

## TRIDENT LIMITED

**Registered Office:** Trident Group, Sanghera - 148101, India

**CIN:** L99999PB1990PLC010307 | **Toll Free No.:** 1800-180-2999 | **Fax:** +91 161 5039900 | **Website:** [www.tridentindia.com](http://www.tridentindia.com) | **E-mail:** [investor@tridentindia.com](mailto:investor@tridentindia.com)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of **Trident Limited ('the Company')** will be held on **Saturday, the 23rd day of July, 2022 at 11:00 AM IST** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 along with Reports of the Auditors and Directors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022 along with Report of the Auditors thereon.
3. To ratify and confirm the interim dividend of ₹ 0.36 per Equity Share having face value of ₹ 1/- each, already paid during the financial year 2021-22.
4. To appoint a director in place of Mr. Rajinder Gupta (DIN: 00009037), who retires and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Deepak Nanda (DIN: 00403335), who retires and being eligible, offers himself for re-appointment.
6. **Re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as one of the Joint Statutory Auditors of the Company**

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

**"RESOLVED** that pursuant to Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, as amended from time to time, based on the recommendations of the Audit Committee and of the Board, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, ICAI Firm Registration No: 301003E/E300005, who have offered themselves for re-appointment and have confirmed their eligibility under the relevant provisions of the Companies Act, 2013, be and are hereby re-appointed as one of the Joint Statutory Auditors of the Company, to hold office for the second term of five consecutive years commencing from the conclusion of 32nd Annual General Meeting till conclusion of 37th Annual General Meeting of the Company, at such remuneration including reimbursement of travelling and other out of pocket expenses as may be mutually agreed between the Board of Directors, including the Audit Committee, of the Company and the Auditors."

**"RESOLVED FURTHER** that the Board, including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company."

7. **Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as one of the Joint Statutory Auditors of the Company**

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

**"RESOLVED** that pursuant to Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, as amended from time to time, based on the recommendations of the Audit Committee and of the Board, M/s Deloitte Haskins & Sells, Chartered Accountants, ICAI Firm Registration No: 015125N, who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of the Companies Act, 2013, be and are hereby appointed as one of the Joint Statutory Auditors of the Company, to hold office for a term of five consecutive years commencing from the conclusion of 32nd Annual General Meeting till conclusion of 37th Annual General Meeting of the Company, at such remuneration including reimbursement of travelling and other out of pocket expenses as may be mutually agreed between the Board of Directors, including the Audit Committee, of the Company and the Auditors."

**“RESOLVED FURTHER** that the Board, including the Audit Committee of the Board or any other person(s) authorized by the Board or Audit Committee in this regard, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the resolution, including but not limited to determination of roles and responsibilities / scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. without being required to seek any further consent or approval of the Members of the Company.”

## SPECIAL BUSINESS

### 8. To approve Commission to Independent Directors 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 provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions in this regard (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the payment of annual commission to Independent Directors of the Company to be determined by the Board of Directors for each Independent Director for each financial year over a period for five years w.e.f. April 1, 2022 and paid / distributed to any or all of the Independent Directors in such manner as the Board of Directors may time to time determine whether equally or not, within the overall maximum limit of 1% (one percent) of the Net Profits of the Company per annum, to be calculated in the manner laid down in Section 197 and 198 of the Act.”

**“RESOLVED FURTHER** that the aforesaid remuneration by way of Commission shall be in addition to the fee payable to the Directors of the Company for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in Board or other meetings as may be approved by the Board of Directors 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.”

### 9. 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 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 and Chairman of the Board by way of commission for the Financial Year 2022-23 @ 5% of net profit of the Company payable monthly / quarterly / annually as computed in the manner laid down in Section 197 and 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.”

### 10. 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, 2023 amounting to ₹ 4,20,000/- (Rupees Four Lakh Twenty Thousand 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.”

## 11. To approve raising of funds by way of Non-Convertible Debentures ('NCDs')

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 and Listing of Non-Convertible Securities) Regulations, 2021, 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 ₹ 500,00,00,000/- (Indian Rupees Five 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."

## 12. To approve alteration in Articles of Association 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 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."

