

**TRIDENT LIMITED**

CIN: L99999PB1990PLC010307

Registered Office: Trident Group, Raikot Road, Sanghera- 148 101

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

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

**NOTICE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of **TRIDENT LIMITED** will be held on Wednesday, the 24<sup>th</sup> day of September, 2014 at 11.30 A.M. at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt :
  - a) the Audited Financial Statements of the Company for the financial year ended on March 31, 2014 including Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with Reports of the Auditors and Directors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2014 including Audited Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit & Loss and Consolidated Cash Flow Statement for the year ended on that date along with Reports of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Rajinder Gupta (DIN 00009037), who retires and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Deepak Nanda (DIN 00403335), who retires and being eligible, offers himself for re-appointment.
5. To appoint auditors to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of 25<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, (Registration No. 015125N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company, on 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**

6. **Appointment of Mr. S K Tuteja (DIN 00594076) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with

Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S K Tuteja (DIN 00594076), who was appointed as an Additional Director of the Company by the Board of Directors under section 161 of the Companies Act, 2013 who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from the date of 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting and is not liable to retire by rotation.”

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

7. **Appointment of Ms. Pallavi Shroff (DIN 00013580) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Pallavi Shroff (DIN 00013580), who was appointed as a Director liable to retire by rotation and whose term expires at 24<sup>th</sup> Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years from the date of 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting and is not liable to retire by rotation.”

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

8. **Appointment of Mr Rajiv Dewan (DIN 00007988) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Rajiv Dewan (DIN 00007988), who was appointed as a Director liable to retire by rotation and whose term expires at 24<sup>th</sup> Annual General Meeting, be and is hereby appointed as an

Independent Director of the Company to hold office for a period of 5 years from the date of 24<sup>th</sup> Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting and is not liable to retire by rotation.”

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

#### 9. 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 the Companies Act, 2013 and Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable provisions, the Cost Auditors – M/s Ramanath Iyer & Co. as appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs 2,87,500 (Rs Two Lac Eighty Seven Thousand Five Hundred only) and applicable taxes alongwith reimbursement of out of pocket expenses.”

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

By Order of the Board  
For Trident Limited

Sd/-  
(Deepak Nanda)

Managing Director  
DIN 00403335

Dated : May 15, 2014

Place : Sanghera

#### NOTES:

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxy form in order to be effective must be received by the company at least 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 shareholder. A proxy so appointed shall not have any right to speak at the meeting. The blank proxy form is enclosed.

- ii. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in relation to item nos. 6 to 9 is annexed hereto and forms part of this notice.
- iii. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 13, 2014 to Wednesday, September 24, 2014 (both days inclusive) for the purpose of Annual General Meeting of the Company and

determining the entitlement of the shareholders to the dividend for financial year 2013-14.

- iv. The Board of Directors have recommended, subject to the approval of shareholders, a dividend of Rs. 0.30 (3%) per fully paid up equity shares of Rs. 10/- each. If the dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made to those shareholders whose name appears in the Register of Members as on September 12, 2014.
- v. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- vi. 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.
- vii. Documents referred to in the Notice 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 Annual General Meeting.
- viii. 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.
- ix. 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 Annual General Meeting.
- x. 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.
- xi. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will as per, section 205A of Companies Act, 1956 (since corresponding section has not been notified) be transferred to the Investor Education & Protection Fund (IEPF).

Further, following are the details of earlier dividend paid by the Company and due dates for transfer of unclaimed dividend to IEP Fund:

Dividend Year	Date of declaration	Due date for transfer to IEP Fund
2010-11	September 30, 2011	November 7, 2018

Thereafter, the Company will not entertain the claims for payment of unclaimed dividend.

Members wishing to claim dividend which remain unclaimed, are requested to correspond with Company Secretary/ Compliance officer of the Company.

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 the Company has transferred the unpaid/unclaimed dividend for the financial year 2005-06 to the Investor Education and Protection Fund (IEPF).

xii. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of last Annual General Meeting on the official website of the Company [www.tridentindia.com](http://www.tridentindia.com) and also on the website of the Ministry of Corporate Affairs.

xiii. 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 New Companies Act, 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 in Sanghera, Punjab for inspection during normal business hours on working days.

We request you to update your email 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](mailto:investor@tridentindia.com) to obtain the physical copy of the Annual Report without any cost.

xiv. For members who have not registered their email address, physical copies of the same shall be sent at their registered address through the permitted mode.

xv. In terms of the requirement of Rule 13(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, individual notices has to be given to the member through electronic mode to such members who have provided their email address to the Company for communication purposes, and in writing to all the members, the intention to propose such person as a candidature for the office of director.

