 102]

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
	1,421.70	227.69
	1,162.24	1,415.97
	2,583.94	1,643.66
	97.84	93.28
	<u>2,486.10</u>	<u>1,550.38</u>
	2,486.10	1,550.38
	97.84	93.28
	<u>2,583.94</u>	<u>1,643.66</u>
	<u>1.86</u>	<u>1.86</u>
	<u>2,487.96</u>	<u>1,552.24</u>

Schedule 'H'(Item No.8(c), Page 84)

CASH AND BANK BALANCES

- (1) Cash on hand (including cheques on hand Rs. Nil) (2009-2010 : Rs.Nil)
- (2) Balances with Scheduled Banks
 - (a) Current Accounts
 - (b) Fixed Deposit Accounts
 - (c) Certificate of Deposits (refer schedule "I",Page 94)
 - (d) Unclaimed Dividend
 - (e) Unclaimed Debenture Interest

- (3) Share of Joint Ventures -[Note 11 (b), Page 102]

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
	419.76	323.54
	1,577.77	1,083.53
	397.15	352.62
	28,393.88	-
	65.12	63.30
	2.37	1.95
	<u>30,436.29</u>	<u>1,501.40</u>
	<u>30,856.05</u>	<u>1,824.94</u>
	<u>1,476.99</u>	<u>2,548.17</u>
	<u>32,333.04</u>	<u>4,373.11</u>

Schedules forming part of the Consolidated Balance Sheet

Schedule 'I' (Item No.2(c), Page 93)

CERTIFICATE OF DEPOSITS

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No. of Units	Rupees in lakhs	No. of Units	Rupees in lakhs	No. of Units	Rupees in lakhs	No. of Units	Rupees in lakhs
Face Value of Rs.1.00 Lakh								
HDFC Bank	-	-	2,500	2,413.56	2,500	2,413.56	-	-
ICICI Bank	-	-	2,500	2,411.77	2,500	2,411.77	-	-
IDBI Bank	-	-	5,000	4,776.81	-	-	5,000	4,776.81
ICICI Bank	-	-	2,500	2,392.23	-	-	2,500	2,392.23
HDFC Bank	-	-	2,500	2,391.94	-	-	2,500	2,391.94
Dhanlakshmi Bank	-	-	2,500	2,467.48	2,500	2,467.48	-	-
Axis Bank	-	-	5,000	4,800.90	2,500	2,400.64	2,500	2,400.26
Union Bank Of India	-	-	2,500	2,374.22	2,500	2,374.22	-	-
State Bank Of Patiala	-	-	2,500	2,337.09	-	-	2,500	2,337.09
State Bank Of Hyderabad	-	-	2,500	2,373.19	2,500	2,373.19	-	-
State Bank Of Bikaner & Jaipur	-	-	5,000	4,736.30	-	-	5,000	4,736.30
Canara Bank	-	-	2,500	2,446.26	2,500	2,446.26	-	-
State Bank Of Patiala	-	-	2,500	2,418.75	2,500	2,418.75	-	-
Canara Bank	-	-	2,500	2,402.59	-	-	2,500	2,402.59
Punjab & Sind Bank	-	-	2,500	2,366.48	-	-	2,500	2,366.48
Axis Bank Ltd	-	-	2,500	2,272.47	-	-	2,500	2,272.47
ICICI Bank Ltd	-	-	2,500	2,317.71	-	-	2,500	2,317.71
		-						28,393.88

Schedules forming part of the Consolidated Balance Sheet

Schedule 'J' (Item No. 8 (d), Page 84)

LOANS AND ADVANCES

	Rupees in lakhs	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Security Deposits			
Deposits for Premises-Others	11,961.45		8,760.76
Other Deposits	133.01		749.39
		12,094.46	9,510.15
(2) Loans		7,705.78	5,464.89
(3) Other Loans and Advances recoverable in cash or in kind or for value to be received		2,114.10	6,925.58
(4) Balances with Customs/Port Trust etc.		107.53	95.84
(5) Other Receivables		782.46	470.23
(6) Bills of Exchange		114.20	114.20
(7) Advances on Capital Account		806.12	765.62
(8) Advance payment of taxes - net of Advance Tax		1,492.79	315.79
(9) MAT Credit Entitlement		1,549.78	741.54
		26,767.22	24,403.84
(10) Less : Provision for Doubtful Advances		214.72	211.91
		26,552.50	24,191.93
Considered Good - Unsecured		26,552.50	24,191.92
Considered Doubtful - Unsecured		214.72	211.91
		26,767.22	24,403.83
(11) Share of Joint Ventures -[Note 11 (b), Page 102]		837.83	332.24
		27,390.33	24,524.17

Schedule 'K' (Item No.9 (a), Page 84)

LIABILITIES

	Rupees in lakhs	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Sundry Creditors (Note 7, Page 99)		28,549.51	21,726.12
(2) Security Deposits Received		1,501.33	1,434.84
(3) Investor Education and Protection Fund (Appropriate amount shall be transferred to "Investor Education and Protection Fund" if and when due)			
(a) Unclaimed Dividend	65.12		63.29
(b) Unclaimed application money received by the company for allotment of Rights Issue and due for refund	22.47		4.82
(c) Unclaimed Debenture Interest	2.37		1.95
		89.96	70.06
		30,140.80	23,231.01
(4) Share of Joint Ventures -[Note 11 (b), Page 102]		2,209.82	669.64
		32,350.62	23,900.66

