

**TRIDENT LIMITED**

(CIN: L99999PB1990PLC010307)

**Regd Office:** Trident Group, Raikot Road, Sanghera - 148 101, Punjab

Email: investor@tridentindia.com Website: www.tridentindia.com

Tel No: +91 161 5039999 Fax: +91 161 5039900

**POSTAL BALLOT NOTICE**

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to the shareholders of Trident Limited (hereinafter referred to as "the Company") to seek their approval by way of postal ballot and e-voting in respect of resolutions contained in Special Business given hereinafter. The explanatory statement setting out all material facts pertaining to the proposals and the reasons thereof is also annexed herewith. The notice is being sent to all the members whose names shall appear in the Register of Members/ Beneficiary Owners as on July 4, 2014 and voting rights shall be reckoned accordingly.

The Company has appointed Mr S C Gupta, Retired District Attorney, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Postal Ballot Form as well as the Notice and return the Postal Ballot Form duly completed in the enclosed self addressed, postage prepaid envelope so as to reach the Scrutinizer **on or before the close of working hours (6.00 P.M.) on Wednesday, September 10, 2014**, the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit his report to the Chairman or as may be authorised by the Board to any other director/officer of the Company after completion of the scrutiny on September 11, 2014. The result of the voting by Postal Ballot shall be announced on Friday, September 12, 2014 at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera, Punjab and through a Press Release. The result of the Postal Ballot 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 Company's website at www.tridentindia.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of the result i.e. **September 12, 2014**.

**E-voting Option**

The Company is pleased to provide E-voting facility also as an alternative for the Shareholders which would enable casting of votes electronically, instead of sending Physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on E-voting as provided under the Notes to this Notice.

By order of the Board  
For TRIDENT LIMITED  
sd/-

(Deepak Nanda)  
Managing Director  
DIN 00403335

Place : Sanghera  
Date : May 15, 2014

**SPECIAL BUSINESS****Item No. 1****Adoption of new set of Articles of Association containing regulations in accordance with Companies Act, 2013**

*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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby given for adoption of new set of

Articles of Association in substitution for and to the entire exclusion of the extant Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

**Item No. 2****Alteration of Memorandum of Association in accordance with Companies Act, 2013**

*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 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Central Government, or any other statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

1. the sub-heading III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 62 thereof.
2. Under sub-clause 50 of new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", the words "Companies Act, 1956" be substituted with the words "Companies Act, 2013".
3. Sub-clauses 1 to 34 as appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", vide creation of new sub clauses no. 63 to 96, the sub-heading III(C) i.e. "OTHER OBJECTS", be deleted.
4. In Clause V of the existing Memorandum of Association, the words "Companies Act, 1956" shall be substituted with the words "Companies Act, 2013".

"RESOLVED FURTHER THAT" the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

**Item No. 3****Approval of Borrowing Powers in accordance with Companies Act, 2013**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on September 25, 2010 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter refer to as "the Board" which term shall be deemed to include any committee of the Board) for borrowing monies (which include non fund based facilities), from time to time, at its discretion either from the Company's bankers or any

other bank(s), financial institution(s), international lending agencies or any other lending institution(s), persons, firms, trusts or body corporates by way of deposits, advances or other loans, convertible/non-convertible debentures, commercial papers, bonds or any debt instruments whether unsecured or secured directly by mortgage, charge, hypothecation or pledge of any of the Company's assets and properties, book debts or by collateral security thereon or on such terms and conditions as may be considered suitable by the Board of Directors, even though the monies to be borrowed together with monies already borrowed by the Company, apart from temporary loans obtained from Company's Bankers in the ordinary course of business, exceed the aggregate of paid-up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose provided, however, that the total amount of such borrowings shall not exceed Rs 1,20,00,00,00,000/- (Rupees Twelve Thousand Crore only) at any time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute requisite documents, instruments, and writings and to do all such acts, deeds, matters and things as may be deemed necessary and expedient and also to delegate all or any of the above powers to the Committee of Directors or any other officers of the Company to give effect to the aforesaid resolution."