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

**Hari Krishan**  
**Company Secretary**

Sanghera, June 27, 2022

### Registered Office:

Trident Group, Sanghera - 148101, India  
CIN: L99999PB1990PLC010307  
Toll Free No.: 1800-180-2999 | Fax: +91 161 5039900  
Website: [www.tridentindia.com](http://www.tridentindia.com)  
E-mail: [investor@tridentindia.com](mailto:investor@tridentindia.com)

## 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 SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Auditors / Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
- ii. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 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 32nd AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. 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 RTA/Depositories. Members may note that the Notice of the AGM and Annual Report 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. Further, the Notice of AGM shall also be available on the 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 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. Members seeking to inspect can send an e- mail to Investor Service Cell of the Company at [investor@tridentindia.com](mailto:investor@tridentindia.com).
- vii. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the official website of RTA of the Company at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd). It may be noted that any service request can be processed only after the folio is KYC Compliant.
- viii. SEBI has, vide the Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited document / details are not available **on or after April 1, 2023, shall be frozen** by the Registrars and Transfer Agent of the Company (RTA). The Shareholders are hereby requested to kindly furnish their PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. The forms are duly available on the official website of RTA of the Company at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).
- ix. Members are requested to note that, dividends if not encashed 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'). Further, all the Shares in respect of which dividend remains unclaimed for seven consecutive years or more from the date of transfer to the Company's Unpaid Dividend Account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
- x. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- xi. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.

- xii. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from [https://karisma.kfintech.com/downloads/NOMINATION\\_FORM.pdf](https://karisma.kfintech.com/downloads/NOMINATION_FORM.pdf). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
- xiii. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.

#### **xiv. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

##### **A. VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. The remote e-Voting period commences on Wednesday, July 20, 2022 (9:00 a.m. IST) and ends on Friday, July 22, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, July 16, 2022 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
3. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
4. The Board of Directors have appointed Ms. Jyotsna (Membership No. FCS 10334, Practicing Company Secretary) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

##### **a. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process shall be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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 e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

**Physical shareholders and other than individual shareholders holding shares in Demat.**

• **PAN**

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

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

• **Dividend Bank Details OR Date of Birth (DOB)**

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- x. Click on the EVSN for TRIDENT LIMITED on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a 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.

**xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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 linked in the login 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.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@tridentindia.com](mailto:investor@tridentindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Procedure for procuring User ID and Password for e-voting for those shareholders whose email/mobile no. are not registered with the company/depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company email id i.e [investor@tridentindia.com](mailto:investor@tridentindia.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company is displayed.
- ii. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or 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 Saturday, July 16, 2022 shall only be considered and responded suitably.
- iii. 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. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis.
- iv. 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.
- v. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 for casting the vote.

**C. OTHER INSTRUCTIONS**

- i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- ii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tridentindia.com](http://www.tridentindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**Additional Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 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	Mr. Rajinder Gupta*	Mr. Deepak Nanda*
DIN	00009037	00403335
Age	63 years	62 years
Date of first appointment on the Board	April 18, 1990	November 12, 2011
Qualification	Advanced Management Programme from Harvard Business School, USA	M.Sc. (Honours)
Shareholding as on date	11,155,960 directly/ 3,701,806,845 as beneficial owner	Nil
Relation with other Directors/KMP	None	None
Terms and Conditions of appointment and remuneration proposed	As detailed on Item no. 9 of Notice convening AGM	As detailed in Corporate Governance Report forming part of Annual Report of the Company.
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not applicable	Not applicable
Experience (including expertise in specific functional area)/Brief Resume	As detailed in Annual Report	
Remuneration sought to be paid/ last drawn		
Number of Meetings of Board attended during the year		
Directorship held in other companies		
Membership/ Chairmanship of Committees in other companies		

\*Mr. Rajinder Gupta and Mr. Deepak Nanda are interested in the Ordinary Business set out at Item Nos. 4 and 5, 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. 4 and 5, respectively.

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

### Item No. 6 & 7

In terms of the provisions of Section 139 and 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on May 30, 2022, approved the appointment of Joint Statutory Auditors subject to the approval of shareholders i.e.

- re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, ICAI Firm Registration No: 301003E/E300005 as the Joint Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 37th AGM to be held in the year 2027.
- appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, ICAI Firm Registration No: 015125N as the Joint Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 37th AGM to be held in the year 2027.