Schedules forming part of the Consolidated Balance Sheet

Schedule 'L' (Item No.9 (b), Page 84)

PROVISIONS

	As at 31.03.2011 Rupees in lakhs	As at 31.3.2010 Rupees in lakhs
(1) Proposed Dividend	1,505.49	1,302.29
(2) Tax on Dividend	244.23	216.29
(3) Contingencies	289.00	205.00
(4) Retirement Benefits	759.26	788.50
(5) Redemption Premium of Debentures	11,260.17	3,566.92
(6) Rent Equilisation	77.61	76.47
	14,135.76	6,155.47
(7) Share of Joint Ventures -[Note 11 (b), Page 102]	7.34	4.83
	14,143.10	6,160.30

Schedules forming part of the Consolidated Balance Sheet

Schedule 'M'

CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES

1 Basis of preparation of accounts

1.1 The consolidated financial statement have been prepared in accordance with the accounting standard 21 (AS -21) " Consolidated Financial Statements" and Accounting Standard-27 (AS-27) "Financial Reporting of Interest in Joint Ventures" issued by the Institute of Chartered Accountants of India. The consolidated financial statements are prepared by consolidating the accounts of Trent Limited with its subsidiaries, Trent Brands Limited, Fiora Services Limited, Nahar Theatres Private Limited, Fiora Link Road Properties Limited, Trent Hypermarket Limited, Trent Global Holdings Limited, Landmark Limited, Westland Limited , Trent Retail Services Private Limited (Formerly Regent Management Private Limited)(Subsidiary of Landmark Limited), Landmark E-Tail Private Limited (Subsidiary of Landmark Limited) and Joint Venture -Trex ADMC Private Limited, Inditex Trent Retail India Private Limited, Virtuuous Shopping Centres Private Limited (Joint Venture of Trent Hypermarket Limited).

(a) Depreciation in respect of Landmark Limited: Depreciation is provided on Straight Line Method at the rates specified in Schedule XIV of the Companies Act, 1956 except for the following assets, which are depreciated at rate higher than that specified in Schedule XIV based on useful life of the assets as estimated by the Management .

Asset	Useful Life (Years)
(a) Motor Cars and Other Vehicles	5
(b) Office Equipment	5
(c) Furniture and Fixtures	10
(d) Plant and Machinery	10

Leasehold improvements are depreciated over its economic useful life, not exceeding a maximum period of 10 years.

Cost of Software is amortised over a period of six years

(b) Depreciation in respect of Westland Limited: Depreciation is provided on Written Down Value Method at the rates specified in Schedule XIV of the Companies Act, 1956. Leasehold improvements are depreciated over the lease period not exceeding 5 years. Computer application software is fully depreciated in the year of addition.

(c) Depreciation in respect of Trent Brands Limited: Depreciation has been provided in accordance with Schedule XIV of the Companies Act, 1956 on "Written Down Value" method.

(d) Depreciation in respect of Inditex Trent Retail Private Limited: Depreciation on fixed assets is provided on straight-line method over the useful lives of assets estimated by the management. The rates used by the management are higher than rates specified in Schedule XIV to the Companies Act, 1956. The useful lives of assets are as follows:

Asset	Useful Life (Years)
(a) Furniture and Fixtures	7
(b) Computers	4
(c) Office Equipment	7

Schedules forming part of the Consolidated Balance Sheet and Profit and Loss Account (Contd.)

Leasehold improvements are amortised on the straight-line basis over the estimated useful life of seven years or remaining lease term, whichever is lower.

- (e) Other significant accounting policies are set out in the Notes to Accounts under the schedule "Significant Accounting Policies" of Trent Limited, Trent Brands Limited, Fiora Services Limited, Nahar Theatres Private Limited, Fiora Link Road Properties Limited, Trent Hypermarket Limited, Trent Global Holdings Limited, Landmark Limited, Westland Limited, Trent retail Services Private limited Formerly Regent Management Private Limited, Landmark E-Tail Private Limited, Virtuous Shopping Centres Private Limited, Trexa ADMC Private Limited and Inditex Trent Retail India Private Limited.

Notes on the Consolidated Balance Sheet and Profit and Loss Account

1. (a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.2851.68 lakhs (2009-2010: Rs.2966.00 lakhs).
Share of Joint Venture Rs. 521.00 lakhs (2009-2010 : Rs. 225.15 lakhs)
2. (a) Contingent Liability in respect of Sales tax, Excise and Customs demands against which the Company has filed appeals: Rs.195.64 lakhs (2009-2010: Rs. 61.81 lakhs) - net of tax Rs. 130.65 lakhs (2009-2010 : Rs. 41.28 lakhs).
(b) Contingent Liability in respect of Income-tax demands against which the Company has filed appeals : Rs. 5384.33 lakhs (2009-2010 :Rs.377.09 lakhs).
(c) Claims made against the Company not acknowledged as debts : Rs.5514.42 lakhs (2009-2010 : Rs.984.29 lakhs).In respect of one of the subsidiaries amount not ascertained.
(d) As a matter of abundant caution, a cumulative provision for contingencies of Rs.205.00 lakhs has been made against items (a), (b) and (c) above, which are disputed by the company.