#### **Item No. 4**

##### **Approval for Creation of Charge on the Assets in accordance with Companies Act, 2013**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on September 25, 2010 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include any committee of the Board) to mortgage, hypothecate and/or charge, in addition to the mortgages/hypothecation/ charges created or to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future, and /or any other assets/ properties either tangible or intangible of the Company and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or in rupee currency) and securities (comprising of fully/partly convertible debentures/non-convertible debentures and/or commercial papers and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, in one or more tranches, upto an aggregate limit of Rs 1,20,00,00,00,000/- (Rupees Twelve Thousand Crore only) together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and

expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s) in respect of the said loans/borrowings/debentures and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lender(s), agent(s) and/or trustee(s)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the documents and/or agreements for creation of charge as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to the aforesaid resolution."

#### **Item No. 5**

##### **Approval to make inter-corporate loans, investments, guarantees etc. in accordance with Companies Act, 2013**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on September 25, 2010 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactments thereof) and subject to such approvals, permissions, sanctions and consents of appropriate authorities, as may be necessary, the consent of Company be and is hereby accorded to the Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include any committee of the Board) to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise securities of any body corporate and/ or subscribe to units/ scheme of Mutual Fund up to a limit not exceeding Rs 15,00,00,00,000 (Rupees One Thousand Five Hundred Crore only) notwithstanding that the aggregate of loans, guarantees or investment so far given or to be given to and/or investments so far made in all bodies corporate may exceed the limits prescribed under the said section."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of, and incidental thereto, and to sign and execute all deeds, applications, documents' and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of the Directors or any other officer(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

#### **Item No. 6**

##### **Appointment of Mr Deepak Nanda (DIN 00403335) as Managing Director of the Company**

*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 196, 197 and 203 read with Schedule V and all other applicable provisions of the

Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for the appointment of Mr Deepak Nanda (DIN 00403335) as the Managing Director of the Company, for a period of 3 (three) years with effect from November 12, 2013, 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. Basic Salary: Rs. 3.60 Lacs (Rupees Three Lacs Sixty Thousand only) per month;
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;
3. Other Terms
  - a. The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure 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, subject to applicable provisions of the Companies Act, 2013 including Rules made thereunder, 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 as may be framed by the Central Government from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Item No. 7**

#### **Appointment of Ms Gayatri Gupta as an employee (Chief Design Officer) of the Company**

*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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of Ms Gayatri Gupta, a relative of Mr Rajinder Gupta, Non Executive Co-Chairman of the Company as an employee (Chief Design Officer) of the Company with effect from April 01, 2014 as approved by the Board of Directors, be and is hereby approved, ratified and confirmed on the following terms and conditions including remuneration and in pursuance of the service rules as applicable to the employees of the Company:

1. Basic Salary: Rs. 1,20,000/- (Rupees One Lac Twenty Thousand only) per month;
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;
3. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance & benefits in accordance with the Company's practice, rules & regulations in force from time to time;
4. Other Terms - Ms Gayatri Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre."

"RESOLVED FURTHER THAT in accordance with the Company's practice, rules & regulations in force from time to time the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

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

#### **Re-appointment of Ms Madhu Gupta as an employee (Chief - Corporate Social Responsibility) of the Company**

*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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of Ms Madhu Gupta (a relative of Mr Rajinder Gupta, Non Executive Co-Chairman of the Company) as an employee (Chief - Corporate Social Responsibility) of the Company with effect from April 1, 2014 as approved by the Board of Director be and is hereby approved, ratified and confirmed on the following terms and conditions including remuneration and in pursuance of the service rules as applicable to the employees of the Company:

1. Basic Salary: Rs. 2,40,000/- (Rupees Two Lac Forty Thousand only) per month;
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;
3. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance & benefits in accordance with the Company's practice, rules & regulations in force from time to time;
4. Other Terms - Ms Madhu Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre."

