

**TRIDENT LIMITED**

Registered Office: Trident Group, Sanghera - 148101, India

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 30th Annual General Meeting of the Members of **Trident Limited ('the Company')** will be held on **Thursday, the 9th day of July, 2020 at 11:00 AM IST** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 along with Reports of the Auditors and Directors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2020 along with Report of the Auditors thereon.
2. To ratify and confirm the interim dividends already paid during the financial year 2019-20 amounting ₹ 0.36 per Equity Share having face value of ₹ 1/- each;
3. To appoint a director in place of Mr Rajinder Gupta (DIN: 00009037), who retires and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr Deepak Nanda (DIN: 00403335), who retires and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**5. To ratify the remuneration of Cost Auditors of the Company**

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

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions, if any, approval of the members of the Company be and is hereby accorded to the remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending on March 31, 2021 amounting to ₹ 379,500/- (Rupees Three Lakh Seventy Nine Thousand Five Hundred only) plus applicable taxes alongwith reimbursement of out of pocket expenses at actuals.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**6. To approve annual remuneration payable to a single non-executive director in excess of the limit of 50% of the total annual remuneration payable to all non-executive directors**

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

“RESOLVED that pursuant to the provisions of Section 188, 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr Rajinder Gupta, Non-Executive Director by way of commission @ 5% of net profit of the Company payable monthly/ quarterly/ annually as computed under Section 198 of the Act, or any other percentage of net profits as may be permissible under the provisions of the Act and other applicable statutory enactments at the time of payment, in excess of the limit of 50% of the total annual remuneration payable to all non-executive directors, over and above the usual sitting fees for attending meetings of Board/ Committees of the Company.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**7. To approve appointment of Ms Pooja Luthra (DIN: 03413062) as Non-Executive Non-Independent Director**

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

“**RESOLVED** that pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 (“the Act”) and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, Ms Pooja Luthra (DIN: 03413062), who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Act, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as a Director in the category of Non-Executive Non-Independent Director liable to retire by rotation.”

“**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**8. To approve appointment and remuneration of Mr Deepak Nanda (DIN: 00403335) as a Managing Director**

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

“**RESOLVED** that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V, Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules thereunder, (including any statutory modification or reenactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded for the appointment of Mr Deepak Nanda (DIN: 00403335) as the Managing Director and Key Managerial Personnel of the Company, for a period upto September 4, 2021, on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Mr Deepak Nanda or as may be varied in the General Meeting, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

1. Salary	: ₹ 12.00 Lakh per month
Variable Pay	: ₹ 8.00 Lakh per month
Total	: ₹ 20.00 Lakh per month

2. Other terms :

- a. The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure etc. as are granted to the senior executives of the Company, in accordance with the Company’s practice and Rules & Regulations in force from time to time.
- b. Apart from the above remuneration, the Managing Director shall also be provided with a car and chauffeur allowance as per Company’s policy.
- c. Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Managing Director.
- d. The Board of Directors may increase the remuneration and perquisites of Mr Deepak Nanda, Managing Director from time to time within the limits prescribed under the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time.

“**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

**9. To approve raising of finance**

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

“**RESOLVED** that pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendments thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and the applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 (together, the “Companies Act”), the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI Regulations”), the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry and such other statutes, notifications, clarifications, circulars, rules

and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the BSE Limited and the National Stock Exchange of India Limited, being the stock exchanges where the Equity Shares of the Company are listed (collectively referred to as “Stock Exchanges”) and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the listing agreements entered into by the Company with each of the Stock Exchanges, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and further subject to such terms and conditions and modifications as maybe prescribed or imposed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee thereof, including any Securities Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 1/- each (“Equity Shares”), non-convertible/convertible debt instruments along with warrants and/or convertible securities instruments other than warrants or other eligible securities (all of which are hereinafter collectively referred to as the “Securities”) or any combination of Securities, of up to ₹ 500,00,00,000/- (Indian Rupees Five Hundred Crore Only) or its equivalent thereof, for cash, in one or more currency and/or Indian Rupees inclusive of Premium as may be fixed on such Securities at such a time or times, if any in one or more tranches, by way of a public and/or private offering, and/or on preferential allotment basis including but not limited to Qualified Institutions Placement (“QIP”) in accordance with Chapter VI of the SEBI Regulations, by the issue of a placement document in one or more foreign markets or domestic markets to one or more eligible persons whether or not they are members of the Company, including but not limited to Qualified Institutional Buyers (“QIBs”) as defined under the SEBI Regulations, whether domestic investors or foreign investors, in such a manner and on such terms and conditions including discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) for such issue (the “Issue”). The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

“RESOLVED FURTHER that the allotment of Securities, or any combination thereof as may be decided by the Board, shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving the QIP or such other time as may be allowed under the SEBI Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations, provided that the Board may, at its sole discretion, offer a discount of not more than five percent or such percentage as permitted under applicable law, on the price so calculated for the QIP, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of Regulation 176 the SEBI Regulations, if required and such Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations. The Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.”

“RESOLVED FURTHER that the equity shares proposed to be issued through the QIP in accordance with the Chapter VI of the SEBI Regulations shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend.”

“RESOLVED FURTHER that the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER that in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed, or that may in any other manner apply in this relation.”

“RESOLVED FURTHER that without prejudice to the generality of the above, the Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets, if applicable.”

“RESOLVED FURTHER that the relevant date for determining the price of the Equity Shares to be allotted pursuant to the QIP, if any, shall mean, the date of the meeting in which the Board or a committee thereof decides to open the proposed Issue,

as provided under Chapter VI of the SEBI Regulations, and in the event that convertible securities (as defined under the SEBI Regulations) are issued to QIBs under Chapter VI of the SEBI Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or the Securities Committee decides to open the Issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares as may be determined by the Board.”

