

**TRIDENT LIMITED**

CIN: L99999PB1990PLC010307

Registered Office: Trident Group, Raikot Road, Sanghera - 148101

email - investor@tridentindia.com Website - www.tridentindia.com

Toll Free no. : 1800-180-2999 Fax: +91 161 5039900

**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **TRIDENT LIMITED** will be held on Saturday, the 12<sup>th</sup> day of September, 2015 at 11:30 AM at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt :
  - a) the Audited Financial Statement of the Company for the financial year ended on March 31, 2015 along with Reports of the Auditors and Directors thereon; and
  - b) the Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2015 along with Report of the Auditors thereon.
2. To appoint a director in place of Mr. Rajinder Gupta (DIN 00009037), who retires and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Deepak Nanda (DIN 00403335), who retires and being eligible, offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of 25<sup>th</sup> Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting and to fix their remuneration and pass following resolution as an Ordinary Resolution, if thought fit:

“RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, Gurgaon (Firm Registration No. 015125N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration including reimbursement of travelling and other out of pocket expenses as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS****5. Ratification of 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 of Companies Act, 2013 and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions, M/s Ramanath Iyer & Co., appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending on March 31, 2016, be paid remuneration of INR 287,500/- (Rupees two lac eighty seven thousand five hundred only) plus applicable taxes alongwith reimbursement of out of pocket expenses.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Payment of Commission to Mr. Rajinder Gupta, Non Executive Director 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 188,197 and other applicable provisions of the Companies Act, 2013 and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with the applicable provisions of the Listing Agreements entered into with Stock Exchanges 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 the consent of the Company be and is hereby accorded for payment of remuneration to Mr. Rajinder Gupta, Non-executive Director by way of commission @ 3% of net profit of the Company as computed under Section 198 of the Companies Act, 2013, or any other percentage of net profits as may be permissible under the provisions of Companies Act, 2013 and other applicable statutory enactments at the time of payment, over and above the usual sitting fees for attending meetings of Board/ Committees of Board for a period of five years commencing from 1st April, 2015.”

**7. Approval and Implementation of the Trident Employee Stock Option Scheme, 2015 through Trust Route**

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

“RESOLVED THAT in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules, as may be amended from time to time and the Listing Agreements entered into with the Stock Exchanges and Articles of Association of the Company, Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Share Based Employee Benefits) Regulations, 2014 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 and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter referred to as the “Board”), consent of the Company be and is hereby accorded to the Board to adopt and implement proposed Trident Employee Stock Option Scheme, 2015 (hereinafter referred to as “Trident ESOS, 2015”) through Trust Route and to grant, offer and issue options to the present and future employees of the Company, who are in permanent employment of the Company and whether working in India or outside India as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Guidelines (collectively referred as the “Eligible Employees”), except a promoter or a person who belongs to the promoter group, Independent director(s) or a director who directly or indirectly holds more than 10% of the issued capital, exercisable by employees to apply to such number of equity shares of the Company under the proposed Trident ESOS, 2015, as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranche(s) and on such other terms & conditions as the Board may decide.”

“RESOLVED FURTHER that the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect any scheme on such terms and conditions as contained in the relevant statement pursuant to Section 102(1) in the notice and to make any modification(s), change(s), variation(s), revision(s) in the terms and conditions of the scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the Trident ESOS, 2015.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds, matters and things, including providing financial assistance to the Trust for acquisition of equity shares from secondary market and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, funding, including any contributions to be made by the Company, administration, operation, etc. of a Trust, if the Board deems necessary or desirable, through which the options may be granted to the Eligible Employees of the Company.”

“RESOLVED FURTHER that the Board may, at its discretion, or in order to comply with any applicable rules or guidelines, add, amend or put restrictions or any other conditions as it may deem fit.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. Authorization to the ESOS Trust for secondary acquisition of shares and provision of money for acquisition of shares 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 in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules, as may be amended from time to time and the Listing Agreements entered into with the Stock Exchanges and the Articles of Association of the Company, Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Share Based Employee Benefits) Regulations, 2014 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 and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter referred to as the "Board"), the consent of the Company be and is hereby accorded to **Trident ESOS Trust** (hereinafter referred to as the "ESOS Trust") of the Company for Acquisition and holding by the trust upto 25,432,073 equity shares (representing 5% of the paid up equity capital of the Company as on March 31, 2015, hereinafter referred to as "Equity Shares") from the secondary market from time to time, in one or more tranche(s), by ESOS Trust for implementation of the Trident Employee Stock Option Scheme, 2015, at such price and on such terms and conditions as may be decided by the ESOS Trust. However, the Secondary market acquisition in a financial year by the trust shall not exceed 2% of the paid up equity capital as at the end of the immediate previous financial year. In case of any corporate action such as rights issue, bonus issue, corporate restructuring, other issues, reduction of share capital, buy back of shares, split or consolidation of shares of the Company or like events, the above limits of 5% and 2% shall be calculated with reference to adjusted share capital and number of Equity Shares to be acquired from secondary market by the ESOS Trust shall be adjusted accordingly."