"RESOLVED FURTHER THAT in accordance with the Company's practice, rules & regulations in force from time to time the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

## **Item No. 9**

### **Ratification of the appointment of Mr Abhishek Gupta as an employee (Chief - Strategic Marketing) of the Company**

*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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of Mr Abhishek Gupta (a relative of Mr Rajinder Gupta, Non Executive Co-Chairman) of the Company as an employee (Chief - Strategic Marketing) of the Company with effect from April 1, 2014 pursuant to the sanction of Scheme of Amalgamation of Trident Corporation Limited with Trident Limited as Sactioned by Hon’ble Punjab & Haryana High Court vide its order dated March 14, 2014 be and is hereby confirmed, and approved on the following terms and conditions including remuneration and in pursuance of the service rules as applicable to the employees of the Company:

1. Basic Salary: Rs. 6,00,000/- (Rupees Six Lac only) per month;
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;
3. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance & benefits in accordance with the Company's practice, rules & regulations in force from time to time;
4. Other Terms - Mr Abhishek Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre.”

“RESOLVED FURTHER THAT in accordance with the Company's practice, rules & regulations in force from time to time the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

By order of the Board  
for TRIDENT LIMITED  
sd/-  
(Deepak Nanda)  
Managing Director  
DIN 00403335

Place : Sanghera  
Date : May 15, 2014

### **NOTES**

1. Explanatory Statement in respect of Item Nos 1 to 9 of Special Business pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons thereof is appended herein below.
2. The Notice will be dispatched to all the members by post and electronically by e-mail to those members who have registered their E-mail IDs with the Company/registrar/ depository participant, whose names shall appear in the Register of Members/Record of Depositories as on Friday, July 4, 2014.
3. Related Party(ies) in the context of Resolutions set out under Item No. 7, 8 and 9 are not entitled to vote on respective resolutions.
4. The Postal Ballot Form and self-addressed Business Reply Envelope bearing the address of Scrutinizer are enclosed for use by the members.

5. Voting Period will commence on and from Monday, August 11, 2014 and end on Wednesday, September 10, 2014.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the registered office of the Company on all working days except Saturday between 11.00 A.M. and 1.00 P.M. upto September 10, 2014.
7. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://www.evotingindia.com> or from the 'Investor Relation' page on the website of the Company [www.tridentindia.com](http://www.tridentindia.com) or seek a Postal Ballot Form from Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi- 110 055 or from the Registered Office of the Company, fill in the details and send the same to the Scrutinizer.

### **INSTRUCTIONS FOR VOTING**

Kindly note that each Member can opt for only one mode for voting i.e either by Physical Postal Ballot or by E-voting. If a member has opted for E-voting, then he/she should not vote by Physical Postal Ballot and vice-versa. However, in case members cast their vote both via Physical Ballot and E-voting, then voting through Physical Postal Ballot shall prevail and voting done by E-voting shall be treated as invalid.

### **VOTING BY PHYSICAL POSTAL BALLOT**

Please refer “Instructions” appearing in the Postal Ballot Form, which is being enclosed along with this Postal Ballot Notice.

### **E-VOTING**

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide E-voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for the same are as follows:

#### **In case of members receiving e-mail:**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “SHAREHOLDERS” tab.
- iii. Now, select the Company name, viz. “TRIDENT LIMITED” from the drop down menu and click on “SUBMIT”
- iv. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and have 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.
- vii. 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 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL and the 8 digits of the sequence number in the PAN field.</li> <li>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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB  | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details                                      | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.  |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Trident Limited.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### In case of members receiving the physical copy:

- Please follow all steps from serial no. (i) to serial no. (xvii) above to cast vote.
- The voting period begins on Monday, August 11, 2014 at 10:00 A.M. and ends on Wednesday, September 10, 2014 at 6:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) July 4, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

##### **Item No. 1**

#### **Adoption of new set of Articles of Association containing regulations in accordance with Companies Act, 2013**

The existing Articles of Association ("AOA") of the Company is as per Companies Act, 1956. With the enforcement of Companies Act, 2013 and rules framed thereunder, the Articles of Association needs alteration since the clauses of existing Articles of Association refer to Companies Act, 1956 and also some of the existing clauses are not in conformity with Companies Act, 2013.