The email being sent to Shareholders and despatch of Physical copy of Notice of Annual General Meeting may be regarded as the Compliance of the aforesaid Rule 13(1).

#### Voting through electronic means

xvi. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules framed thereunder, the Company is pleased to provide members facility to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services India Limited (CDSL):

The procedure and instructions for the same are as follows:

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

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "SHAREHOLDERS" tab.
- iii. Now, select the Company name, viz. "TRIDENT LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL and 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "PASSWORD CREATION" menu wherein they are required to mandatorily enter their login password in the "NEW PASSWORD" field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Trident Limited.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the

entire Resolution details.

- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - Mr S C Gupta, Retired District Attorney has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

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

- A. Please follow all steps from serial no. (i) to serial no. (xvii) above to cast vote.
- B. The voting period begins on Wednesday, September 17, 2014 at 10:00 A.M. and ends on Saturday, September 20, 2014 at 10:00 A.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. close of business hours on September 12, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **xviii. Reappointment of Directors**

Pursuant to the provisions of the Companies Act 2013, Mr. Rajinder Gupta (DIN 00009037) and Mr Deepak Nanda (00403335) are retiring at the ensuing Annual General Meeting and are eligible for re-appointment. The aforesaid retiring directors offer themselves for re-appointment. The brief resume of these directors and other information as per Clause 49 of the Listing Agreement with Stock Exchanges are provided in the Annual Report.

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

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

Mr. S K Tuteja was appointed as an Additional Director in the category of Independent Director on the Board w.e.f. May 15, 2014 pursuant to Section 161(1) of Companies Act, 2013. He holds office upto the date of 24<sup>th</sup> Annual General Meeting and is eligible for appointment as Director. The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act,

2013 proposing his candidature for the appointment as an Independent Director of the Company.

##### ***Brief resume of Mr SK Tuteja***

Mr S K Tuteja, aged 69 years, has rich and varied experience of over 46 years, is a retired IAS Officer of 1968 batch and non-executive Chairman of the Board. He holds a Masters degree in Commerce from Delhi University and is a Fellow member of The Institute of Company Secretaries of India. He served the government in several key positions at the state and national level and was secretary to the Government of India in the Department of Food & Public Distribution at the time of retirement. He has been a consultant to the World Bank and UNIDO.

He was also a member of the Executive Committee of the International Sugar Organisation and the International Grain Council, London. He has contributed to a number of national and international events in India and abroad concerning SMEs. He was a member of Indian delegation in the ministerial conference of WTO at Doha.

The names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The declaration as regards meeting of criteria of independence as per Section 149 of the Companies Act 2013 and Listing Agreement has also been received by the Company from Mr. S K Tuteja. No equity share of the Company has been held by Mr SK Tuteja.

Further, in the opinion of the Board, Mr S K Tuteja fulfils the conditions specified under section 149 and 152 read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014. Further, Mr. S K Tuteja is not disqualified to act as director as per the provisions of section 164 of the Companies Act, 2013. Also, Mr. S K Tuteja is independent of the management in the opinion of the Board.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. S K Tuteja is appointed as an Independent Director on the Board of the Company to hold office for 5 (Five) Consecutive years for a term up to the Conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019.

Copy of the draft letter for appointment of Mr. S K Tuteja as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Further, this statement may also be regarded as notice under Rule 13 of the Companies (Appointment and Qualification of Director) Rules, 2014.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, other than Mr. S K Tuteja, the proposed appointee, along with his relatives, to the extent of their shareholding are interested or concerned in this Ordinary Resolution.

##### **Item No. 7 and 8**

Ms Pallavi Shroff and Mr Rajiv Dewan are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

In light of the provisions of the Companies Act 2013 and amendments in Listing Agreement it is proposed to appoint Ms Pallavi Shroff and Mr Rajiv Dewan as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

Ms Pallavi Shroff and Mr Rajiv Dewan are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The Company has also received declarations from Ms Pallavi Shroff and Mr Rajiv Dewan about their meeting the criteria of independence as prescribed as per Section 149 of the Companies Act and under Listing Agreement.

In the opinion of the Board, Ms Pallavi Shroff and Mr Rajiv Dewan fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Accordingly, Ms Pallavi Shroff and Mr



Rajiv Dewan are independent of the management.

**Brief resume of Ms Pallavi Shroff**

Ms Pallavi Shroff, aged 58 years, is MMS, Bachelor of Law and is a lawyer by profession. She has a vast experience of over 30 years as a leading litigation practitioner in the area of corporate laws and banking. She has been recognized by international publications for her leading practice in arbitration and dispute resolution. As a member of several high powered committees, appointed by the Government of India, she has been closely associated with the formulation of several important commercial statutes. She was named Best Woman Lawyer of India at the Legal Era Law Awards, 2012.