3 Managerial Remuneration (Holding Company) :

Managerial remuneration for Managing Director and Non- Whole time Directors

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
(a) Salaries (including Company's Contribution to Provident Fund and Superannuation Fund)	32.09	74.88
(b) Commission	132.86	105.00
(c) Perquisites	18.74	45.23
(d) Directors' sitting fees	13.12	11.98
(e) ESOP	86.80	-
	283.61	237.09

Note:

- (a) The above figures do not include contribution to Gratuity Fund as separate figure is not available for the Managing Director, and retirement benefits of Rs.14.40 lakhs (2009-2010: Rs.14.40 lakhs) paid to a former Managing Director.

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)
4. Major components of Deferred Tax Assets and Liabilities are:

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
Deferred Tax Liability		
Depreciation	1,805.73	1,149.35
Deferred Tax Assets		
Retirement Benefits	214.44	251.77
Premium on redemption of Debentures	2,863.20	342.17
Carried forward losses and unabsorbed depreciation	1,075.37	594.41
Other Provisions	298.66	118.97
	4,451.67	1,307.33
Share of Joint Ventures [Note 11(b) Page 102]	(10.84)	0.03
Net Deferred Tax (Asset)/Liability	(2,656.78)	(157.95)

5 (i) Schedule 1 Item 4 (p) General Expenses include :

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
(a) Auditors' Remuneration -		
Audit Fees	27.81	23.05
Fees for Taxation matters	6.36	4.02
Other Services	22.10	16.97
Reimbursement of out-of-pocket expenses	1.98	1.31
(b) Provision for doubtful debts/advances (net)	47.79	45.82
Expenses on Amalgamation /Securities/Warrant Issue includes		
Auditors' Remuneration - Other Services	4.41	0.88

6. Gain on foreign exchange fluctuation (net) credited to the profit and loss account amounted to Rs. 87.55 lakhs (2009-2010 : Rs. 84.88 lakhs) including share of Joint Ventures Rs. 58.33 lakhs (2009-10 : Rs. 17.23 lakhs)

7. There is no Micro and Small Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of the information available with the Company.

8. There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31st March, 2011 except Rs.4.48 lakhs (2009-2010 : Rs.3.99 lakhs) which is held in abeyance due to legal cases pending.

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)
9. SEGMENTAL REPORTING :

	2010-2011			
	Retailing	Others	Unallo- cated	Total Company
	Rs. In lakhs	Rs. In lakhs	Rs. In lakhs	Rs. In lakhs
A SEGMENT REVENUE				
1. External Revenue	1,56,485.99 (1,10,033.63)	2,828.00 (2,244.35)	3,574.93 (1,482.54)	1,62,888.92 (1,13,760.52)
2. Intersegment Revenue	- -	988.14 (1,403.48)	- -	988.14 (1,403.48)
3. Total Revenue	1,56,485.99 (110,033.63)	3,816.14 (3,647.83)	3,574.93 (1,482.54)	1,63,877.06 (115,164.00)
4. Less: Intersegment Revenue	- (-)	988.14 (1,403.48)	- (-)	988.14 (1,403.48)
NET SEGMENT REVENUE	1,56,485.99 (1,10,033.63)	2,828.00 (2,244.35)	3,574.93 (1,482.54)	1,62,888.92 (1,13,760.52)
B RESULTS				
1. Segment Results	(1,613.94) (253.28)	(173.62) (109.95)	3,504.70 (1,227.61)	1,717.14 (864.38)
2. Interest Expense	- (-)	- (-)	931.77 (788.25)	931.77 (788.25)
3. Exceptional Items (Income)/ Expense	- (-)	- (-)	84.00 (836.71)	84.00 (836.71)
3. Provision For Taxation	- (-)	- (-)	2,055.69 (844.95)	2,055.69 (844.95)
5. Excess tax provision for prior years (Net)	- (-)	- (-)	(1,501.79) (78.15)	(1,501.79) (78.15)
6. Net Profit	(1,613.94) (253.28)	(173.62) (109.95)	1,935.03 (509.27)	147.47 (146.04)
C SEGMENT ASSETS	1,00,663.94 (71,307.29)	2,970.21 (2,165.44)	71,918.24 (44,092.60)	1,75,552.39 (1,17,565.33)
D SEGMENT LIABILITIES	28,226.57 (22,520.69)	1,863.47 (1,375.32)	45,888.20 (32,816.15)	75,978.24 (56,712.17)
E CAPITAL EXPENDITURE	17,833.91 (17,561.75)	84.74 (37.20)	4,890.95 (3,087.15)	22,809.60 (20,686.10)
F DEPRECIATION	3,172.33 (2,183.25)	45.10 (21.93)	2.88 (3.31)	3,220.31 (2,208.49)
G NON CASH EXPENSES				
Employee Stock Options Scheme	22.68 (84.76)	- (-)	- (-)	22.68 (84.76)

Notes:

- (1) In respect of standalone accounts of the Company, disclosure of segment - wise information is not applicable as retailing is the main business of the Company. The Company, its subsidiaries and its jointly controlled entities are primarily engaged in the business of retailing and services related to retailing except one subsidiary which is engaged in the business of distribution and one jointly controlled entity engaged in the business of consultancy services. Segment "Others" primarily includes distribution business and consultancy services.
- (2) Segment-wise Revenue, Results and Capital Employed figures include the respective amounts identifiable to each of the Segments. Other unallocable income, expenses and unallocated assets mainly relate to investments of surplus funds.
- (3) Figures in brackets are in respect of previous year.
- (4) Previous year's figures have been regrouped wherever necessary.