"RESOLVED FURTHER that pursuant to the provisions of the Section 67 read with the Rule 16 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Company be and is hereby accorded to the Board to make provisioning of the money as may be required by the ESOS Trust for the purpose of extending benefits of the Trident Employee Stock Option Scheme – 2015 to the employees of the Company so however that the maximum amount of loan outstanding at any time shall not exceed 5% of the paid up equity capital and free reserves as at the end of the previous financial year."

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

**9. Issue and offer of Non-Convertible, Cumulative, Redeemable Preference Shares on Private Placement basis**

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

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable rules, as may be amended from time to time and the Listing Agreements entered into with the Stock Exchanges, the Articles of Association of the Company and the regulations/guidelines, 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 and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee thereof (hereinafter referred to as the "Board"), or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe or issue and allot, such number of Non-Convertible, Cumulative, Redeemable Preference Shares (hereinafter referred to as "NCCRPS") of the Company, for an aggregate value not exceeding INR 600,000,000/- (Rupees Sixty Crore only) divided into 60,000,000 (Six Crore) NCCRPS having face value of INR 10/- (Rupees Ten only) each, for cash at par, redeemable at par upto 20 years from the date of allotment subject to the exercise of put and call option, on a private placement basis to any existing member(s) as on the date of offer

including promoters/ promoter group as per latest shareholding pattern filed with Stock Exchanges, as may be decided by the Board."

"RESOLVED FURTHER that in accordance with provisions of Section 55 of the Act read with applicable rules, the NCCRPS shall be offered or invited or issued in terms of below mentioned terms and conditions:

Details of issue	The shares shall be Non Convertible Cumulative Redeemable Preference Shares.
Issue Size	Upto INR 60 Crore.
Issue Price	NCCRPS will be issued at par at INR 10 per share.
Basis on which the price has been arrived at	Price determined on the basis of valuation report dated July 25, 2015 from SSPA & Co., Chartered Accountants.
Offer Period	Special Resolution to be passed will be valid for 12 months from date of passing. The offer period for acceptance of offer letter shall be of maximum 30 days. The allotment shall be completed within 60 days of receipt of application money from the proposed allottee.
The class or classes of Subscriber to whom the allotment is proposed to be made	Preferential offer on a private placement basis to any existing member(s) as on the date of offer including promoters/ promoter group as per latest shareholding pattern filed with Stock Exchanges, as may be decided by the Board.
Rate of dividend	The NCCRPS shall carry a coupon rate not exceeding @ 6% per annum, as may be decided by the Board. The said shares shall rank for dividend in priority to the equity shares.
Terms of redemption	These NCCRPS shall be redeemed at par in accordance with Section 55 of Companies Act, 2013 as amended from time to time.
Tenure of NCCRPS	20 years subject to the exercise of put and call option at the end of every year from the date of allotment.
Put and call option	The holder of NCCRPS and the Board/Company has an option to redeem the NCCRPS prior to their maturity at the end of every year from the date of allotment, provided 60 days notice showing the intention regarding the redemption of NCCRPS is given.
Voting Rights	The voting rights of the person holding NCCRPS shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modification or re-enactments thereof).
Participation in surplus fund	The participation in surplus fund by a subscriber of NCCRPS shall be limited to the arrears of dividend or un paid dividend and redemption of NCCRPS.
Entitlement in case of winding up	The NCCRPS shall in the winding up be entitled to rank, as regards repayment of capital, in priority to the equity shares.
Conversion of preference shares into equity shares	NCCRPS are not convertible into equity shares.

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the issue proceeds towards the Company's corporate needs as they may deem fit including utilization of issue proceeds towards the corporate needs as may be decided by Board of Directors."