In order to have Articles of Association in accordance with the Companies Act, 2013 it is prudent to adopt a new Articles of Association since number of alterations required in existing Articles of Association are voluminous.

The new Articles of Association to be adopted has been placed on the website of the Company [www.tridentindia.com](http://www.tridentindia.com) and is also available for inspection at the Registered office of the Company.

In order to adopt this new set of Articles of Association, the Approval of shareholders is required by way of Special Resolution. The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

None of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

##### **Item No. 2**

#### **Alteration of Memorandum of Association in accordance with Companies Act, 2013.**

In the light of the relevant provisions of the Companies Act, 2013, the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors at their meeting held on May 15, 2014, subject to necessary approval of the shareholders of the Company, decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013. Accordingly, under the proposed amendment, it is, *inter-alia*, proposed to rename the sub heading III(B) from "objects incidental or ancillary to the attainment of the main objects", to 'matters which are necessary for furtherance of the main objects', shift the objects as appearing under the sub heading 'other objects' to the said new sub heading 'matters which are necessary for furtherance of the main objects' etc. Accordingly the approval of shareholders of the Company is required by way of a special resolution for the aforesaid proposed amendment in the Memorandum of Association of the Company.

The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

None of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

##### **Item Nos. 3 & 4**

#### **Approval for Borrowing Powers & Creation of Charge on Assets in accordance with Companies Act, 2013**

The shareholders of the Company, vide their earlier resolution dated September 25, 2010, passed under section 293 of the Companies Act, 1956 have authorized the Board of Directors of the Company to borrow moneys upto an amount of Rs 4,500 crore (Rupees Four Thousand Five Hundred Crore only) and to create charge on the properties of the Company to secure the repayment of borrowings. Further, as per the

Scheme of Amalgamation of Trident Corporation Limited with the Company as sanctioned by the Hon'ble Punjab & Haryana High Court at Chandigarh vide its Order dated March 14, 2014, all the rights, assets and liabilities of Trident Corporation Limited now vest with Trident Limited without any further deed or act. The Board of Directors of erstwhile Trident Corporation Limited were authorised by their shareholders vide resolution passed at annual general meeting held on April 09, 2014 to borrow moneys upto an amount of Rs 4,500 crore (Rupees Four Thousand Five Hundred Crore only) and to create charge on the properties of the Company to secure the repayment of borrowings. The said powers of borrowing and creation of charge, pursuant to the Scheme of Amalgamation, now vest with the Company and, the combined limit of the Board now stands increased to Rs 9,000 Crore (Rupees Nine Thousand Crore only).

Keeping in view the existing borrowings and the additional funds requirements for capacity expansions, ongoing/future projects and other funds requirements of the Company in future, the borrowings limits of the company and creation of security on the property of the Company are proposed to be enhanced to Rs 12,000 crore (Rupees Twelve Thousand Crore only).

Pursuant to the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, necessary approval of the shareholders by way of special resolution is required to authorize Board of Directors to borrow moneys upto the said limits and create security in respect thereof. The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

None of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolutions.