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)
10. RELATED PARTY TRANSACTIONS :
10.1 Related Parties with whom transactions have taken place during the year:

Associates:	Tata Sons Ltd. (Holds more than 20% of the Share Capital of the Company)
Joint Venture	Trexo ADMC Private Limited Inditex Trent Retail India Private Limited Virtuous Shopping Centres Private Limited (Held by Trent Hypermarket Limited)

10.2 Directors of the Company

Managing Director	Mr.N.N.Tata (resigned on 11th August 2010)
Non Executive Directors	Mr. F.K. Kavarana Mr.B.S.Bhesania (retired on 18th August 2010) Mr.A.D.Cooper Mr.K.N.Suntook Mr.N.N.Tata (wef 12th August 2010 till 18th August 2010.) Appointed as an Additional Director and Vice Chairman wef 19th August 2010 Mr.Zubin Dubash (wef 26th April 2010) Mr.Bhaskar Bhat (wef 27th September 2010)

Details of remuneration to directors is disclosed in Note No. 3 Page No. 98 on Balance Sheet and Profit and Loss account.

	2010-2011 Rupees in lakhs	2009-2010 Rupees in lakhs
10.3 Sales to and Other recoveries from related parties		
a) Associates	9.32	5.63
b) Joint Venture	-	45.66
10.4 Purchase/other services from related parties		
Associates	493.35	429.69
10.5 Interest/Dividend received to related parties		
Associates	14.00	14.00
10.6 Interest/Dividend paid to related parties		
a) Associates	328.96	278.35
b) Directors	3.88	2.40
10.7 Subscription to Share Capital		
Joint Venture	-	3,192.70
10.8 Security deposit given during the year		
Associates	21.00	-
10.9 Security deposit receivable as on 31.03.2011		
Associates	66.00	45.00
10.10 Outstanding Balance as on 31.3.2011 receivables by Company		
Joint Venture	-	0.02
10.11 Outstanding Payables as on 31.3.2011		
Associates	171.17	103.34
10.12 Issue of Equity Shares		
Directors	1.00	38.95
10.13 Issue of CCPS		
a) Associates	13,512.11	-
b) Directors	162.46	-
10.14 Sitting fees		
Directors	16.67	13.51

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)

11. The Subsidiaries and Interest in Joint Venture considered in Consolidated Financial Statements are :

	Country of Origin	Proportionate ownership interest	
		as on 31.3.2011	as on 31.3.2010
(a) Particulars of Subsidiaries			
1 Trent Brands Limited	India	100.00 %	100.00 %
2 Fiora Services Limited	India		
Held by Trent Limited		25.67 %	25.67 %
Held by Trent Brands Limited (Subsidiary)		64.20%	64.20%
3 Nahar Theatres Private Limited	India	100.00 %	100.00 %
4 Fiora Link Road Properties Limited	India	100.00 %	100.00 %
5 Landmark Limited	India		
Held by Trent Limited		57.39 %	57.39 %
Held by Subsidiaries of Trent Limited		17.66%	17.66%
6 Westland Limited	India	96.64%	96.64%
7 Trent Retail Services Private Limited Formerly Regent Management Private Limited	India		
Held by Landmark Limited (Subsidiary)		100.00 %	100.00 %
8 Landmark E Tail Private Limited	India		
Held by Landmark Limited (Subsidiary)		100.00 %	100.00 %
9 Trent Hypermarket Limited	India	100.00 %	100.00 %
10 Trent Global Holdings Limited	Mauritius	100.00 %	100.00 %
(b) Interest in Joint Venture			
1 Virtuous Shopping Centers Private Limited	India	66.66%	-
Held by Trent Hypermarket Limited subsidiary of the Company			
2 Trexa ADMC Private Limited	India	50.00 %	50.00 %
3 Inditex Trent Retail Private Limited	India	49.00%	49.00%
		As at 31.03.2011 (Rupees in Lakhs)	As at 31.03.2010 (Rupees in Lakhs)
I Income			
1 Income from Operations		7,247.46	24.01
2 Other Income		67.19	30.54
II Expenditure			
1 Expenses		5,425.56	230.55
2 Depreciation		261.66	4.00
III Assets			
1 Fixed Assets		3,310.60	866.33
2 Investments		0.43	0.41
3 Deferred tax Asset/(Liabilities)		10.84	(0.03)
4 Current Assets, Loans & Advances			
- Cash and bank balances		1,477.00	2,548.17
- Loans and Advances		830.88	332.24
- Debtors		1.86	1.86
- Inventories		854.96	38.03
- Other Current Assets		6.95	-
- Miscellaneous Expenditure		-	-
IV Liabilities			
1 Unsecured Loans		-	-
2 Current Liabilities		2,213.02	669.65
3 Provisions		7.34	4.83
V Capital Commitments			
		521.00	225.15

