

TRIDENT LIMITED

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

CIN : L99999PB1990PLC010307 | Toll Free No. : 1800-180-2999 | Fax : +91 161 5039900 | Website : www.tridentindia.com | E-mail : investor@tridentindia.com

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of TRIDENT LIMITED will be held on Friday, the 9th day of September, 2016 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 Statements of the Company for the financial year ended on March 31, 2016 along with Reports of the Auditors and Directors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2016 along with Report 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 26th Annual General Meeting until the conclusion of 27th 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 traveling and other out of pocket expenses as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS**6. 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, 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 on March 31, 2017, be paid the remuneration of ₹ 2,87,500/- (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."

7. Re-Appointment of Mr Deepak Nanda (DIN 00403335) as Managing Director of the Company

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

"RESOLVED that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V, Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules thereunder, (including any statutory modification or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the re-appointment of Mr Deepak Nanda (DIN 00403335) as the Managing Director of the Company, for a period upto 3 (Three) years with

effect from November 12, 2016, on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or Agreement as may be agreed to between the Board of Directors and Mr Deepak Nanda or as may be varied in the General Meeting, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

- a) Salary : ₹ 12,00,000/- (Rupees twelve lacs only) per month
Special Allowance : ₹ 8,00,000/- (Rupees eight lacs only) per month
Performance Incentive : ₹ 10,00,000/- (Rupees ten lacs only) per month
Total earnability : ₹ 30,00,000/- (Rupees thirty lacs only) per month
- b) Other terms :
 - i) The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure etc. as are granted to the senior executives of the Company, in accordance with the Company's practice and Rules & Regulations in force from time to time.
 - ii) Apart from the above remuneration, the Managing Director shall also be provided with a car and chauffeur allowance as per Company's policy.
 - iii) Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Managing Director.
 - iv) The Board of Directors may increase the remuneration and perquisites of Mr Deepak Nanda, Managing Director from time to time within the limits prescribed under the Companies Act, 2013 and such other guidelines or ceiling fixed by the Government from time to time.

"RESOLVED FURTHER that the Board be and is hereby 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**

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

**Place : Sanghera
Dated : August 9, 2016**

NOTES:

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('MEETING/AGM') 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 scheduled 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. 6 & 7 is annexed hereto and forms part of this notice.
- iv. Saturday, May 28, 2016 was fixed as Book closure for the purposes of Annual General Meeting of the Company and determining the entitlement of the shareholders to the final dividend for financial year 2015-16.

- v. The Board of Directors have recommended, subject to the approval of shareholders, a final dividend of ₹ 0.30 (3%) per fully paid up equity shares of ₹ 10/- each. If the dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made to those shareholders whose name appeared in the Register of Members as on closing of Friday, May 27, 2016.
- vi. 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 or its share transfer agent.
- vii. 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.
- viii. 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.
- ix. 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.
- xiv. **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	57 years	56 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
Experience	more than three decades	more than three decades
Terms and Conditions of Re-appointment and Remuneration proposed	On existing terms as approved by shareholders in 25th Annual General Meeting held on September 12, 2015.	As detailed in explanatory statement to item no. 7
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 Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annual Report.

- xv. **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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means and the businesses may be transacted through electronic voting services arranged by Central Depository Services (India) Limited ('CDSL'). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').**
- The Company will provide facility of venue e-voting/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 6, 2016 at 9:00 AM and ends on September 8, 2016 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 2, 2016 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 becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 2, 2016 may follow the same instructions as detailed below for e-Voting.
 - The shareholders should log on to the e-voting website: www.evotingindia.com.
 - Click on Shareholders.
 - 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.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

8. If you are a first time user follow the steps given below:

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"> 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. 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.
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> <p>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 No. 5 above.</p>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for TRIDENT LIMITED on which you choose to vote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. 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 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com 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.
 - Ms Supriya Kapoor, Chartered Accountant in practice has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall prepare and submit her 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. 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 and will also be displayed on the website of CDSL, the e-voting agency & on the Company's website at 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, under help section or write an email to helpdesk.evoting@cdslindia.com or Mr Pawan Babbar, Company Secretary/Mr Alok Dubey, Deputy Company Secretary at Corporate Office : E-212, Kitchlu Nagar, Ludhiana or at toll free no. 1800-180-2999 or mail at investor@tridentindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

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 on March 31, 2017 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.

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 said resolution.

Item No. 7

The Board of Directors of the Company ('Board'), at its meeting held on May 12, 2016 has, subject to the approval of members, re-appointed Mr Deepak Nanda as Managing Director, for a period upto 3 (Three) years w.e.f. November 12, 2016 at the remuneration as recommended by the Nomination and Remuneration Committee in its meeting held on May 12, 2016.

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

Brief resume of Mr Deepak Nanda

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

He has vast experience in working closely with different State Governments, PSUs, boards and corporations, educational institutions in North-West India helping them develop e-governance strategies, IT roadmaps, deploying key solutions and facilitating change management. He is an alumnus of the Indian Institute of Management, Ahmedabad. Mr Deepak Nanda does not hold any equity share of the Company.