#### **Item No. 5**

##### **Approval to make Inter Corporate Loans, Investments, Guarantees etc. in accordance with Companies Act, 2013**

Pursuant to the enforcement of Companies Act, 2013 and rules there under the approval of shareholders is required to give loans, guarantees or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, securities including shares, debentures, mutual funds, etc. of any body corporate, upto an amount, the aggregate of which should not exceed 60% of the paid-up share capital, free reserves and security premium account or 100% of free reserves and security premium account, whichever is higher. In case, the Company exceeds the above mentioned limits, then prior approval of shareholders by way of a special resolution is required to be obtained. However, Rule 11 of the Companies (Meetings of Board and its Powers) Rules 2014, provides that where a loan or guarantee is given or a security is provided by a Company to its wholly-owned subsidiary or a joint venture company or acquisition is made by a holding company by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary, the aforesaid approval of shareholders is not required but such amounts will be taken into consideration for calculating the above limits.

Hence, in supersession to the resolution passed under section 372A of the Companies Act, 1956, by the shareholders on September 25, 2010, the fresh approval of the shareholders is being sought for inter corporate loans, investments and guarantee upto Rs. 1,500 crore (Rupees one thousand five hundred crore only), for which the approval of shareholders is solicited by way of special resolution under section 186(2) of the Companies Act, 2013. The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

None of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

#### **Item No. 6**

##### **Appointment of Mr Deepak Nanda (DIN 00403335) as Managing Director of the Company**

The Board of Directors of the Company (the 'Board'), at its meeting held on November 12, 2013 has, subject to the approval of members, appointed Mr Deepak Nanda as Managing Director, for a period of 3

(three) years w.e.f. November 12, 2013, at the remuneration recommended by the Nomination and Remuneration Committee (earlier Screening and Compensation Committee) of the Board in its meeting held on November 12, 2013.

Further, pursuant to applicability of provisions of Companies Act, 2013, the Board at its meeting held on May 15, 2014 has, subject to the approval of members, re-confirmed the appointment of Mr Deepak Nanda as Managing Director, for a period of 3 (three) years w.e.f. November 12, 2013.

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 Act.

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

Mr Deepak Nanda, aged 54 years, is B.Sc. (Hons) and M.Sc. (Hons) by qualification and has done his Master's in Science and Advance Training in Computer Software and Management. He possesses more than two and a half decades of experience and specializes in business development, client relationship, contract negotiations, project implementation and delivery, improving the efficiency & effectiveness of client's business.

Mr Nanda has, over a decade's experience of working very closely with different State Governments, PSUs, Boards & Corporations, Educational Institutions in North-West India and helping them to develop their e-governance strategies, IT Roadmaps, deploying key solutions and facilitating the change management. He is also an alumni of Indian Institute of Management, Ahmedabad. No equity share of the Company has been held by Mr Deepak Nanda.

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. 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.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Deepak Nanda under Section 190 of the Companies Act, 2013.

Mr Deepak Nanda is interested in the resolution set out at Item No. 9 of the Notice, which pertain to his appointment and remuneration payable as the Managing Director of the company.

Mr Deepak Nanda holds directorship in Punjab Venture Capital Limited, Trident Chemicals Limited, Trident Green Technologies Limited, and Trident Aerospace Limited and is also a member of Audit Committee, Stakeholders Relationship Committee, Financial Management Committee, Compliance Committee, and Restructuring Committee of the Company. He is also holding more than 2% shares in SME Business Services Limited and M D E-Infra Consultants Private Limited.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **Item No. 7**

##### **Appointment of Ms Gayatri Gupta as an employee (Chief Design Officer) of the Company**

Ms Gayatri Gupta, has been appointed an employee (Chief Design Officer) of the Company, has become a related party to Mr Rajinder Gupta, Co-Chairman of the Company with effect from April 15, 2014. Since Ms Gayatri Gupta is related to Mr Rajinder Gupta, Co-Chairman of the

Company, her employment needs to be approved by the shareholders of the Company.