“**RESOLVED FURTHER** that for the purpose of giving effect to any offer, Issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees, valuers and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies or documents to be issued in connection with the Issue and affixing common seal of the Company on such documents. The board is also authorized to pay the fees, as may be required under applicable law, to any regulatory authority/agencies to seek the listing of such Securities.”

“**RESOLVED FURTHER** that for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and to do such acts, deeds and matters as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s) including draft placement document, preliminary placement document and placement document and filing the same with any authority or persons as may be required; determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the Issue price, face value, premium amount on Issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the Issue proceeds, making applications with authorities or regulators for listing of Securities on Stock Exchanges or otherwise in connection with the issue, operating a separate special bank account with a scheduled bank to receive monies in respect of the issue of Securities and opening such other bank / demat accounts as may be required in connection with the Issue, taking note of review reports of auditors and other independent agencies as may be required in connection with the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

#### 10. To approve raising of funds by way of Non-Convertible Debentures (NCD)

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

“**RESOLVED** that pursuant to Section 23, 42 read with Section 71 of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act and the rules framed thereunder, as may be applicable, (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 or any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and / or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or Committee constituted by the Board (hereinafter referred to as the “Board”) for making offer(s) and invitations, and issue and allotment of Rupee denominated secured/unsecured, listed/unlisted redeemable Non-Convertible Debentures (hereinafter referred to as “NCDs”) for cash on a private placement basis and/or through public offer, in domestic and/or international markets, in one or more series/tranches for a face value of ₹ 10 Lakh per NCD or any other face value as decided by the Board aggregating upto ₹ 600,00,00,000/- (Indian Rupees Six Hundred Crore Only), issuable/redeemable, at discount/par/premium, during the period of 1 (one) year from the date of passing of this resolution, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the face value, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto to such eligible person or persons, including one or more Companies, Bodies Corporate(s), Statutory Corporations, Commercial Banks, Lending

Agencies, Financial Institutions, Insurance Companies, Mutual Funds, Pension/Provident Funds, Individuals, Trusts and Limited Liability Partnerships, FIs, Portfolio Management Schemes, Foreign Portfolio Investors, as the case may be or such other person/persons as the Board/Committee constituted by the Board may decide so; provided that the said borrowing shall be within the overall borrowing limits of the Company.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

#### 11. To approve Trident Limited Employee Stock Option Scheme – 2020

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

“**RESOLVED** that pursuant to the provisions of Regulation 6(l) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Trident Limited Employee Stock Option Scheme – 2020 (“Scheme”) and the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, a maximum of 2,02,71,056 (Two Crore Two Lakh Seventy One Thousand and Fifty Six) Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”), exercisable into 2,02,71,056 (Two Crore Two Lakh Seventy One Thousand and Fifty Six) Equity Shares of face value ₹ 1/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

“**RESOLVED FURTHER** that the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the scheme.”

“**RESOLVED FURTHER** that the Scheme shall be implemented through trust route wherein an irrevocable Trust by the name Trident Limited Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares via secondary acquisition from the market and the Equity Shares so acquired by the Trust will be transferred to the Employees as and when the Options are exercised in accordance with the terms and conditions of the Scheme.”

“**RESOLVED FURTHER** that the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“**RESOLVED FURTHER** that the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“RESOLVED FURTHER that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**12. To approve extending the benefits to the employees of subsidiary company(ies) under Trident Limited Employee Stock Option Scheme – 2020**

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

“RESOLVED that pursuant to the provisions of Regulation 6(3)(c) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to extend the benefits of Trident Limited Employee Stock Option Scheme – 2020 (“Scheme”) including the grant of Employee Stock Options (“Options”) and issuance of Equity Shares thereunder, to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Subsidiary Company(ies) of the Company but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme (the term “Board of Directors” shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution).”

“RESOLVED FURTHER that the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the scheme.”

“RESOLVED FURTHER that the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“RESOLVED FURTHER that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**13. To approve acquisition of equity shares by way of secondary acquisition under Trident Limited Employee Stock Option Scheme – 2020**

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

“RESOLVED that pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of upto 2,02,71,056 (Two Crore Two Lakh Seventy One Thousand and Fifty Six) Equity Shares (“Shares”) of the Company by Trident Limited Employees Welfare Trust (“Trust”), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors subject however that the total number of Shares under secondary acquisition held by the Trust does not exceed, at any time, 0.398 percent of the Paid-up Equity Capital of the Company as on March 31, 2020, for the purpose of implementation of the Trident Limited Employee Stock Option Scheme – 2020 (“Scheme”) and in due compliance with the provisions of the SEBI (SBEB) Regulations.”

“RESOLVED FURTHER that the secondary acquisition by the Trust for all Employee Benefit Scheme(s) in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year in due compliance with the provisions of the SEBI (SBEB) Regulations.”

“RESOLVED FURTHER that in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“RESOLVED FURTHER that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

#### 14. To approve of Trident Limited Employee Stock Purchase Scheme – 2020

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

“RESOLVED that pursuant to the provisions of Regulation 6(l) and other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Trident Limited Employee Stock Purchase Scheme – 2020 (“Scheme”) and the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, offer, issue and allot under the Scheme, in one or more tranches, a maximum of 18,00,00,000 (Eighteen Crore) Equity Shares of ₹ 1/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.”

“RESOLVED FURTHER that the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the scheme.

“RESOLVED FURTHER that the Scheme shall be implemented through trust route wherein an irrevocable Trust by the name Trident Limited Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares via secondary acquisition from the market and the Equity Shares so acquired by the Trust will be transferred to the Employees upon acceptance and payment in accordance with the terms and conditions of the Scheme.”

“RESOLVED FURTHER that the Equity Shares so transferred by the Trust to the employees shall remain in lock in for a period of 1 year from the date of transfer.”