The proposed remuneration to be paid to M/s. S.R. Batliboi & Co. LLP and M/s Deloitte Haskins & Sells as the Joint Statutory Auditors for the financial year ending March 31, 2023, is ₹ 1.5 Crore (including tax audit fee of ₹ 15 lakh) plus applicable taxes and out-of-pocket expenses. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the Joint Statutory Auditors under various statutory regulations and certifications required by statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The details in relation to and credentials of the Statutory Auditors are, as follows:

#### *Brief profile of S.R. Batliboi & Co. LLP*

S.R. Batliboi & Co. LLP, Chartered Accountants is an independent Limited Liability Partnership having its office at 4th Floor, Office 405, World Mark - 2, IGI Airport Hospitality District, Aerocity, New Delhi - 110 037, India. It comprises of a team of professionals having extensive experience, understanding and technical expertise with a proven ability and leading edge methodologies. It is committed to quality and service that is professionally and globally consistent and translate into service with adherence to professional standards and policies.

#### *Brief profile of Deloitte Haskins & Sells*

Deloitte Haskins & Sells ['DHS'] was constituted in 1997 and is registered with the Institute of Chartered Accountants of India ['ICAI'] with Registration No. 015125N and is a part of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. The registered office of DHS is 7th Floor, Building 10, Tower-8, DLF Cyber City Complex, DLF City, Phase - II, Gurgaon - 122 002, India.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 6 and 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 is concerned or interested financially or otherwise in the resolution set out at Item No. 6 and 7 of the Notice.

### Item No. 8

The Companies Act, 2013 ('the Act') has entrusted new responsibilities on the Independent Directors and has also widened their duties and role. Considering the rich experience and expertise brought to the Board by the Independent Directors and in view of their guidance on policies, strategies and governance related issues, it is proposed to pass an enabling resolution for payment of annual commission to the Independent Directors of the Company not exceeding 1 (one) percent of the net profits of the Company calculated in accordance with provisions of the Act.

This remuneration by way of commission for each Independent Director, shall be decided by the Board of Directors based on the attendance, contribution or other parameter as the Board may deem fit, and if approved for payment then this remuneration shall be in addition to the fee payable to the Directors for attending the meetings of the Board and/or Committee thereof and reimbursement of expenses for participation in the Board and other meetings. This resolution shall be valid for a period of five years commencing from April 1, 2022.

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 is concerned or interested financially or otherwise in the resolution set out at Item No. 8 of the Notice. All the Independent Directors may be deemed to be interested financially or otherwise in the resolution set out at Item No. 8 of the Notice to the extent of the remuneration that may be received by them.

### Item No. 9

Considering the time devoted by Mr. Rajinder Gupta, Non-executive Director and 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 13, 2019 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. The same was duly approved by the Shareholders in their Annual General Meeting held on September 30, 2019.

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 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. 9 of the Notice.

Mr. Rajinder Gupta, Non-Executive Director and Chairman of the Board, is deemed interested in the resolution set out at Item No. 9 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. 9 of the Notice.

### Item No. 10

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, 2023 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. 10 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 is concerned or interested financially or otherwise in the resolution set out at Item No. 10 of the Notice.

### Item No. 11

SEBI vide its circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 has provided mechanism for Fund raising by issuance of Debt Securities by Large Entities. The Company has been identified as Large Entities under the said circular and accordingly, the Company is required to raise funds by way of Non-Convertible Debentures ('NCDs').

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.

Accordingly, an enabling resolution as set out at Item No. 11 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 ₹ 500,00,00,000/- (Indian Rupees Five 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. 11 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. 11 of the Notice to the extent of their shareholding.

## Item No. 12

Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) have notified certain amendments which have impact on Trident Limited. In light of these amendments, it is required to align certain clauses with these amendments as well as other modification(s) in line with extant laws and risk mitigation considering the present business scenario. Accordingly, approval of Shareholders is sought by way of Special Resolution. A copy of draft amended Articles of Association is available on the website of the Company at [www.tridentindia.com](http://www.tridentindia.com) as well as at the Registered Office of the Company for inspection by the members.

Your Board recommends the passing of Special Resolution set out at Item No. 12 of the Notice for approval of the members in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/or their relatives 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 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. 12 of the Notice

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

**Hari Krishan**  
**Company Secretary**

Sanghera, June 27, 2022

### Registered Office:

Trident Group, Sanghera - 148101, India

CIN: L99999PB1990PLC010307

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Website: [www.tridentindia.com](http://www.tridentindia.com)

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