In terms of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the details in respect of the appointment of Ms Gayatri Gupta are furnished as follows:

|   |   |  |
|---|---|--|
| 1 | The name of the related party   | Ms Gayatri Gupta   |
| 2 | Name of the director or key managerial personnel who is related   | Mr Rajinder Gupta, Non Executive Co-Chairman of the Company  |
| 3 | Nature of Relationship  | Ms Gayatri Gupta is daughter in law of Mr Rajinder Gupta   |
| 4 | The nature, material terms, monetary value and particulars of the contract or arrangement                 | <p>Appointment of Ms Gayatri Gupta as an employee (Chief Design Officer) of the Company on the following terms and conditions:</p> <p>a. Basic Salary: Rs. 1,20,000/- (Rupees one lac twenty thousand only) per month;</p> <p>b. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;</p> <p>c. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance &amp; benefits in accordance with the Company's practice, rules &amp; regulations in force from time to time;</p> <p>d. Other Terms - Ms Gayatri Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre.</p> |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | Ms Gayatri Gupta aged 24 years, has done her Bachelor of Business Administration in Design & Management from Parsons, the New School for Design, Paris; one of the most prestigious fashion schools in the world. She is academically equipped with knowledge to lead the designing department of the Company. With her creative competencies, she is responsible for designing our textile products. As per the recruitment policy of the Company, a fresher from good business or fashion schools are paid the remuneration of similar scale.  |

The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

Except Mr Rajinder Gupta, being a relative of the appointee, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

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

#### **Re-appointment of Ms Madhu Gupta as an employee (Chief - Corporate Social Responsibility) of the Company**

Ms Madhu Gupta has been serving the Company and managing HR and employees' welfare activities since May 3, 2010. Presently, she has also been in-charge of the CSR activities of the Company. Keeping in view her

contributions in managing HR and employees' welfare activities and now entrusted to lead the CSR functions of the Company which have become all the more important in light of Companies Act, 2013, the Board of Directors recommend the appointment of Ms Madhu Gupta.

Since Ms Madhu Gupta is related to Mr Rajinder Gupta, Co-Chairman of the Company, approval of shareholders of the Company is required for her appointment, being a related party transaction.

In terms of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the details in respect of the appointment of Ms Madhu Gupta are furnished as follows:

|   |   |  |
|---|---|--|
| 1 | The name of the related party   | Ms Madhu Gupta   |
| 2 | Name of the director or key managerial personnel who is related   | Mr Rajinder Gupta, Non Executive Co-Chairman of the Company  |
| 3 | Nature of Relationship  | Ms Madhu Gupta is wife of Mr Rajinder Gupta, Non Executive Co-Chairman of the Company  |
| 4 | The nature, material terms, monetary value and particulars of the contract or arrangement                 | <p>Appointment of Ms Madhu Gupta as an employee (Chief Corporate Social Responsibility) of the Company on the following terms and conditions:</p> <p>a. Basic Salary: Rs. 2,40,000/- (Rupees two lac forty thousand only) per month;</p> <p>b. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;</p> <p>c. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance &amp; benefits in accordance with the Company's practice, rules &amp; regulations in force from time to time;</p> <p>d. Other Terms - Ms Madhu Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre.</p> |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | Ms Madhu Gupta is managing human resource and employee welfare activities of the Company. She has been instrumental in leading 'Asmita' initiative in the Company with the objective of Woman Empowerment. Also she has been involved in the various philanthropic initiatives of the Company in the past. In view of mandatory CSR to be implemented by the Company under Companies Act, 2013, she would be responsible for making CSR initiatives of the Company a success with optimum utilization of resources to be spent on Corporate Social Responsibility by the Company.  |

The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

Except Mr Rajinder Gupta, being a relative of the appointee, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No. 9**