“RESOLVED FURTHER that the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER that the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to

execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**15. To approve extending the benefits to the employees of subsidiary company(ies) under Trident Limited Employee Stock Purchase Scheme - 2020**

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

“**RESOLVED** that pursuant to the provisions of Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to extend the benefits of Trident Limited Employee Stock Purchase Scheme - 2020 (“Scheme”) including issuance and allotment of Equity Shares thereunder, to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Subsidiary Company(ies) of the Company but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme(the term “Board of Directors” shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution).”

“**RESOLVED FURTHER** that the Equity Shares so transferred by the Trust shall remain in lock in for a period of 1 year from the date of transfer.”

“**RESOLVED FURTHER** that the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**16. To approve acquisition of equity shares by way of secondary acquisition under Trident Limited Employee Stock Purchase Scheme - 2020**

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

“**RESOLVED** that pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”), applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of



the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of upto 18,00,00,000 (Eighteen Crore) Equity Shares ("Shares") of the Company by Trident Limited Employees Welfare Trust ("Trust"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors subject however that the total number of Shares under secondary acquisition held by the Trust does not exceed, at any time, 3.53 percent of the Paid-up Equity Capital of the Company as on March 31, 2020, for the purpose of implementation of the Trident Limited Employee Stock Purchase Scheme - 2020 ("Scheme") and in due compliance with the provisions of the SEBI (SBEB) Regulations."

"RESOLVED FURTHER that the secondary acquisition by the Trust for all Employee Benefit Scheme(s) in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year in due compliance with the provisions of the SEBI (SBEB) Regulations."

"RESOLVED FURTHER that in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

"RESOLVED FURTHER that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

**17. To approve provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Trident Limited Employee Stock Option Scheme - 2020 and Trident Limited Employee Stock Purchase Scheme - 2020**

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

"RESOLVED that pursuant to the provisions of Section 67, 62(l)(b), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) ("Companies Act, 2013"), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to provide money by any legally permitted means, to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to Trident Limited Employees Welfare Trust ("Trust") as set-up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the Paid-Up share capital and Free Reserves for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of Equity Shares ("Shares") as may be prescribed under Trident Limited Employee Stock Option Scheme - 2020 ("Scheme 1") and Trident Limited Employee Stock Purchase Scheme - 2020 ("Scheme 2") or any other share based employee benefit plan which may be introduced by the Company from time to time (collectively referred as "Employee Benefit Scheme(s)") from time to time, with a view to deal in such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of thereby (SBEB) Regulations, Companies Act, 2013 and any other applicable laws and regulations."

"RESOLVED FURTHER that the above limit of 5% shall be taken on consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time."

"RESOLVED FURTHER that any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of amount paid by the Employees upon exercise of the Options / acceptance and purchase of Equity Shares and the accruals of the Trust at the time of termination of the Scheme."

“RESOLVED FURTHER that the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI (SBEB) Regulations.”

“RESOLVED FURTHER that the Trustees of the Trust shall not vote in respect of the Shares held by such Trust.”

“RESOLVED FURTHER that for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.”

“RESOLVED FURTHER that the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.”

“RESOLVED FURTHER that the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**18. To ratify the revised limit of Investments by Foreign Portfolio Investors**

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

“RESOLVED that subject to the provisions of Foreign Exchange Management Act (FEMA), 1999 read with Foreign Exchange Management (Non-debt Instruments) Rules, 2019 & the Companies Act, 2013 and all other applicable laws, rules, regulations, guidelines and the Articles of Association of the Company and subject to approval, consent, permission of the Government, the Reserve Bank of India and any other appropriate authorities, institutions or bodies as may be necessary, consent of the members of the Company be and is hereby accorded for the ratification of revised limit of investments by Foreign Portfolio Investors, in the Equity Shares of the Company upto 100% of the paid up equity capital of the Company with effect from April 1, 2020.”

“RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution”

By Order of the Board  
For **Trident Limited**

**Ramandeep Kaur**  
**Company Secretary**

ICSI Membership No. FCS 9160

Place : Sanghera  
Dated : May 16, 2020

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021 at remuneration as specified in the resolution plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 5 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

### Item No. 6

Considering the time devoted by Mr Rajinder Gupta, Non-executive Director and Co-Chairman of the Board, in providing valuable advice and strategic inputs to the Company on various critical business aspects, the Board of Directors in its meeting held on May 16, 2020 considered it desirable that he may be paid remuneration by way of commission in addition to sitting fees being paid to him for attending meetings of the Board of Directors/Committees of the Board.

As per Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) 2015 [as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018] approval of shareholders is required annually, in case remuneration payable to a single Non-Executive Director exceeds the limit of 50% of that payable to all Non-Executive Director annually.

The proposed payment of remuneration by way of commission to Mr Rajinder Gupta, Non-Executive Director and Co-Chairman of the Board, shall exceed the limit of 50% of the total annual remuneration payable to all Non-Executive Directors.

In light of above, the said payment of Commission requires approval of Shareholders by way of Special Resolution. Hence, your Board recommends the passing of Special Resolution set out at Item No. 6 of the Notice.

Mr Rajinder Gupta, Non-Executive Director and Co-Chairman of the Board, is deemed interested in the resolution set out at Item No. 6 of the Notice. The relatives of Mr Rajinder Gupta may be deemed to be interested in the said item to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

### Item No. 7

Ms Pooja Luthra (DIN: 03413062) has been appointed as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director w.e.f. April 6, 2020 (opening of business hours).

Pursuant to provisions of section 160 of Companies Act, 2013 read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions, that the Company had received notice in writing from a member proposing the candidature of Ms Pooja Luthra (DIN: 03413062) as a Director of the Company. The item relating to appointment of Ms Pooja Luthra (DIN: 03413062) has been set out at Item No. 7 of the Notice.

Ms Pooja Luthra (DIN: 03413062) is not disqualified to act as director as per the provisions of Section 164 of the Act. Further, Ms Pooja Luthra (DIN: 03413062) is neither related to any other director of the Company nor holds any Equity Share of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith.

