

TRIDENT LIMITED

Registered Office: Trident Group, Sanghera - 148101, India

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of TRIDENT LIMITED will be held on Monday, the 30th day of September, 2019 at 11:00 AM at the Registered Office of the Company at Trident Group, Sanghera-148101, India 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, 2019 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, 2019 along with Report of the Auditors thereon.
2. a) To declare a dividend of ₹ 0.60 per Equity Share of ₹ 10/- each for the financial year 2018-19;
- b) To ratify and confirm the interim dividends of ₹ 2.40 per Equity Share already paid during the financial year 2018-19;
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.

SPECIAL BUSINESS

5. **To ratify the remuneration of Cost Auditors of the Company**
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to 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, 2020, approval of the members of the Company be and is hereby accorded for the payment of remuneration of ₹ 379,500/- (Rupees Three Lakh Seventy Nine 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 are hereby authorized to do all such acts deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

6. **To approve 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 a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 188, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr Rajinder Gupta (DIN : 00009037), Non-Executive Director by way of commission @ 5% of net profit of the Company, for a period of 5 years commencing April 1, 2019, payable monthly/ quarterly/ annually as computed under Section 198 of the Act, or any other percentage of net profits as may be permissible under the provisions of the Act and other applicable statutory enactments at the time of payment over and above the usual sitting fees for attending meetings of Board/ Committees of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

7. **To approve annual remuneration payable to a single non-executive director in excess of the limit of 50% of the total annual remuneration payable to all non-executive directors**

To consider and, if thought fit, to pass with or without modification(s),

the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 188, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr Rajinder Gupta (DIN : 00009037), Non-Executive Director by way of commission @ 5% of net profit of the Company payable monthly/ quarterly/ annually as computed under Section 198 of the Act, or any other percentage of net profits as may be permissible under the provisions of the Act and other applicable statutory enactments at the time of payment, in excess of the limit of 50% of the total annual remuneration payable to all non-executive directors, over and above the usual sitting fees for attending meetings of Board/ Committees of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

8. **To approve re-appointment of Ms Pallavi Shardul Shroff (DIN: 00013580) as an Independent Director**

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 149, 152 and 160 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, Ms Pallavi Shardul Shroff (DIN: 00013580) who was appointed as an Independent Director of the Company and who holds office upto the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. up to September 30, 2024."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

9. **To approve re-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 a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV of the Companies Act, 2013 ("the Act") and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, Mr Rajiv Dewan (DIN: 00007988) who was appointed as an Independent Director of the Company and who holds office upto the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. up to September 30, 2024."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

10. To approve appointment of Mr Amandeep (DIN: 00226905) as 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 149, 152 and 160 of the Companies Act, 2013 ("the Act") and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, Mr Amandeep (DIN: 00226905), who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Act, 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, being eligible, be and is hereby appointed as a Director, liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

11. To approve appointment and remuneration of Mr Amandeep (DIN: 00226905) as a Managing Director

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) approval of the members of the Company be and is hereby accorded for the appointment of Mr Amandeep (DIN: 00226905) as the Managing Director and Key Managerial Personnel of the Company, for a period of 3 (Three) years with effect from September 5, 2019, 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 Amandeep or as may be varied by the shareholders in General Meeting/Postal Ballot, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

1. Salary	: ₹ 23.50 Lakh per month
Special Allowance	: ₹ 12.00 Lakh per month
Total	: ₹ 35.50 Lakh per month

2. Other terms :

- Retention Bonus of ₹ 50.00 Lakh shall be paid at the end of every year.
- Employee Stock Option Plan [ESOPs] amounting ₹ 50.00 Lakh shall be granted as per the terms of the organization.
- Apart from the above remuneration, the Managing Director shall also be provided with a car worth ₹ 30.00 Lakh and chauffeur allowance as per Company's policy.
- 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.
- 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.
- The Board of Directors may increase the remuneration and perquisites of Mr Amandeep, 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 of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

12. To approve appointment and remuneration of Mr Deepak Nanda (DIN: 00403335) as a Whole-time Director

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) approval of the members of the Company be and is hereby accorded for the appointment of Mr Deepak Nanda (DIN: 00403335) as the Whole-time Director and Key Managerial Personnel of the Company, for a period of 2 (Two) years with effect from September 5, 2019, 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 by the shareholders in General Meeting/Postal Ballot, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