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

**(Pawan Babbar)  
Company Secretary  
Membership No. F5755**

Place : Sanghera  
Dated : July 27, 2015

**NOTES:**

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ii. **Proxy form in order to be effective should be duly completed & deposited at the registered office of the company at least forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for other person or member. The blank proxy form is enclosed**
- iii. The Statement pursuant to Section 102 of the Companies Act, 2013, in relation to item nos. 5 to 9 is annexed hereto and forms part of this notice.
- iv. The Register of Members and the Share Transfer books of the Company will remain closed on Monday, August 3, 2015 for the purpose of Annual General Meeting.
- v. Members are requested to:
- note that the copies of Annual Reports will not be distributed at the Annual General Meeting.
  - bring their copies of Annual Report, Notice and Attendance slip duly completed and signed at the meeting.
  - deliver duly completed and signed attendance slip at the entrance of the meeting venue.
- vi. Documents referred to in the Notice and the statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of the Meeting.
- vii. Members desirous of getting any information on Accounts or other items of Notice are requested to forward their queries to the Company at least ten working days prior to the date of Annual General Meeting so as to enable the Management to keep the information ready.
- viii. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- ix. Members are requested to notify immediately the change in their address, if any, to the Company or its Share Transfer Agent and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay and should always quote their folio number or DP ID & Client ID, as the case may be, in all correspondence.
- x. With the applicability of the provisions of Companies Act, 2013, the Ministry of Corporate Affairs has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance. Recognizing the spirit of the Companies Act, 2013, we are sending Notice convening the general meeting and Annual Report which *inter-alia* includes, Financial Statements, Directors' Report, Auditors' Report etc. at the email address provided by you to the Company/its Registrar & Share Transfer Agent or your Depository Participant(s), unless any member has requested the hard copy of the same. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. upto the date of the Meeting. We request you to update your e-mail address with your depository participant/Company to ensure that the Annual Report and other documents reach you on your preferred email id. The members, if they desire, may write to the Company or e-mail at investor@tridentindia.com to obtain the physical copy of the Annual Report without any cost.

xi. For members who have not registered their e-mail address, physical copies of the same shall be sent at their registered address through the permitted mode.

**xii. Re-appointment of Directors**

Pursuant to the provisions of the Companies Act, 2013, Mr. Rajinder Gupta and Mr. Deepak Nanda are retiring at the ensuing Annual General Meeting and are eligible for re-appointment. The aforesaid retiring directors offer themselves for re-appointment.

Particulars	Mr. Rajinder Gupta	Mr. Deepak Nanda
Age	56 Years	55 Years
Qualification	Advanced Management Programme from Harvard Business School, USA	M.Sc. (Honours)
Date of first appointment on the Board	18.04.1990	12.11.2011
Terms and Conditions of Re-appointment and Remuneration proposed	As detailed in explanatory statement to item no. 6	On existing terms as approved by shareholders vide resolution dated September 12, 2014
Shareholding in the Company	Nil	Nil
Relation with other Directors/KMPs	None	None

The brief resume of above directors and other information as per Secretarial Standards and Clause 49 of the Listing Agreement with Stock Exchanges are provided in the Annual Report.

**xiii. Voting through electronic means**

**Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules, if any, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means and the businesses may be transacted through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL'). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').**

**The Company will provide facility of voting by poll to the members at the time of AGM. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.**

The procedure and instructions for the same are as follows:

- The voting period begins on September 9, 2015 at 9:00 AM and ends on September 11, 2015 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 5, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The right of voting shall be reckoned as per the shareholding on the cut-off date. Any person who receives this notice, who cease to be a member on cut-off date may treat this notice for information purposes only. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 5, 2015 may follow the same instructions as detailed below for e-Voting.
- The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 and the 8 digits of the sequence number in the PAN field. Sequence no. is printed on Proxy Form attached herewith.</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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut off date, who have acquired shares after dispatch of notice may obtain details of sequence number from the Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for TRIDENT LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians·  
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.  
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Mr. S C Gupta, Retired District Attorney has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall prepare and submit his report to the Chairman of the General Meeting or any other person authorized by him for the purpose. The results of the voting/ poll shall be announced within two days from the conclusion of the AGM at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera, Punjab. The results of the voting/ poll 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, on the website of CDSL, the e-voting agency and will also be displayed on the Company's website at [www.tridentindia.com](http://www.tridentindia.com).