Keeping in view the expertise and knowledge, it will be in the interest of the Company that Ms Pooja Luthra (DIN: 03413062) be appointed as a Director, liable to retire by rotation, on the Board of the Company. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Ms Pooja Luthra (DIN: 03413062), Director of the Company to whom the resolution relates, are concerned or interested financially or otherwise in the resolution set out at Item No. 7 of the Notice.

#### **Item No. 8**

The Board of Directors of the Company, at their meeting held on May 16, 2020 has, subject to the approval of members, appointed Mr Deepak Nanda as Managing Director and Key Managerial Personnel, for a period upto September 4, 2021 at remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on May 16, 2020.

It is now proposed to seek the shareholders' approval for the appointment of and remuneration payable to Mr Deepak Nanda as Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

#### *Brief resume of Mr Deepak Nanda*

Mr Deepak Nanda possesses more than three decades of experience in business development, client relationship, contract negotiations, project implementation and delivery, improving the efficiency and effectiveness of businesses.

He has vast of experience in working closely with different State Governments, PSUs, boards and corporations, educational institutions in North-West India helping them develop e-governance strategies, IT roadmaps, deploying key solutions and facilitating change management. He holds a Master of Science degree in chemistry from the Panjab University, Chandigarh and has also participated in the Programme on Strategic IT Outsourcing at the Indian Institute of Management, Ahmedabad.

Mr Deepak Nanda shall be eligible for all the perquisites and allowances as specified in the resolution and according to the applicable provisions of the Companies Act, 2013 ('Act'). Mr Deepak Nanda satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, Mr Deepak Nanda is neither related to any other director of the Company nor holds any Equity Share of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith. Documents relating to the said appointment are available for inspection by the members.

Your Board recommends the passing of Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr Deepak Nanda, Managing Director of the Company to whom the resolution relates, are concerned or interested financially or otherwise in the resolution set out at Item No. 8 of the Notice.

#### **Item No. 9**

The Board of Directors of the Company ("Board"), pursuant to item no. 9 of the Notice, seeks a special resolution by the Company enabling the Board to raise capital through a creation, issue, offer and allotment of equity shares of face value ₹ 1/- per share ("Equity Shares"), non-convertible/convertible debt instruments along with warrants and/or convertible securities instruments other than warrants (all of which are hereinafter collectively referred to as the "Securities"), for cash, as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment of Securities shall be made subject to receipt of applicable governmental/ regulatory approvals, market conditions and other factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the issue of such Securities. The approval of shareholders is sought for the issue of the Securities and for issuing such Securities to persons other than the existing shareholders of the Company on such terms and conditions as may be deemed appropriate by the Board of Directors pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹ 500,00,00,000/- (Indian Rupees Five Hundred Crore Only) including premium or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to augmenting financial resources for organic/inorganic growth opportunities, meeting the capital requirements of the ongoing consolidation process, meeting and satisfaction of working capital requirements, repayment of existing borrowings, general corporate purposes and financing investment opportunities. The Equity Shares, if any, allotted on issue/conversion of Securities shall rank pari-passu with the existing Equity Shares of the Company.

The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/or on preferential allotment basis including by way of Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI Regulations") or any combination thereof, from time to time through issue of permissible/requisite offer document to any eligible person whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities will be decided by the Board for this purpose in accordance with the applicable provisions of the SEBI Regulations. Therefore, this resolution shall authorize Board to determine in its absolute discretion, the terms of issue in consultation with the lead manager(s) to the issue.

As per Chapter VI of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the two weeks preceding the 'relevant date'. The Board may, at its absolute discretion, issue Securities at a discount of not more than 5% or such discount as may be permitted under applicable law to the floor price as determined in terms of the SEBI Regulations, subject to the provisions of Section 53 of the Companies Act, 2013.

In case of issue of convertible securities, the price will be determined on the basis of current market price and other relevant guidelines.

The 'relevant date' for this purpose, as provided under Chapter VI of the SEBI Regulations, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be determined by the Board.

This resolution shall be valid for a period of 12 months from the date of shareholders' approval before which the Company is required to complete the allotments under the authority of said resolution.

The special resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) who are QIBs as defined under the SEBI ICDR Regulations including institutions, bodies corporate or otherwise, as the Board deems fit. The Company with this resolution intends to retain the right and flexibility as to the form of securities including but not limited to Equity Shares.

The detailed terms and conditions for the issue will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of any Securities will be listed and traded on the stock exchanges where Equity Shares of the Company are currently listed, being the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges"), subject to obtaining necessary approvals. The offer/ issue/ allotment/ conversion of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any provisions of the listing agreements entered into with the Stock Exchanges.

Your Board recommends the passing of Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 9 of the Notice to the extent of their shareholding.

#### **Item No. 10**

In terms of Section 23, 42 read with Section 71 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement or public issue of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement basis or public issue, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

The Board shall utilize the proceeds for business purposes, including but not limited to augmenting financial resources for organic/inorganic growth opportunities, meeting the capital requirements of the ongoing consolidation process, meeting and satisfaction of working capital requirements, repayment of existing borrowings, general corporate purposes and financing investment opportunities. The Company may offer or invite subscription to more secured/unsecured redeemable non-convertible debentures, in one or more tranches on a private placement basis.

An enabling resolution as set out at Item No. 10 of the Notice is therefore being sought, to borrow funds by offer or invitation to subscribe to secured/ unsecured listed/unlisted redeemable non-convertible debentures for a face value of ₹ 10 Lakh per NCD or any other face value as decided by the Board per NCD for an aggregate amount not exceeding ₹ 600,00,00,000/- (Indian Rupees Six Hundred Crore Only). This resolution would be valid for a period of 12 months from the date of the passing of this resolution at the Annual General Meeting.

The price at which the securities will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors.

Your Board recommends the passing of Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 10 of the Notice to the extent of their shareholding.

### Item No. 11, 12 and 13

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors in its meeting held on May 16, 2020, approved Trident Limited Employee Stock Option Scheme – 2020 (“Scheme”) to or for the benefit of such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”).