Ms Pallavi is currently a partner of M/s Amarchand & Mangaldas & Suresh A Shroff & Co., leading legal firm of India. She is regularly called upon by the Government departments and ministries to advise them on various issues. Ms Pallavi Shroff's areas of expertise include, inter-alia, corporate and commercial laws, anti dumping, arbitration and dispute resolution, competition and anti-trust, intellectual property rights, etc. No equity share of the Company has been held by Ms Pallavi Shroff.

**Brief resume of Mr Rajiv Dewan**

Mr Rajiv Dewan, aged 52 years, is a Fellow member of The Institute of Chartered Accountants of India and is a practicing Chartered Accountant. Mr Dewan possesses a rich and varied experience in tax planning, management consultancy, business restructuring, capital market operations, SEBI related matters and other corporate laws. Prior to starting his own practice, Mr Dewan worked in senior positions in renowned textile companies of north India. Mr Dewan holds 23290 equity shares of the Company.

The names of companies in which Ms Pallavi Shroff and Mr Rajiv Dewan holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of Ms Pallavi Shroff and Mr Rajiv Dewan as an Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ms Pallavi Shroff and Mr Rajiv Dewan are interested in the resolutions set out respectively at Item Nos. 7 and 8 of the Notice with regard to their

respective appointments.

The relatives of Ms Pallavi Shroff and Mr Rajiv Dewan may be deemed to be interested in the resolutions set out respectively at Item Nos. 7 and 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company to appoint Ms. Pallavi Shroff and Rajiv Dewan as Independent Director on the Board of the Company.

The Board recommends the passing of the resolutions as set out at Item Nos. 7 and 8 of the Notice for approval by the shareholders as Ordinary Resolutions.

**Item No.9**

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, 2015 at a 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 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.

Accordingly, consent of the members is sought for passing the Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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.

The Board seeks the ratification by the shareholders of the Company and recommends the passing of the resolutions as Ordinary Resolutions by the shareholders in the interest of the Company.

By Order of the Board  
For Trident Limited  
Sd/-  
(Deepak Nanda)  
Managing Director  
DIN 00403335

Dated : May 15, 2014  
Place : Sanghera



Registered Office: Trident Group, Raikot Road, Sanghera- 148 101

**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 **24<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on **Wednesday, September 24, 2014 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.

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**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013  
and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**TRIDENT LIMITED**

CIN: L99999PB1990PLC010307  
Registered Office: Trident Group, Raikot Road, Sanghera – 148 101

Cut here

Name of the member(s) : .....

Registered address : .....

E-mail Id: .....

Folio No./Client Id : .....

DP ID : .....

I/We, being the Member (s) of .....shares of the above named company, hereby appoint

Name : ..... Address : .....

E-mail Id : ..... Signature : ....., or failing him

Name : ..... Address : .....

E-mail Id : ..... Signature : ....., or failing him

Name : ..... Address : .....

E-mail Id : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the company, to be held on **Wednesday, September 24, 2014 at 11.30 A.M.** at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
1(a)	To receive, consider and adopt Audited Financial Statements alongwith reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2014		
1(b)	To receive, consider and adopt Audited Consolidated Financial Statements alongwith report of the Auditors thereon for the financial year ended March 31, 2014		
2	To declare dividend on equity shares		
3	To appoint a Director in place of Mr. Rajinder Gupta (DIN 00009037), who retires and being eligible, offers himself for re-appointment		
4	To appoint a Director in place of Mr. Deepak Nanda (DIN 00403335), who retires and being eligible, offers himself for re-appointment		
5	Appointment of Statutory Auditor and fixing their remuneration		
6	Appointment of Mr. S K Tuteja, (DIN 00594076) as an Independent Director		
7	Appointment of Ms. Pallavi Shroff (DIN 00013580) as an Independent Director		
8	Appointment of Mr Rajiv Dewan (DIN 00007988) as an Independent Director		
9	Ratification of remuneration of Cost Auditors of the Company		

Signature of shareholder ..... Signed this..... day of..... 20.....

Signature of Proxy holder(s) .....

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ELECTRONIC VOTING PARTICULARS**

EVSN (AGM) [Electronic Voting Sequence Number]	Sequence Number (for shareholders who are not having PAN)
140722006	Same as given in enclosed Postal Ballot Form

Note: Please read instructions printed aforesaid carefully while exercising the vote