In case you have any queries/issues/ grievances connected with e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr Sunny Arora, Deputy Company Secretary at Corporate Office E-212, Kitchlu Nagar, Ludhiana at toll free no. 18001802999 or mail at [investor@tridentindia.com](mailto:investor@tridentindia.com).

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

##### Item No. 5

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s Ramanath Iyer & Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 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 (Act) 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.

Hence, the Board recommends the passing of resolution as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution.

##### Item No. 6

Considering the time devoted by Mr. Rajinder Gupta, Non-executive Director/Co-Chairman, 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 27, 2015 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.

For the payment of remuneration by way of commission to a Non-executive Director, approval of shareholders is required. Hence, the Board recommends the passing of resolution as an ordinary resolution.

Mr. Rajinder Gupta is not related to any other Director or Key Managerial Personnel. None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Rajinder Gupta and his relatives, are, in any way, concerned or interested in the resolution.

##### Item No. 7 & 8

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent. On October 28, 2014, SEBI promulgated the SEBI (Share Based Employee Benefits) Regulations, 2014 (the Regulations). Under the Regulations, companies are now explicitly permitted to acquire its own shares from secondary market through a trust for the purpose of implementation of its ESOS schemes. Such acquisition of shares is subject to compliance of conditions of the Regulations and approval of the members by way of special resolution.

The Nomination and Remuneration Committee and Board of Directors have approved the "Trident Employee Stock Option Scheme 2015 (Trident ESOS 2015)" and authorized acquisition of equity shares of the Company from secondary market through trust route.

The Company in terms of the proposed resolution as aforesaid contemplates to enable the Trident ESOS 2015 to acquire/deal in Equity Shares through secondary market acquisition route under the Trident ESOS Trust with a view to protect the equity shareholding dilution of the Members. As a consequence to the aforesaid, the statement under section 102 and relevant resolutions at Item Nos 7 and 8 of the Notice of Annual General Meeting to be held on September 12, 2015, which is proposed for approval of the Shareholders are set out in this Notice.

The main features of the Trident ESOS 2015 and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:-

**a) Brief description of the Scheme**

The Scheme shall be called as the 'Trident Employee Stock Option Scheme 2015' and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws. The scheme will be implemented through Trust Route which will acquire Equity Shares of the Company from the secondary market for the purpose of extending the benefits of the scheme to the employees.

**b) Total number of Options/Shares to be granted under the Scheme**

The maximum number of options/shares to be Granted to the Employees under the Trident ESOS 2015 shall not exceed 5% of the paid up equity capital of the Company as on March 31, 2015 or as may be allowed under the SEBI (SBEB) Regulations, 2014. In case of any corporate action such as rights issue, bonus issue, corporate restructuring, other issues, reduction of share capital, buy back of shares, split or consolidation of shares of the Company or like events, the above limit of 5% shall be calculated with reference to adjusted capital and number of Equity Shares to be acquired/ granted shall be adjusted accordingly.

**c) Identification of classes of employees entitled to participate and be beneficiaries in Trident ESOS 2015**

Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company or as may be decided by the Board from time to time on such parameters as may be decided by the Board at its discretion. However, Promoters, Independent Directors, employee who is a promoter/part of promoter group and a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be entitled for grant of options under Trident ESOS 2015.

**d) Requirements of Vesting and period of Vesting**

The options/shares granted under Trident ESOS 2015 shall vest, in one or more tranches over a period of 4 years, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of other conditions as stipulated under the Trident ESOS 2015.

The vesting shall take place over a period of four years in the following manner:

YEAR	OPTIONS VESTED
At the end of 1 <sup>st</sup> Year from the date of grant	10% Options
At the end of 2 <sup>nd</sup> Year from the date of grant	20% Options
At the end of 3 <sup>rd</sup> Year from the date of grant	30% Options
At the end of 4 <sup>th</sup> Year from the date of grant	40% Options

**e) Maximum period within which the options/shares shall be vested**

All the options/shares will get vested within maximum period of 4 years.

**f) Exercise Price/ Pricing formula**

The Exercise pricing formula of the shares will be based on the Market Price of the shares one day before the date of grant of options or such higher price as may be decided by the Board. however, if the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

**g) Exercise period and process of Exercise**

Exercise period shall be five years from the respective date of vesting. Exercise of the Vested Options/Shares shall take place at the time and place designated by the Board by submitting a notice of Exercise either written or electronically or any other manner notified by the Board and the Exercise Price (in accordance with the scheme) to Exercise the Option/ Shares.