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”) and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 11 seeks your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

Further, as per Regulation 6(3)(c) of SEBI (SBEB) Regulations, approval of the Members by way of separate Special Resolution is also required for grant of Options to the Employees of Subsidiary Company(is). The Special Resolution set out at Item No. 12 seeks your approval for the said purpose.

Furthermore, as per Regulation 6(3)(a) of SEBI (SBEB) Regulations, approval of the shareholders by way of separate Special Resolution is also required for secondary acquisition of Shares by the Trust for proper implementation of the Scheme. The Special Resolution set out at Item No. 13 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB) Regulations are as under:

#### 1. Brief description of the Scheme:

The Scheme shall be called as Trident Limited Employee Stock Option Scheme – 2020.

The Purpose of the Scheme includes the followings:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- d. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to Employees.

#### 2. Total number of Options to be granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2,02,71,056 (Two Crore Two Lakh Seventy One Thousand and Fifty Six) Options which shall be convertible into equal number of Equity Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

#### 3. Identification of classes of Employees entitled to participate and be beneficiaries in Scheme:

- a. A permanent Employee of the Company who has been working in India or outside India; or
- b. a Director of the Company, whether a Whole-time Director or not but excluding an Independent Director; or
- c. an Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India.
- d. such other persons as may from time to time be allowed to be eligible.

But does not include:

- a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

Vesting period shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4(Four) years from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

The vesting schedule will be clearly defined in the grant letter of respective Employees. The Actual vesting may further be linked with the eligibility criteria, as determined by the Nomination and Remuneration Committee in accordance with the Scheme, the same will be mentioned in the grant letter.

**5. Maximum period within which the Options shall be vested:**

The stock options granted under the Scheme shall vest within a maximum period of 4 (Four) years from the grant date.

**6. Exercise Price or Pricing Formula:**

The exercise price will be based upon the market price of the Shares.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date in terms of SEBI (SBEB) Regulations.

Explanation – As the Shares of the Company are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Board of Directors/Nomination and Remuneration Committee has a power to provide suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the par value of Share of the Company.

**7. Exercise period and process of Exercise:**

The exercise period shall be upto 4 (Four) years from the date of respective vesting.

The Options can be exercised through cash route by submitting the exercise application, as prescribed by the Board of Directors/ Nomination and Remuneration Committee from time to time, along with exercise price, applicable taxes and other charges, if any.

Upon valid exercise, Employee shall receive the Shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Scheme and as mentioned in grant letter.

The mode and manner of the exercise shall be communicated to the employees individually.

The Board of Directors, if deems fit, may also notify the process of cashless exercise in accordance with terms and conditions of the Scheme.

**8. Appraisal process for determining the eligibility of the Employees to Scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors / Nomination and Remuneration Committee.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors / Nomination and Remuneration Committee.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

**9. The Maximum number of Options to be granted per Employee and in aggregate:**

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 2,02,71,056 (Two Crore Two Lakh Seventy One Thousand and Fifty Six) which shall be convertible into equal number of Equity Shares.

**10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Equity Shares via secondary acquisition from the market.

The Equity Shares so acquired by the Trust will be transferred to the Employees as and when the Options are exercised.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to the Trust or any other Committee or Persons for proper administration of the Scheme

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

The Scheme involves Secondary Acquisition of Equity Shares by the Trust.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

The amount of interest free loan to be provided for implementation of the Scheme by the Company to the Trust Shall not exceed 5% of the Paid-up Equity Capital and Free Reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Options by the Employees and the accruals of the Trust at the time of termination of the Scheme.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme.**

The total number of Shares under secondary acquisition held by the Trust for Trident Limited Employee Stock Option Scheme – 2020 shall at no time exceed 0.398 (point three nine eight) percent of paid up equity capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) percent of the Paid up Equity Capital as at the end of the previous financial year for all the Employee Benefit Scheme(s) taken together inclusive of the acquisition to be made under Trident Limited Employee Stock Option Scheme – 2020.

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options.**

The Company shall comply with the requirements of Indian Accounting Standards (Ind AS) and shall use Fair Value method.

**17. Statement with regard to Disclosure in Director's Report**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options / Equity Shares those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 11, 12 and 13 for approval of the Members.

**Item No. 14, 15 and 16**

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to motivate the Company's Employees and reward and recognize the experienced hands, the Board of Directors in its meeting held on May 16, 2020, approved Trident Limited Employee Stock Purchase Scheme – 2020("Scheme")to or for the benefit of such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole-time Director or not but excluding Independent Director, of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time ("Eligible Employees").

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI (SBEB) Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 14 is seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.



Further, as per Regulation 6(3)(c) of SEBI (SBEB) Regulations, approval of the Members by way of separate Special Resolution is also required for offer of Equity Shares to the Employees of Subsidiary Company(ies). The Special Resolution set out at Item No. 15 is seeking your approval for the said purpose.

Furthermore, as per Regulation 6(3)(a) of SEBI (SBEB) Regulations, approval of the shareholders by way of separate Special Resolution is also required for secondary acquisition of Shares by the Trust for proper implementation of the Scheme. The Special Resolution set out at Item No. 16 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB) Regulations are as under:

**1. Brief description of the Scheme:**

The Scheme shall be called as Trident Limited Employee Stock Purchase Scheme – 2020.

The Purpose of the Scheme includes the followings:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.

**2. Total number of Equity Shares to be offered under the Scheme:**

The maximum number of Equity Shares to be offered pursuant to this Scheme shall not exceed 18,00,00,000 (Eighteen Crore)

If any offered Equity Share offered under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Equity Shares shall be available for further offer under the Scheme unless otherwise determined by the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Equity Shares that can be offered shall stand adjusted in case of corporate action (as defined in the Scheme).

**3. Identification of classes of Employees entitled to participate and be beneficiaries in Scheme:**

- a. A permanent Employee of the Company who has been working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- c. an Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India.
- d. such other persons as may from time to time be allowed to be eligible.