Mr Deepak Nanda shall be eligible for all the prerequisites and allowances as specified in the resolution and according to the applicable provisions of the Companies Act, 2013 ('Act'). Mr Deepak Nanda satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr Deepak Nanda is interested in the resolution set out at Item No. 7 of the Notice, which pertains to his re-appointment and remuneration payable as the Managing Director of the Company. Mr Deepak Nanda holds directorship in Trident Chemicals Limited, Trident Green Technologies Limited, Trident Aerospace Limited and M D E-Infra

Consultants Private Limited and is also a member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee, Financial Management Committee, Strategy Committee and Restructuring Committee of the Company. He also holds more than 2% shares of SME Business Services Limited and M D E-Infra Consultants Private Limited.

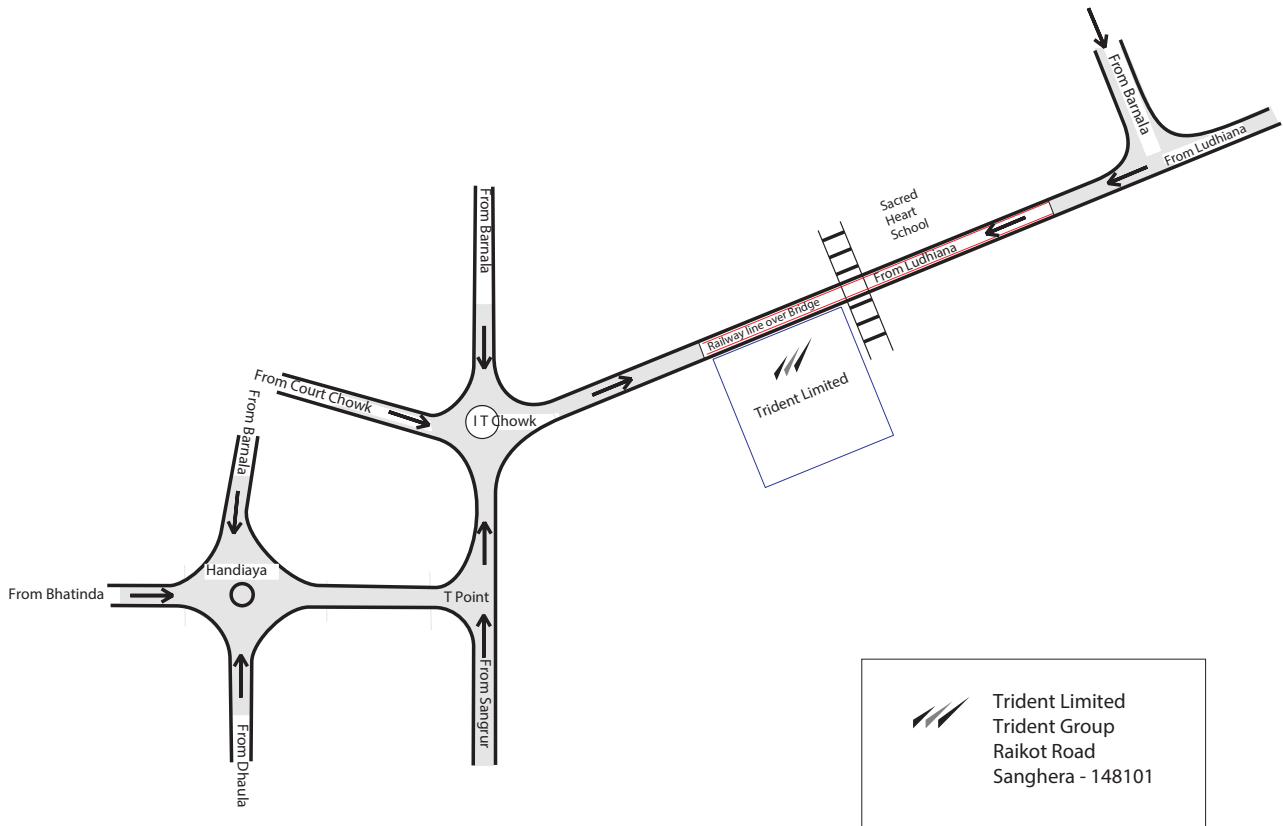
Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

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

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

**Place : Sanghera
Dated : August 9, 2016**

Route map to the venue of AGM



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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]

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 : _____, or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th Annual General Meeting** of the Company, to be held on **Friday, the 9th day of September, 2016 at 11:30 AM** at the Registered Office of the Company at Trident Group, Raikot Road, Sanghera and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	# For	# Against
1 (a)	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 along with Reports of the Auditors and Directors thereon.		
1 (b)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2016 along with Report 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	Appointment of Statutory Auditors and fixing their remuneration.		
6	Ratification of remuneration of Cost Auditors of the Company.		
7	Re-Appointment of Mr Deepak Nanda (DIN 00403335) as Managing Director of the Company.		

Signature of shareholders _____

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp of
₹ 1/-

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- 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 scheduled commencement of the meeting.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- #This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ELECTRONIC VOTING PARTICULARS

EVSN (AGM) [Electronic Voting Sequence Number]	Sequence Number
160802019	

NO GIFTS WILL BE DISTRIBUTED AT THE MEETING

TRIDENT LIMITED

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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 **26th ANNUAL GENERAL MEETING** of the Company held on **Friday, the 9th day of September, 2016 at 11:30 A.M.** at the Registered office of the Company at Trident Group, Raikot Road, Sanghera.

Notes :

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

Signature of Member/Proxy