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)
12. EARNINGS PER SHARE (EPS) :

	2010-2011	2009-2010
(a) Weighted Average Number of shares outstanding during the year.		
i) For Basic Earnings Per Share	20,051,974	19,589,303
ii) For Diluted Earnings Per Share		
No of shares for Basic EPS as per a(i)	20,051,974	19,589,303
Add: Dilutive Potential Equity Shares in respect of outstanding warrants/options	1,903,534	112,753
No of shares for Diluted Earnings Per Share	21,955,508	19,702,056
(b) Net Profit/(Loss) after Tax available for Equity Shareholders (Rupees in Lakhs)	749.17	155.70
(c) Less : Dividend to Preference Shareholders and applicable dividend distribution tax there on	1.43	0.01
(d) Net Profit/(Loss) after Tax After extra Ordinary item available for Equity Share Holders (Rupees in lakhs)	747.74	155.69
(e) Less : Extra Ordinary Item	105.98	-
(f) Net Profit/(Loss) after Tax Before extra Ordinary item available for Equity Share Holders (Rupees in lakhs)	641.76	155.69
(g) Earnings Per Share before Extra Ordinary Item(Rs.) (Face value of Rs.10/-)		
Basic	3.20	0.79
Diluted	2.92	0.79
(h) Earnings Per Share After Extra Ordinary Item(Rs.) (Face value of Rs.10/-)		
Basic	3.73	0.79
Diluted	3.41	0.79

- 13.** The scheme of Amalgamation of Satnam Developers and Finance Private Limited (SDPL) and Satnam Realtors Private Limited (SRPL) with the company as approved by the Hon'ble High Court of Judicature at Bombay has become effective on March 12, 2010 upon obtaining all sanctions and approvals as required under the scheme and upon filing of certified true copies of the order with the Registrar Of Companies, Maharashtra. The appointed date of the scheme is April 1, 2009. SDPL was a 100% subsidiary of the Company engaged in the business of real estate investment and development activities and SRPL was engaged in the business of construction and development activities. SDPL held 50% of the shares in SRPL.

In terms of the scheme,

- (a) All the assets and liabilities of SDPL and SRPL stand transferred to and vested in the company with effect from the appointed date.
- (b) Inter corporate loans, deposits and balances as between SDPL, SRPL and the Company stands cancelled.
- (c) The book value of the shares held by the Company in SDPL, as appearing in the books of the Company, the book value of shares held by SDPL in SRPL and the advance paid by SDPL towards acquisition of shares in SRPL, as appearing in the books of SDPL, stands cancelled.

Notes on the Consolidated Balance Sheet and Profit and Loss Account (Contd.)

- (d) The company on March 26, 2010 has issued 70,000 fully paid 0.1% Redeemable Preference Shares of Rs.1000 each to the equity shareholders of the erstwhile SRPL (except for shares held by SDPL) in the ratio of 14 Preference Shares for every 1 Equity Share held.
- (e) The scheme of amalgamation with SDPL is being accounted for under the pooling of interest method and with SRPL is being accounted for under the Purchase Method as contained in AS14 "Accounting for amalgamation" issued by the ICAI. The vested assets and liabilities of SDPL and SRPL have been recognized at their book values in the books of the Company.
- (f) The costs and expenses amounting to Rs. 120.02 lakhs (net of tax Rs.80.15 lakhs) incurred for implementation of the scheme have been adjusted against the general reserve of the company.
- (g) The deficit of Rs.2519.32 lakhs arising due to the difference between the value of assets over the value of liabilities of SDPL and SRPL and the face value of the preference shares issued by the company and after adjusting the diminution in the value of Long term investments to the extent of Rs.186.09 lakhs and Finished goods inventory Rs. 918.77 lakhs (net of tax - Rs.606.48 lakhs) as approved by the board has been adjusted first against the amalgamation reserve to the extent of Rs.1492.95 lakhs and the balance Rs.1026.37 lakhs against the general reserve.
- 14.** On 30th April 2010 the Company acquired 100% Equity Shares and Preference Shares of Optim Estate Private Limited making it a wholly owned subsidiary of the company. The Scheme of Amalgamation of Optim Estates Private Limited with Trent Hypermarket Limited (100 % subsidiary of the Company) as approved by the Hon'able Highcourt of judicature at Bombay is effective 20th September 2010 . The appointed date of the Scheme is 1st April 2009. In terms of the Scheme Trent Hypermarket Limited has issued the Company 1,50,000 Equity Shares of Rs 10 each and 10,00,000 10% p.a. Redeemable Preference Shares of Rs 10 each in consideration against its holdings in Optim Estates Private Limited.
- 15** Extra ordinary item represents profit of Rs. 144.97 Lakhs (net of tax Rs. 105.98 Lakhs) on sale of investments by a subsidiary of the Company.
- 16** Previous year's figures have been regrouped wherever necessary.
Signatures to Schedules '1' to '5.' and 'A' to 'M' and Notes.