But does not include:

- a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

**5. Maximum period within which the Options shall be vested:**

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

**6. Purchase Price or Pricing Formula:**

The purchase price will be based upon the market price of the Shares.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date in terms of SEBI (SBEB) Regulations.

Explanation – As the Shares of the Company are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Board of Directors/Nomination and Remuneration Committee has a power to provide suitable discount on such price as arrived above. However, in any case the purchase price shall not go below the par value of Share of the Company.

**7. Exercise period and process of Exercise:**

The exercise period shall be within 30 (Thirty) days from the date of offer.

The offer can be exercised through cash route or any other legally permitted route by submitting the exercise application, as prescribed by the Board of Directors from time to time, along with purchase price, applicable taxes and other charges, if any.

Upon valid exercise, Employee shall receive the Equity Shares equivalent to the offer exercised in accordance with the terms and conditions of the Scheme and as mentioned in offer letter.

The mode and manner of the exercise shall be communicated to the Employees individually.

**8. Appraisal process for determining the eligibility of the Employees to Scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the offer of Equity Shares under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Board of Directors / Nomination and Remuneration Committee.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors / Nomination and Remuneration Committee.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

**9. The Maximum number of Equity Shares to be issued per Employee and in aggregate:**

The maximum number of Equity Shares that can be issued to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of offer. The Board of Directors may decide to offer such number of Equity Shares equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Equity Shares that may be granted pursuant to this Scheme shall not exceed 18,00,00,000 (Eighteen Crore).

**10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of offer and the Purchase Price paid by the Employee.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Company proposes to implement the Scheme through Trust Route wherein the Trust shall acquire the Equity Shares via secondary acquisition from the market.

The Equity Shares so acquired by the Trust will be transferred to the Employees as and when the offer is exercised.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to the Trust or any other Committee or Persons for proper administration of the Scheme

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

The Scheme involves Secondary Acquisition of Equity Shares by the Trust.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

The amount of interest free loan to be provided for implementation of the Scheme by the Company to the Trust Shall not exceed 5% of the Paid up Equity Capital and Free Reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Offer by the Employees and the accruals of the Trust at the time of termination of the Scheme.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme.**

The total number of Shares under secondary acquisition held by the Trust for Trident Limited Employee Stock Purchase Scheme - 2020 shall at no time exceed 3.53 (three point five three) percent of paid up equity capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) percent of the Paid up Equity Capital as at the end of the previous financial year for all the Employee Benefit Scheme(s) taken together inclusive of the acquisition to be made under Trident Limited Employee Stock Purchase Scheme - 2020.

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options**

Under the Proposed Scheme, the Company proposes to transfer the existing Equity Shares to its Employees and as such the valuation of Options is not applicable.

**17. Statement with regard to Disclosure in Director's Report**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

The Company will comply with the above requirements, if applicable.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Equity Shares that may be offered under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 14, 15 and 16 for approval of the Members.

**Item no. 17**

In order to execute Trident Limited Employee Stock Option Scheme – 2020 and Trident Limited Employee Stock Purchase Scheme – 2020 through Trust Route, the Company is required to make provisioning of funds to the Trust so as to enable it to subscribe to the Shares of the Company.

Accordingly, Item No 17 which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

**1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares: For both Trident Limited Employee Stock Option Scheme – 2020 and Trident Limited Employee Stock Purchase Scheme – 2020. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares is as follow:**

- a. A permanent Employee of the Company who has been working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or
- c. an Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India, or of a Holding Company of the Company.
- d. such other persons as may from time to time be allowed to be eligible.

But does not include:

- a. an Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

**2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered : Name of the Trustees are as below:**

- a. Ms Minakshi Arora
- b. Mr Anubhav Nayyar

**3. Particulars of Trust :**

- a. Name of the Trust: Trident Limited Employees Welfare Trust
- b. Address of the Trust: The Principal/Registered Office of the Trust is 'Trident Group, Sanghera-148101, India'.

**4. Name, Address, Occupation and Nationality of Trustees :**

- a. Name: Ms Minakshi Arora  
Address: H. No. 24-FF, Rishi Enclave, Rishi Nagar, Ludhiana-141001  
Occupation: Service  
Nationality: Indian
- b. Name: Mr Anubhav Nayyar  
Address: H.No.51, Sukhdev Enclave, Near Raj Guru Nagar, Ludhiana-141021  
Occupation: Service  
Nationality: Indian

**5. Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any: None**

**6. Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof:**

- a. For Trident Limited Employee Stock Option Scheme – 2020 : The Key Managerial personnel and Directors are interested in the Trident Limited Employee Stock Option Scheme – 2020 only to the extent, to the Options that maybe granted to them, if any, under the Scheme.  
The Promoters are ineligible to be covered in the Scheme.
- b. For Trident Limited Employee Stock Purchase Scheme – 2020: The Key Managerial personnel and Directors are interested in the Trident Limited Employee Stock Purchase Scheme – 2020 only to the extent, to the Equity Shares that may be offered to them, if any, under the Scheme.  
The Promoters are ineligible to be covered in the Scheme.

**7. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:**

- a. For Trident Limited Employee Stock Option Scheme – 2020
  - To motivate the Employees to contribute to the growth and profitability of the Company.
  - To retain the Employees and reduce the attrition rate of the Company.
  - To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.
  - To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
  - To provide additional deferred rewards to Employees.
- b. For Trident Limited Employee Stock Purchase Scheme – 2020
  - To motivate the Employees to contribute to the growth and profitability of the Company.
  - To retain the Employees and reduce the attrition rate of the Company.
  - To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.

**8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**

For both Trident Limited Employee Stock Option Scheme – 2020 and Trident Limited Employee Stock Purchase Scheme – 2020  
The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees.  
However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.