**h) Appraisal process for determining the eligibility of employees for Trident ESOS 2015:**

In determining the eligibility of an Employee to receive an Option/Share, as well as in determining the number of Shares to be optioned to any Employee, the Board may consider the position and responsibilities of the Employee, the nature and value to the Company of the Employee's services and accomplishments, the Employee's present and potential contribution to the success of the Company and such other factors as the Board may deem relevant.

**i) The Maximum number of Options/Shares to be granted per employee and in aggregate**

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

**j) The Maximum quantum of benefits to be provided per employee under the Scheme**

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

**k) Implementation and administration of the scheme**

The scheme shall be implemented and administered by the Trident ESOS Trust of the company.

**l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

The ESOS Trust shall acquire shares through Secondary market in accordance with the provisions under the applicable laws.

**m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.**

Amount of loan: The Company can grant interest free loan to the trust for the implementation of the ESOS Scheme. Maximum amount of loan outstanding at any time shall not exceed 5% of the paid up equity capital and free reserves as at the end of the previous financial year.

Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is later.

Utilization: The funds will be utilized by the Trust for the objects as mentioned in the Trust Deed including the implementation of the Trident ESOS 2015 wherein it will purchase the Equity Shares of the company through Secondary Market acquisition.

Repayment Terms: The Trust shall repay the loan to the company by utilising the proceeds realised from exercise of Options by the Employees or sale of Equity Shares in the secondary market by the Trust as permissible, as the case may be.

**n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme**

The total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital as at March 31, 2015. However the secondary acquisition in a financial year by the ESOS Trust shall not exceed 2% of the paid up equity capital as at the end of the previous financial year.

**o) Disclosure on accounting policies**

The Company will conform to the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

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

Fair Market Value Method

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

1.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	General Manager (IL8 and above)
2.	The particulars of the trustee or employees in whose favor such shares are to be registered	Name of the Trustees:- i) Mr. Arun Goyal ii) Mr. Rajeev Gupta
3.	Particulars of trust	Trident ESOS Trust having its Registered Office at Near Railway Crossing, Raikot Road, Barnala
	a) Name, Address, Occupation and nationality of trustees	i) Mr. Arun Goyal 105 F, Rishi Nagar, Block E, Ludhiana Professional, Indian ii) Mr. Rajeev Gupta 56, Block C, Rajguru Nagar, Ludhiana Professional, Indian
	b) Relationship of trustees with promoters, directors or key managerial personnel, if any	None
4.	Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	The Key Managerial personnel and Directors are interested in the Trident ESOS 2015 only to the extent of the options granted to them, if any, under the Trident ESOS 2015.
5.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	a). Motivation of the Employees increases to contribute to the growth and profitability of the company. b). Employees will remain associated with the company for the growth of the Organization. c). New human talent in the Company can be attracted. d). Employees with the long term interests will be aligned with the sustained growth and creation of the shareholders value of the Company. e). It creates a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come.
6.	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	Till the date, the shares are not transferred to the employees, the Trust would be considered as the registered shareholder of the company. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares.

In terms of the Companies Act, 2013 and the SEBI (SBEB) Regulations, 2014 the approval of the Shareholders is sought by way of Special Resolution for the approval of the Trident Employee Option Scheme, through Trust route and for the provisioning of money to the ESOS Trust to fulfill the same, therefore, your Directors recommend the Resolutions as set out at item Nos. 7 & 8 for your approval by way of Special Resolution. None of the Directors of the Company or their relatives are, in any way, concerned or interested in the resolution. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the Trident ESOS 2015.

#### Item No. 9

The Company is exploring various opportunities to further strengthen and/or consolidate its business. Since the Company's various expansion projects are going on, it is envisaged that the Company needs to augment its funds position so that same can be materialized by the Company in its best interest. Therefore, it is proposed to obtain the approval of shareholders for raising funds through issue of preference shares on private placement basis.

#### 1) The objects of the issue of Non Convertible Cumulative Redeemable Preference Shares ("NCCRPS")

To part finance the Composite Textile Project and to meet the fund requirement of the Company for its business/investment and general corporate purposes or as may be decided by Board of Directors.

#### 2) The size of the issue and number of shares to be issued and nominal value of each NCCRPS

Not exceeding INR 600,000,000 (Rupees Sixty Crores only) in aggregate divided into 60,000,000 Non Convertible Cumulative Redeemable unlisted Preference Shares having face value of INR 10/- each for cash at par.