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner

Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman

N. N. TATA Vice Chairman

A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT } Directors

Trent Limited – Consolidated Cash Flow for the year ended 31st March 2011

Sl. No.	Particulars	Rupees in lakhs	1.4.2010 to 31.3.2011 Rupees in lakhs	1.4.2009 to 31.3.2010 Rupees in lakhs
A	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit before Taxes and Exceptional Items		785.34	76.14
	Adjustments for :			
	Depreciation	3,185.88		2,208.49
	Provision for doubtful debts written off	39.63		54.96
	Interest (net)	(643.64)		89.82
	Interest on Financing Activity	-		6.34
	Employee Stock Option	22.68		84.76
	(Profit)/Loss on Fixed Assets sold/discarded (Net)	(610.99)		173.10
	(Profit)/Loss on sale of Investments	(499.18)		(154.86)
	Diminution in the value of Long Term investment	-		0.63
	Income From Investments	(793.58)		(532.52)
	Rent Equilisation	(1.20)		40.31
	Discount on Commercial Paper	-		225.45
	Preliminary Exp w/off	-		0.13
	Unrealised foreign exchange loss/ (gain)	39.93		(17.19)
	Excess provision no longer required written back	(42.22)		(352.26)
			697.31	1,827.16
	Operating Profit Before Working Capital Changes		1,482.65	1,903.30
	Adjustments for :			
	(Increase)/Decrease in Inventories	(8,686.42)		(4,335.26)
	(Increase)/Decrease in Trade & Other Receivables	(7,589.66)		(1,275.94)
	Increase/(Decrease) in Trade & Other Payables	10,481.26		3,806.68
			(5,794.82)	(1,804.52)
	Cash generated from operations		(4,312.17)	98.78
	Direct Taxes Paid		(1,516.65)	(864.69)
	Net Cash from Operating Activities		(5,882.82)	(765.91)
B	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase of Fixed Assets	(16,402.51)		(8,073.44)
	Sale of Fixed Assets	(1,345.63)		99.85
	Purchase of Investments	(213,433.94)		(133,561.53)
	Sale of Investments	218,446.31		125,499.94
	Loans given	(13,000.00)		(8,285.00)
	Repayment of Loans given	9,772.50		4,285.00
	Interest received	1,264.97		2,022.04
	Merger Expenses	(31.92)		(120.02)
	Income From Investments	793.58		523.73
	Net cash used in Investing Activities		(13,936.64)	(17,609.43)
C	CASH FLOW FROM FINANCING ACTIVITIES			
	Issue of securities	71,467.74		24,349.41
	Redemption of Securities (Including Premium)	(14,149.37)		(5,663.35)
	Issue expenses on securities	(660.77)		(19.38)
	Unclaimed Securities application money	17.64		(0.89)
	Long Term & Other borrowings	(505.45)		8,198.55
	Repayment of Long Term & Other borrowings	(6,407.54)		(2,719.57)
	Interest Paid	(688.31)		(2,116.85)
	Dividend Paid	(1,518.41)		(1,257.33)
	Net cash from Financing Activities		47,555.53	20,770.59
D	EFFECT OF EXCHANGE FLUCTUATION ON TRANSLATION RESERVE		(0.80)	(2.56)
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C+D)		27,789.27	2,392.69
	CASH AND CASH EQUIVALENTS AS AT 01.04.2010		4,373.11	1,938.85
	Add : Cash and Cash Equivalents taken over on Merger		170.66	42.00
	Less : Cash balance eliminated on sale of subsidiary		-	(0.43)
	CASH AND CASH EQUIVALENTS AS AT 31.03.2011		32,333.04	4,373.11

Notes:

i) All figures in brackets are outflows

ii) Cash and Cash equivalents consists of cash on hand and balances with banks as detailed in schedule H to the Balance Sheet.

iii) Previous year's figures have been regrouped wherever necessary

As per our report attached.