**Ratification of appointment of Mr Abhishek Gupta as an employee (Chief - Strategic Marketing) of the Company**

Pursuant to the Scheme of Amalgamation of Trident Corporation Limited with Trident Limited as sanctioned by Hon'ble Punjab & Haryana High Court vide its Order dated March 14, 2014, all the employees of Trident Corporation Limited have become the employees of the Trident Limited with effect from the Appointed Date i.e. April 01, 2014. Accordingly, Mr Abhishek Gupta has also become an employee of the Company pursuant to aforesaid Scheme of Amalgamation. Since Mr Abhishek Gupta is related to Mr Rajinder Gupta, Co-Chairman of the Company, the Board of Directors of the Company thought it prudent to obtain necessary approval of shareholder of the Company for his Continuing as an employee of the Company pursuant of the sanction of Scheme of Amalgamation in terms of Section 188 of Companies Act, 2013 including relevant rules these under

In terms of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, the details in respect of the appointment of Mr Abhishek Gupta are furnished as follows:

|   |   |  |
|---|---|--|
| 1 | The name of the related party   | Mr Abhishek Gupta  |
| 2 | Name of the director or key managerial personnel who is related   | Mr Rajinder Gupta, Non Executive Co-Chairman of the Company  |
| 3 | Nature of Relationship  | Mr Abhishek Gupta is son of Mr Rajinder Gupta  |
| 4 | The nature, material terms, monetary value and particulars of the contract or arrangement                 | <p>Ratification of Appointment of Mr Abhishek Gupta as an employee of the Company, pursuant to the Scheme of Amalgamation of Trident Corporation Limited with Trident Limited as sanctioned by the Hon'ble Punjab and Haryana High Court at Chandigarh vide its Order dated March 14, 2014 on the following terms and conditions:</p> <p>a. Basic Salary: Rs. 6,00,000/- (Rupees six lac only) per month;</p> <p>b. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary;</p> <p>c. The above mentioned basic salary, perquisites and allowances are subject to annual increment not exceeding 40% per annum along with usual allowance &amp; benefits in accordance with the Company's practice, rules &amp; regulations in force from time to time;</p> <p>d. Other Terms - Mr Abhishek Gupta will also be eligible for all facilities, benefits, schemes, privileges, amenities, reimbursements, amended salary structures and schemes as given to other employees of the Company under same cadre.</p> |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | Pursuant to the Scheme of Amalgamation of Trident Corporation Limited with Trident Limited as sanctioned by the Hon'ble High Court for the states of Punjab and Haryana at Chandigarh vide its Order dated March 14, 2014, all the employees of Trident Corporation Limited have   |

become the employees of the Trident Limited with effect from the Appointed Date i.e. April 1, 2014 on the same terms and conditions. Accordingly, Mr Abhishek Gupta has also become an employee of the Company pursuant to aforesaid Scheme of Amalgamation.

Mr. Abhishek Gupta, aged 27, holds Bachelor's Degree in Law & Business Studies from the University of Warwick, United Kingdom. He has completed International Marketing Program from Harvard Business School, USA, Diploma in Decision Base Organized by Celemi, Sweden and Entrepreneurial Development Program from Indian School of Business (ISB), Hyderabad. Mr. Abhishek Gupta is a young budding professional who has led the Corporate Marketing and Innovation Team of company. Prior to this, he also successfully led the Company's Commercial, Supply Chain and Logistics Team. He has been instrumental in planning and managing activities involved in sourcing, procurement, conversion and logistics management leading to strengthening of the process of Supply Chain Management. He has the passionate desire to better off the things and is constantly looking for ways to improve the activities and processes of the organization. Presently he shall be leading the strategic marketing department of the company to enable the Company to strengthen the marketing operations and spread the geographical base.

Further, Mr Abhishek Gupta has leadership qualities and entrepreneurship skills and will lead the Company to expand its geographical base.

The Board, accordingly, recommends the special resolution as set out in the notice for approval of shareholders.

Except Mr Rajinder Gupta, being a relative of the appointee, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

Place : Sanghera  
Date : May 15, 2014

By order of the Board  
for TRIDENT LIMITED  
sd/-  
(Deepak Nanda)  
(Managing Director)  
DIN 00403335