Once the shares are transferred to the Employees upon exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfill the requirements of Trident Limited Employee Stock Option Scheme – 2020 and Trident Limited Employee Stock Purchase Scheme – 2020. Therefore, your Directors recommend the Resolutions as set out at item no. 17 for your approval by way of Special Resolution.

None of the Directors and any Relatives of such Director, Key Managerial Personnel is in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Directors / Key Managerial Personnel may be deemed as interested upto the amount of Options/ Shares that may be granted/offered to them under the Trident Limited Employee Stock Option Scheme – 2020 and Trident Limited Employee Stock Purchase Scheme – 2020.

**Item no. 18**

The Ministry of Finance vide its notification dated October 17, 2019 notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019. The Rules have been issued in supersession of the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018. As per the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the limit of investments by Foreign Portfolio Investors has been lifted and accordingly a Foreign Portfolio Investor can now invest upto the applicable sectoral cap i.e. 100% in the Equity Share Capital of the Company, with effect from April 1, 2020.

Earlier, the limit of investment in Equity Share Capital was restricted to 49% of the total Equity Share Capital of the Company. Accordingly, approval of members of the Company is sought for ratification of revised limit of investments by Foreign Portfolio Investors in the Company.

Your Board recommends the passing of Special Resolution set out at Item No. 18 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 18 of the Notice, except to the extent of their shareholding.

By Order of the Board  
For Trident Limited

**Ramandeep Kaur**  
Company Secretary  
ICSI Membership No. FCS 9160

Place : Sanghera  
Dated : May 16, 2020

**Additional Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards ("SS-2), issued by the Institute of Company Secretaries of India on General Meetings, as on the date of Notice.**

Particulars	Ms Pooja Luthra	Mr Rajinder Gupta*	Mr Deepak Nanda*
DIN	03413062	00009037	00403335
Age	41 years	61 years	60 years
Date of first appointment on the Board	April 6, 2020	April 18, 1990	November 12, 2011
Qualification	Master's Degree in Organizational Psychology from Chicago; and Master's Degree in International Business from Delhi University	Advanced Management Programme from Harvard Business School, USA	M.Sc. (Honours)
Shareholding as on date	Nil	111,55,960	Nil
Relation with other Directors/KMP	None	None	None
Terms and Conditions of appointment and remuneration proposed	As detailed on Item no. 7 of Notice convening AGM	As detailed on Item no. 6 of Notice convening AGM	As detailed on Item no. 8 of Notice convening AGM
Experience (including expertise in specific functional area)/Brief Resume	As detailed in Annual Report	As detailed in Annual Report	
Remuneration sought to be paid/ last drawn	Ms Pooja Luthra is eligible to receive sitting fee for attending the Board/ Committee meetings		
Number of Meetings of Board attended during the year	Held:3, Attended:2		
Directorship held in other companies	None		
Membership/ Chairmanship of Committees in other companies	None		

\* Mr Rajinder Gupta and Mr Deepak Nanda are interested in the Ordinary Business set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment due to retire by rotation. The relatives of Mr Rajinder Gupta and Mr Deepak Nanda may be deemed to be interested in the said Business to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 3 and 4, respectively.

#### NOTES:

- i. The Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Business is annexed hereto. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
- ii. Due to the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020, 14/2020, 17/2020 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMDI/ CIR/ P/ 2020/ 79 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th AGM of the Company shall be conducted through VC / OAVM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
- iii. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at [www.tridentindia.com](http://www.tridentindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on website of the e-voting agency- Central Depository & Services Limited at [www.evotingindia.com](http://www.evotingindia.com).
- iv. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.
- v. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at [investor@tridentindia.com](mailto:investor@tridentindia.com)
- vi. The Register of Members and Share Transfer Books of the Company will remain closed on Thursday, July 2, 2020 for the purpose of AGM of the Company.

#### PROCEDURE TO INSPECT DOCUMENTS, RAISE QUESTIONS / SEEK CLARIFICATIONS AND INFORMATION:

- vii. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, ie July 9, 2020. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at [investor@tridentindia.com](mailto:investor@tridentindia.com).
- viii. In case the Members wish to express their views or have any queries, then they may send the same in advance and also mentioning their Name, DP ID & Client ID/ Folio number, Mobile number to the Investor Service Cell at [investor@tridentindia.com](mailto:investor@tridentindia.com). Queries received by the Company till 5.00 p.m. on Monday, July 6, 2020 shall only be considered and responded during the AGM.

#### INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING ARE AS UNDER:

- ix. Members are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned at point no xix mentioned hereinunder.
- x. Members will be provided with a facility to attend the AGM through VC / OAVM through Cisco Webex. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis.
- xi. For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 10:45 AM IST. The link for joining the AGM shall be kept open until 11:15 AM IST i.e. 15 (fifteen) minutes after the start AGM.
- xii. The participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches and also use the latest version of the WebEx Meeting App.
- xiii. Members who need assistance before or during the AGM with use of technology, can send a request at [investor@tridentindia.com](mailto:investor@tridentindia.com) or use Toll free no.: 1800-180-2999.
- xiv. Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at [helpdesk.evoting@cdislindia.com](mailto:helpdesk.evoting@cdislindia.com). However, if he /she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.

- xv. Please follow the below steps for registration and participation

**Step-1 :** Log into [www.evotingindia.com](http://www.evotingindia.com) through 'Shareholders/Members' section. Fill in the details as prompted by the screen alongwith the password. In case members need any assistance in password re-setting, same can be done by following the instruction No. 6 under the heading 'VOTING THROUGH ELECTRONIC MEANS'.

**Step-2 :** Go to 'Click Here' option given under Live Streaming against 'Trident Limited'. You will be directed to a webex page. Fill in your details.

**Step-3 :** AGM log-in screen will open.

Please note that, if you have not cast your vote through remote e-voting, then, before casting your vote at the time of AGM, firstly, you have to click on "Live streaming option", then you would be able to cast your venue e-vote.