For N. M. RAIJI & CO.,
Chartered Accountants

Y. N. THAKKAR
Partner
Mumbai, 25th May 2011

M. M. SURTI
Company Secretary

For and on behalf of the Board,

F. K. KAVARANA Chairman
N. N. TATA Vice Chairman
A. D. COOPER
ZUBIN DUBASH
BHASKAR BHAT Directors

Summarised Financial Statement of Subsidiaries

	Trent Brands Limited		Flora Services Limited		Nahar Theatres Private Limited		Flora Link Road Properties Limited		Trent Hypermarket Limited		Trent Global Holdings Limited #		Landmark Limited		Westland Limited		Trent Retail Services Pvt. Limited		Landmark E-Tail Private Limited	
	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011	31 st March 2010	31 st March 2011
Capital	Rupees 325.00	Rupees 325.00	Rupees 151.91	Rupees 151.91	Rupees 20.96	Rupees 20.96	Rupees 5.00	Rupees 5.00	Rupees 5,105.00	Rupees 5,220.00	Rupees 327.30	Rupees 327.30	Rupees 731.47	Rupees 731.47	Rupees 428.35	Rupees 428.35	Rupees 1.00	Rupees 1.00	Rupees 1.00	Rupees 1.00
Reserves and Surplus	2,280.67	768.81	585.93	478.00	303.74	300.28	-	-	-	-	-	-	7,122.90	7,122.90	129.64	344.26	8.56	8.62	-	-
Total Assets	2,605.67	1,093.81	887.83	729.91	994.70	1,117.19	3,207.50	3,207.50	15,105.00	27,295.00	11.68	16.01	10,382.24	8,490.46	1,214.87	1,059.94	9.56	9.62	1.00	1.00
Total Liabilities	2,605.67	1,093.81	887.83	729.91	994.70	1,117.19	3,207.50	3,207.50	15,105.00	27,295.00	11.68	16.01	10,382.24	8,490.46	1,214.87	1,059.94	9.56	9.62	1.00	1.00
Turnover *	79.65	54.82	1,825.29	1,316.87	109.83	105.38	-	-	28,969.84	51,987.72	2.80	-	26,192.69	22,848.80	3,812.95	3,600.30	0.12	-	-	0.96
Profit/(Loss) Before Tax	17.16	(133.72)	(23.93)	4.32	9.90	(6.23)	(0.26)	(0.23)	(3,150.96)	(5,089.16)	(3.53)	(6.67)	(1,858.84)	(160.59)	(232.08)	(84.12)	(0.05)	(0.18)	(0.07)	0.87
Provision For Taxation	(1,494.69)	30.35	(4.69)	(1.09)	6.44	4.61	-	-	(237.24)	(323.03)	-	-	21.32	7.00	-	-	-	-	-	-
Net Profit/(Loss)	1,511.85	(164.07)	107.92	5.41	3.46	(10.84)	(0.26)	(0.23)	(2,913.72)	(4,766.13)	(3.53)	(6.67)	85.65	(167.59)	(337.45)	(84.12)	(0.05)	(0.18)	(0.07)	0.87
Proposed Dividend Percentage (Equity)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Amount (Equity Dividend)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

* Represents income from operation and other income.
 # The Closing exchange rate as on 31st March 2011 USD=INR 44.61

Details of Investments - Subsidiary - TRENT BRANDS LIMITED

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs
Long Term Investments :								
(at Cost less provision for diminution in value)								
Face Value of Rs 10 each,Unquoted and fully paid-up unless otherwise stated								
(a) In Subsidiary Company :								
Flora Services Limited (Equity shares of Rs. 100/- each)	97,530	203.42	-	-	-	-	97,530	203.42
Landmark Limited	264,028	804.79	-	-	-	-	264,028	804.79
Total Investments in Subsidiary Company		1,008.21					-	1,008.21
(b) In Other Shares								
Aftek Ltd. (Quoted) (Equity shares of Rs. 2/- each)	50,000	29.49	-	-	-	-	50,000	29.49
B F Utilities Ltd (Quoted) (Equity shares of Rs. 5/- each)	800	1.77	-	-	-	-	800	1.77
B F Investments Ltd.	800	16.72	-	-	-	-	800	16.72
Indus Fila Ltd. (Quoted)	12,000	27.03	-	-	-	-	12,000	27.03
Jai Corp Ltd. (Quoted) (Equity shares of Rs. 1/- each)	5,000	51.88	-	-	-	-	5,000	51.88
Northgate Technologies Ltd. (Quoted)	8,500	50.97	-	-	-	-	8,500	50.97
Punj Llyod Ltd. (Quoted) (Equity shares of Rs. 2/- each)	10,000	52.02	-	-	-	-	10,000	52.02
Reliance Industries Ltd. (Quoted)	5,624	96.40	-	-	5,624	96.40	-	-
Sasken Communication Technologies Ltd. (Quoted)	10,000	49.03	-	-	-	-	10,000	49.03
Take Solutions Ltd (Quoted)	73,000	75.65	-	-	-	-	73,000	75.65
Tata Investment Corporation Ltd. (Quoted)	17,325	34.68	-	-	-	-	17,325	34.68
Tata Investment Corporation Ltd.-ZCCB-Warrant	2,475	-	-	-	-	-	2,475	-
Venus Remedies Ltd (Quoted)	10,000	38.95	-	-	-	-	10,000	38.95
Videocon Industries Ltd. (Quoted)	9,500	49.90	-	-	-	-	9,500	49.90
Total Investment in Other Co.-Long Term		574.49					478.09	
(c) In Mutual Funds								
-	-	-	-	-	-	-	-	-
HDFC Cash Mgmt Fund-Savings Plan—Growth	-	-	5,021,795	1,000.00	5,021,795	1,000.00	-	-
HDFC Cash Mgmt Fund-Treasury Advantage Plan-WDR	5,275,503	528.79	20,787,453	2,084.32	26,062,957	2,613.11	-	-
Tata Fixed Maturity Plan Series 28 Scheme A dividend	-	-	10,000,000	1,000.00	5,250,000	525.00	4,750,000	475.00
Total investment in Mutual Fund		528.79					475.00	
Total Investments		2,111.48					1,961.30	
Aggregate book value of Investments								
Unquoted		1,537.00						1,483.21
Quoted [Market value Rs.460.07 (2009-2010: Rs.280.00 Lakhs)]		574.49						478.09
Total		2,111.48						1,961.30

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Details of Investments - Subsidiary - FIORA SERVICES LIMITED