1. Salary	: ₹ 12.00 Lakh per month
Special Allowance	: ₹ 8.00 Lakh per month
Performance Incentive	: ₹ 10.00 Lakh per month
Total	: ₹ 30.00 Lakh per month

2. Other terms :

- Apart from the above remuneration, the Whole-time Director shall also be provided with a car and chauffeur allowance as per Company's policy.
- The Whole-time 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.
- 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 Whole-time Director.
- The Board of Directors may increase the remuneration and perquisites of Mr Deepak Nanda, Whole-time 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 of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

13. To approve raising of finance

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

"RESOLVED that pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendments thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and the applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 (together, the "Companies Act"), the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI Regulations"), the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and/or Foreign Exchange Management (Transfer

or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the BSE Limited and the National Stock Exchange of India Limited, being the stock exchanges where the Equity Shares of the Company are listed (collectively referred to as "Stock Exchanges") and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the listing agreements entered into by the Company with each of the Stock Exchanges, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and further subject to such terms and conditions and modifications as maybe prescribed or imposed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee thereof, including any Securities Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 1/- each ("Equity Shares"), non-convertible/convertible debt instruments along with warrants and/or convertible securities instruments other than warrants or other eligible securities (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, of up to ₹ 5000,000,000/- (Indian Rupees Five Thousand Millions Only) or its equivalent thereof, for cash, in one or more currency and/or Indian Rupees inclusive of Premium as may be fixed on such Securities at such a time or times, if any in one or more tranches, by way of a public and/or private offering, and/or on preferential allotment basis including but not limited to Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the SEBI Regulations, by the issue of a placement document in one or more foreign markets or domestic markets to one or more eligible persons whether or not they are members of the Company, including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the SEBI Regulations, whether domestic investors or foreign investors, in such a manner and on such terms and conditions including discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) for such issue (the "Issue"). The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER that the allotment of Securities, or any combination thereof as may be decided by the Board, shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving the QIP or such other time as may be allowed under the SEBI Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations, provided that the Board may, at its sole discretion, offer a discount of not more than five percent or such percentage as permitted under applicable law, on the price so calculated for the QIP, as permitted under SEBI Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of SEBI Regulations, if required and such Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations. The Securities shall be allotted as fully paid-up (subject to allottees having the option to

pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year."

"RESOLVED FURTHER that the equity shares proposed to be issued through the QIP in accordance with the Chapter VI of the SEBI Regulations and shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend."

"RESOLVED FURTHER that the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER that in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed, or that may in any other manner apply in this relation."

"RESOLVED FURTHER that without prejudice to the generality of the above, the Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets, if applicable."

"RESOLVED FURTHER that the relevant date for determining the price of the Equity Shares to be allotted pursuant to the QIP, if any, shall mean, the date of the meeting in which the Board or a committee thereof decides to open the proposed Issue, as provided under Chapter VI of the SEBI Regulations, and in the event that convertible securities (as defined under the SEBI Regulations) are issued to QIBs under Chapter VI of the SEBI Regulations, the "relevant date" for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or the Securities Committee decides to open the Issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares as may be determined by the Board."

"RESOLVED FURTHER that for the purpose of giving effect to any offer, Issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges."

"RESOLVED FURTHER that the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees, valuers and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies or documents to be issued in connection with the Issue and affixing common seal of the Company on such documents. The board is also authorized to pay the fees, as may be required under applicable law, to any regulatory authority/agencies to seek the listing of such Securities."

"RESOLVED FURTHER that for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and to do such acts, deeds and matters as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s) including draft placement document, preliminary placement document and placement document and filing the same with any authority or persons as may be required; determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the Issue price, face value, premium amount on Issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the Issue proceeds, making applications with authorities or regulators for listing of Securities on Stock Exchanges or otherwise in connection with the issue, operating a separate special bank account with a scheduled bank to receive monies in respect of the issue of Securities and opening such other bank / demat accounts as may be required

in connection with the Issue, taking note of review reports of auditors and other independent agencies as may be required in connection with the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