#### 3) The nature of such NCCRPS i.e. cumulative, participating or non - participating and non - convertible

NCCRPS shall be Non Convertible Cumulative Redeemable Preference Shares. NCCRPS shall be carrying a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend, the repayment of NCCRPS in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47 of the Act.

The NCCRPS shall be non-participatory except for the arrears of dividend or unpaid dividend and redemption of NCCRPS.

The said NCCRPS shall not be listed on any stock exchange.

#### 4) The manner of issue of NCCRPS

On Private Placement basis to any existing member(s) as on the date of offer including promoters/ promoter group as per latest shareholding pattern filed with stock exchanges, as may be decided by the Board, in accordance with the provisions of Sections 23, 42, 55 and 62 of the Act read with applicable rules. The Promoters have expressed their willingness to subscribe the offer if made to them.

#### 5) The price or price band at/within which the allotment is proposed

NCCRPS will be issued at par at INR 10 per share.

#### 6) The basis or justification for the price at which the offer or invitation is being made along with report of the registered valuer

Price determined on the basis of valuation report dated July 25, 2015 from SSPA & Co., Chartered Accountants.

#### 7) The terms of issue, including terms and rate of dividend on each NCCRPS, etc.

The aforesaid NCCRPS would be issued with a maximum redeemable tenure up to 20 years subject to the exercise of put and call option at the end of every year from the date of allotment.

The NCCRPS shall carry a coupon rate not exceeding @ 6% per annum as may be decided by the Board of Directors.

Special Resolution to be passed will be valid for 12 months from date of passing. The offer period for acceptance of offer letter shall be of maximum 30 days. The allotment shall be completed within 60 days of receipt of application money from the proposed allottee.

#### 8) The terms of redemption, including the tenure of redemption, redemption of NCCRPS at premium and if the preference Shares are convertible, the terms of conversion

NCCRPS shall be redeemable upto 20 years from the date of issue subject to the exercise of put and call option at the end of every year from the date of allotment. NCCRPS are not convertible, hence terms of conversion are not applicable.

#### 9) The manner and modes of redemption

These NCCRPS shall be redeemed at par in accordance with Section 55 of the Act as amended from time to time.

10) **The current shareholding pattern of the company**

The Company has not made any allotment on preferential basis during current financial year except allotment of 173,019 equity shares at a price of INR 17.55 per share and 33,200 equity shares at a price of INR 11.20 per share to 5 employees under ESOS scheme of the Company. Equity Shareholding Pattern as on June 30, 2015\*:

Category	No. of Shares	% of Capital
Promoter	338,751,706	66.57
Public	170,095,982	33.43
<b>Total</b>	<b>508,847,688</b>	<b>100.00</b>

#Detailed shareholding pattern is available on the website of the Company i.e. www.tridentindia.com and is also available on the website of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com

11) **The expected dilution in equity share capital upon conversion of preference shares**

NCCRPS are not convertible hence no dilution in equity share capital or change in shareholding pattern/ control will occur upon issue of NCCRPS.

In terms of the Companies Act, 2013 and applicable Rules, the approval of the Shareholders is sought by way of Special Resolution for the issue of NCCRPS. The Board recommends the resolution for your approval by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution.

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

**(Pawan Babbar)  
Company Secretary  
Membership No. F5755**

Place : Sanghera  
Dated : July 27, 2015

— — Cut here — —



**TRIDENT LIMITED**

CIN: L99999PB1990PLC010307

**Registered Office:** Trident Group, Raikot Road, Sanghera - 148101

**email** - investor@tridentindia.com **Website** - www.tridentindia.com

**Toll Free no. :** 1800-180-2999 **Fax:** +91 161 5039900

**ATTENDANCE SLIP**

Member's Folio No. : .....

Client ID No. : .....

DP ID No. : .....

Name of the Member: .....

Name of Proxy holder: .....

No. of shares held : .....

I hereby record my presence at the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on **Saturday, September 12, 2015 at 11:30 A.M.** at the Registered office of the Company at Trident Group, Raikot Road, Sanghera.

\_\_\_\_\_  
Signature of Member/Proxy

**Notes :**

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report.





# Route map to the venue of AGM

 Trident Limited  
Trident Group  
Raikot Road  
Sanghera - 148101