- xvi. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means and the businesses may be transacted through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL'). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- xvii. The Company will also provide facility of e-voting to the members at the time of Annual General Meeting ('AGM') through VC/OAVM. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- xviii. The right of voting shall be reckoned as per the shareholding on the cut-off date. Any person who receives this notice, who ceases to be a member on cut-off date may treat this notice for information purposes only. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, July 2, 2020 may follow the same instructions as detailed below for e-Voting.
- xix. The voting period begins on Monday, July 6, 2020 at 9:00 AM IST and ends on Wednesday, July 8, 2020 at 5:00 PM IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, July 2, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The procedure and instructions for the same are as follows:

1. The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders/Members.
3. Now Enter your User ID
  - For CDSL : 16 digits beneficiary ID,
  - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user, follow the steps given below:
 

For Members holding shares in Demat Form and Physical Form

**PAN:** Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

  - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first 2 letters of their name & the 8 digits of the sequence number in the PAN field..
  - In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut off date, who have acquired shares after dispatch of notice may obtain details of sequence number from the Company/ RTA.

**Date of Birth:** Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your DP ID & Client ID or in the company records in order to login.

**Dividend Bank Details:** If both the details above are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction No. 5 above.

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for TRIDENT LIMITED on which you choose to vote.
9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
14. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android/windows or iOS based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI/Foreign Nationals etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Mr Pawan Jain, Company Secretary in Practice, has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall prepare and submit his report to the Chairperson of the AGM or any other person authorized by him for the purpose not later than 48 hours from the conclusion of the AGM.. The results of the voting along with the report of the Scrutinizer shall be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed and will also be displayed on the website of CDSL, the e-voting agency & on the Company's website at [www.tridentindia.com](http://www.tridentindia.com).

In case you have any queries/issues/grievances connected with e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [investor@tridentindia.com](mailto:investor@tridentindia.com) and may write to Ms Ramandeep Kaur, Company Secretary and/or Mr Hari Krishan, Deputy Company Secretary at Corporate Office : E-212, Kitchlu Nagar, Ludhiana - 141001 or at Toll Free No. 1800-180-2999.



## PROCEDURE FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES AND/OR BANK DETAILS/MANDATE ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

We urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate\* etc, you can do the same:

Physical holding	<p>Please send a duly signed request letter by the shareholder(s), to the Registrar &amp; Share Transfer Agent of the Company, M/s Alankit Assignments Limited, at rta@alankit.com OR at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110 055, providing Folio No, Name of the shareholder and self- attested copy of PAN &amp; AADHAR card, for registering the e-mail address.</p> <p>Following additional details &amp; documents, need to be provided for updating Bank Account details*:</p> <ol style="list-style-type: none"> <li>Name and branch of the Bank in which you wish to receive the dividend*.</li> <li>Bank account type.</li> <li>Bank account number allotted by your Bank, after implementation of Core Banking solutions.</li> <li>Nine Digit MICR Code Number.</li> <li>Eleven digit IFSC Code and</li> <li>A scanned copy of cancelled cheque bearing the name of the first shareholder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)</li> </ol>
Demat holding	<p>Please contact your Depository Participant (DP) and register your e-mail address and/ or Bank account details*, in your demat account, as per the process advised by your DP.</p>

\* Please note that, no dividend will be declared in the 30th AGM of the Company, however, in order to receive any future dividend directly in your bank account, kindly register/ update your bank account details with the Company.

We would like to draw your kind attention to the following urgent matters, which require **your immediate action:-**

### DEMATERIALISATION OF SHARES

SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, **requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.** In light of same shareholders are requested to **kindly convert their physical shares in Demat form** to avoid hassle in transfer of shares.

### CONSOLIDATION OF MULTIPLE FOLIOS

Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates alongwith the self attested copy of PAN card and Aadhar card to the Registrars and Share Transfer Agent (RTA) of the Company, to enable them to consolidate all such multiple folios into one single folio.

### PERMANENT ACCOUNT NUMBER

SEBI has mandated submission of Permanent Account Number [PAN] by every participant in the Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form are required to submit their PAN details to RTA.

### UNCLAIMED DIVIDEND

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at the address: Alankit Assignments Limited, (Unit: Trident Limited) 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi 110 055, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

To  
**ALANKIT ASSIGNMENTS LIMITED**  
Unit : Trident Limited  
205-208, Anarkali Complex, Jhandewalan Extension,  
New Delhi -110 055

**Updation of Shareholders Information as mandated by SEBI**




I/We request you to record the following information against my/our Folio No:

**General Information:**

<b>Folio No.:</b>	
<b>First Holder Name :</b>	
<b>Second Holder Name :</b>	
<b>Third Holder Name :</b>	
<b>PAN :</b> Enclose self attested copy all holders/ joint holders	
<b>E-mail id:</b>	
<b>Mobile No. :</b>	
<b>Bank details of First Holder :</b>	
<b>Bank Name :</b>	
<b>Bank Branch Address:</b>	
<b>Account Number (as appearing in cheque): #</b>	
<b>Bank A/c Type (Savings/Current/NRE/NRO):</b>	
<b>IFSC (11 digit) :</b>	
<b>MICR (9 digit) (as appearing in cheque) :</b>	

#A blank cancelled cheque with name of the first holder is enclosed to enable verification of bank details.

**Checklist for Shareholder:**

Particulars	Mark ✓ if enclosed
 Self-attested copy of PAN Card all holders / joint holders	
 Cancelled Cheque with name of the first holder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)	
 Address proof of the first holder (self-attested copy of Aadhar-card / Electricity bill / Telephone bill / Passport)	

**(Note: all enclosures are mandatory)**

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No. Further, as Green Initiative, I / We hereby agree to receive all future correspondence / documents of the Company in electronic mode at the E-mail Id mentioned above.

**Signatures :**

\_\_\_\_\_  
First Holder

\_\_\_\_\_  
Second Holder

\_\_\_\_\_  
Third Holder

**Date :**

**Place :**