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs
LONG TERM INVESTMENTS :								
Non Trade (unquoted and fully paid unless otherwise stated)								
(a) In Shares								
Trent Limited (Quoted)	159,943	131.85					159,943	131.85
1,59,943 (2009-10 : 1,59,943) Equity Shares of Rs. 10/- each								
		<u>131.85</u>						<u>131.85</u>
(b) In Subsidiary Company								
Landmark Limited	2,513	6.55					2,513	6.55
2,513 (2009-10: 2,513) Equity Shares of Rs. 100/- each								
Total Investments in Subsidiary Company		<u>6.55</u>						<u>6.55</u>
Total Long Term Investments		<u>138.40</u>						<u>138.40</u>
Total Investment		<u>138.40</u>						<u>138.40</u>
Aggregate book value of Investments								
Unquoted		6.55						6.55
Quoted [Market value Rs.1,571.68 lakhs - (2009-10 Rs.1,283.38 lakhs)]		131.85						131.85
Total		<u>138.40</u>						<u>138.40</u>

Details of Investments - Subsidiary - TRENT HYPER MARKET LIMITED

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs
Long Term Investment								
Investment in Joint Venture								
Virtuous Shopping Centres Private Limited		-	673,266	92.22			673,266	92.22
Total Long Term Investment		-						<u>92.22</u>
Mutual Funds								
HDFC Cash Managt Treasury advantage wholesale Growth	2,477,394	500.00					2,477,394	500.00
Tata Floater Fund Growth	7,282,897	1,000.00					7,282,897	1,000.00
Total Current Investment		<u>1,500.00</u>						<u>1,500.00</u>
Total Investments		<u>1,500.00</u>						<u>1,592.22</u>
Quoted								-
Unquoted		1,500.00						1,592.22

Details of Investments - Subsidiary - FIORA LINK ROAD PROPERTIES LIMITED

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs
Long Term Investments:								
(at cost less provision for dumunition in value)								
Other Investment :								
Landmark Limited	1,025,592	3,206.23	-	-	-	-	1,025,592	3,206.23
Equity shares of Rs.10/- each								

Details of Investments - Subsidiary - LANDMARK LIMITED

	Balance as on 1.4.2010		Purchased during the year		Sold during the year		Balance as on 31.3.2011	
	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs	No.of Shares/Units	Rupees in lakhs
Long term investments (At cost)								
1. Trade - Unquoted								
A. Subsidiaries								
Landmark E-Tail Private Ltd	1,000	1.00	-	-	-	-	1,000	1.00
Trent Retail Services Management Private Limited (Formerly Regent Management Private Limited)	1,000	1.00	-	-	-	-	1,000	1.00
Total Investments in Subsidiary Company		2.00					-	2.00
2. Non Trade - Quoted								
B. In fully paid equity shares								
Kothari Industries Ltd	1,000	0.48	-	-	-	-	1,000	0.48
DSQ Software Ltd	100	0.13	-	-	-	-	100	0.13
TOTAL QUOTED INVESTMENT IN SHARES		0.61						0.61
C. Mutual Funds								
HDFC Cash Management Treasury Advantage	1,751,673	350.00	-	-	1,751,673	350.00	-	-
Reliance Money Manager Fund - Retail Growth	28,114	350.00	-	-	28,114	350.00	-	-
UTI Master Share	1,300	0.20	-	-	-	-	1,300	0.20
TOTAL QUOTED INVESTMENT IN MUTUAL FUNDS		700.20						0.20
Less : Provision for diminution in value of investment		(1.61)	-	-	-	-		(1.61)
Total Investment		701.20						1.19
Aggregate book value of Investments								
Unquoted		701.20						1.19
Quoted		-						-



Registered Office: Bombay House, 24 Homi Mody Street, Mumbai – 400 001.

ATTENDANCE SLIP

I hereby record my presence at the FIFTY-NINTH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 on Friday, 5th August 2011 at 3.00 p.m.

Member's/Proxy's full name _____
(In block letters)

Folio No. _____ DP ID* _____ Client ID* _____

No. of shares held _____

* Applicable for members holding shares in electronic form.

Member's/Proxy Signature

- NOTES :**
1. Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.
 2. Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.



Registered Office: Bombay House, 24 Homi Mody Street, Mumbai – 400 001.

PROXY FORM

I/We _____ of _____ in the district of _____ being a member/members of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him/ her _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us, on my/our behalf at the FIFTY-NINTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, 5th August, 2011 at 3.00 p.m. or at any adjourned meeting thereof.

Signed this _____ day of _____ 2011.

Folio No. _____ DP ID* _____ Client ID* _____

No. of shares held _____

Signature _____

Affix Revenue Stamp

This form is to be used @ in favour of the resolution, Unless otherwise instructed, the Proxy will vote as he/ she thinks fit.
@ against

* Applicable for members holding shares in electronic form.

@ Strike out whichever is not desired.

- NOTES:**
1. The proxy must be returned so as to reach the Registered Office of the Company, Bombay House, 24, Homi Mody Street, Mumbai – 400 001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
 2. The proxy need not be a member of the Company.

Dematerialise your Physical Shares to Electronic Form

- Eliminate all risks associated with Physical Shares
- Ease in Portfolio Management

Procedure for Dematerialisation of Shares :

- Open Beneficiary Account with a Depository Participant (DP) registered with SEBI.
- Submit Dematerialisation Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signatures in the same order as appearing in the concerned certificate(s).



TRENT
LIMITED

Registered Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001.