14. To approve raising of funds by way of Non-Convertible Debentures (NCD)

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

“RESOLVED that pursuant to Section 23, 42 read with Section 71 of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act and the rules framed thereunder, as may be applicable, (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 or any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and / or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force) and in terms of the Memorandum and Articles of Association

of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or Committee constituted by the Board (hereinafter referred to as the “Board”) for making offer(s) and invitations, and issue and allotment of Rupee denominated secured/unsecured, listed/unlisted redeemable Non-Convertible Debentures (hereinafter referred to as “NCDs”) for cash on a private placement basis and/or through public offer, in domestic and/or international markets, in one or more series/ tranches for a face value of ₹ 10 Lacs per NCD or any other face value as decided by the Board aggregating upto ₹ 6000,000,000/- (Indian Rupees Six Thousand Millions Only), issuable/redeemable, at discount/par/premium, during the period of 1 (one) year from the date of passing of this resolution, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the face value, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto to such eligible person or persons, including one or more Companies, Bodies Corporate(s), Statutory Corporations, Commercial Banks, Lending Agencies, Financial Institutions, Insurance Companies, Mutual Funds, Pension/Provident Funds, Individuals, Trusts and Limited Liability Partnerships, Flis, Portfolio Management Schemes, Foreign Portfolio Investors, as the case may be or such other person/persons as the Board/Committee constituted by the Board may decide so: provided that the said borrowing shall be within the overall borrowing limits of the Company.”

“RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

15. To approve Sub-Division of Equity Shares 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 61(i)(d) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for sub-division of each Equity Share having face value of ₹ 10/- each (Rupees Ten Only) fully paid up into 10 (Ten) Equity Shares having face value of ₹ 1/- each (Rupee One Only) fully paid up.”

“RESOLVED FURTHER that pursuant to the sub-division of Equity Shares of the Company from face value of ₹ 10/- each (Rupees Ten Only) to face value of ₹ 1/- each (Rupee One Only), the existing Authorised and Paid-up Equity Share Capital of the Company as on the Record Date as may be decided by the Board (which shall include any Committee thereof) shall stand sub-divided as given below:

Particulars	Pre Sub-Division Equity Shares			Post Sub-Division Equity Shares		
	No. of Equity Shares	Face Value (in ₹)	Equity Share Capital (in ₹)	No. of Equity Shares	Face Value (in ₹)	Equity Share Capital (in ₹)
Authorised Capital	15,093,000,000	10/-	150,930,000,000/-	150,930,000,000	1/-	150,930,000,000/-
Paid Up Capital	509,595,567	10/-	5,095,955,670/-	509,595,567	1/-	5,095,955,670/-

“RESOLVED FURTHER that pursuant to the sub-division of the face value of Equity Shares as mentioned above, the existing share certificate(s) in relation to the existing issued Equity Shares having face value of ₹ 10/- each (Rupees Ten Only) held in physical form shall be deemed to have been automatically cancelled with effect from the Record Date to be fixed by the Board, and the Board be and is hereby authorised, without requiring to surrender the existing issued share certificate(s) by the members, to issue new share certificates in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the Equity Shares of the Company before sub-division.”

“RESOLVED FURTHER that the Board be and is hereby authorised to take such steps as may be required to obtain approvals in relation to above and to do such further acts, deeds, or things as may be required to give effect to the sub-division of equity shares of the Company.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchange, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

16. To approve alteration in capital clause of the Memorandum of Association of the Company

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

"RESOLVED that pursuant to the provisions of Section 13, 61 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) and upon sub-division of equity shares, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

"The Authorised Share Capital of the Company is ₹ 1,81,98,00,00,000/- (Indian Rupees Eighteen Thousand One Hundred Ninety Eighty Crores only) divided into 1,50,93,00,00,000 (Fifteen Thousand Ninety Three Crores) Equity Shares of ₹ 1/- (Indian Rupee One only) each and 3,10,50,00,000 (Three Hundred Ten Crore Fifty Lakh) Preference Shares of ₹ 10/- (Indian Rupees Ten only) each with the power to increase or decrease or reclassify the same, to divide the shares on the capital for the time being into several classes and to attach thereto respectively such preferential or deferred or special rights, privileges and conditions, as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be, for the time being, provided by the Regulations of the Company and in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

17. To approve alteration in Articles of Association of the Company

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

"RESOLVED that pursuant to the applicable provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for altering the Articles of Association of the Company, in the following manner:

- I. Existing Article 3(d) shall be deleted.
- II. Existing Article 3(m) shall be substituted as below :
"Reserved Matters
m. "Reserved Matters" means matters specified in Article 140 hereof."
- III. A new Article 3(u) shall be inserted after Article 3(t):
"Chairman Emeritus
u. "Chairman Emeritus" shall mean any person appointed as the Chairman Emeritus of the Company in accordance with the provisions of Article 127A."
- IV. Existing Article 6 shall be substituted as below :
"Price of further issue of shares
6. Subject to the provisions of Act and other applicable laws, further issuance of equity shares and/or convertible securities shall be issued at any price not lower than ₹ 6/- (Rupees Six only) per equity share. i.e at a security premium of not lower than ₹ 5/- (Rupees Five only) per equity share."
- V. A new Article 11(A) shall be inserted after Article 11:
"Tenure of preference shares
11A. Tenure of preference shares shall not exceed Twenty years from the date of their issue."
- VI. Existing Article 45 shall be substituted with the following Article 45:
"Transfer of shares in Physical Form
45. In case of shares held in physical form, the provision for transfer of shares shall be governed by the rules/ regulations/ notifications and circulars as prescribed by Securities and Exchange Board of India / Ministry of Corporate Affairs or any other Statutory authorities from time to time."
- VII. Existing Article 88 shall be substituted with the following Article 88:
"Passing of Resolution by electronic voting
88. Subject to the provisions of the Act and other applicable laws in force for the time being, the Company may from time to time pass any resolution to be approved by the shareholders by means of electronic voting."

VIII. Existing Article 110 shall be substituted with the following Article 110:

"Number of Directors

110. Subject to the provisions of the Act and unless otherwise determined by the Company, in its General Meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 6 (six).

Every Director of the Company shall comply with the annual KYC norms with Ministry of Corporate Affairs by filing requisite e-form DIR-3 KYC or web-form DIR-3 KYC-WEB through the web service, as the case may be, as prescribed in Companies (Appointment and Qualifications of Directors) Rules, 2014.

IX. Existing Article 113 shall be substituted with the following Article 113:

"Majority of Directors

113. Notwithstanding anything contained in any other provisions of Articles of Association, so long as the Promoter directly or indirectly along with his associates/ affiliates/ Trident Group entities hold twenty six per cent or more of the paid-up voting equity share capital of the Company, they shall have the right to appoint majority of the Directors on the Board of Directors of the Company, and shall be deemed to be the promoter of the Company as defined in Regulation 2(l)(s) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and shall exercise control over the Company, as defined in Regulation 2(l)(e) of the said Regulations including any amendments, modifications or re-enactment thereof."

X. Existing Article 126(a) shall be substituted with the following Article 126(a):

"Quorum of Board Meeting

126 (a) Subject to provisions of the Act, the quorum for a meeting of the Board shall be one-third of its total strength or three directors, whichever is higher, including at least one Independent director."

XI. A new Article 126(f) shall be inserted after Article 126(e):

"Woman Director

126 (f) Atleast One Woman Director shall be a part of Board of Directors of the Company."

XII. A new Article 127A shall be inserted after Article 127:

"127A. Appointment of Chairman Emeritus of the Company.

The Board shall have the power to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates to or in the public field, as the Chairman Emeritus of the Company. The roles and functions of the Chairman Emeritus of the Company shall be as follows:

- (i) *The Chairman Emeritus shall hold office until he resigns from such position;*
- (ii) *The Chairman Emeritus shall be entitled to attend any meetings of the Board or any committee thereof and participate in the discussions on matters placed before the Board prior to the directors voting on such matters. However, the Chairman Emeritus shall not have any right to vote in the Board meetings or meetings of the committee thereof and shall not be deemed to be a party to any decision of the Board or committee thereof;*
- (iii) *The Chairman Emeritus shall be entitled to receive all notices of the Board meetings or meetings of the committees thereof, along with all other relevant documents (including the agenda, notes to agenda, etc.), simultaneous to the same being sent to the directors of the Company prior to convening the Board meeting or meetings of the committees thereof;*
- (iv) *The Chairman Emeritus shall be entitled to review the performance of the Company and observe if the Company and the Board are acting in accordance with the provisions of the Articles, on a periodic basis and provide his views/ suggestions to the Board in relation to the same;*
- (v) *The Chairman Emeritus may provide guidance, mentorship and support to the Company and its Board and management and generally advise the Company/ Board/ management of the Company, from time to time;*
- (vi) *The advice provided by the Chairman Emeritus will not be binding on the Board/ Board committees/ Company;*

- (vii) The Chairman Emeritus may, from time to time, interact with government officials, industry bodies, industry specialists and other leaders, at the request of the Board/ management of the Company on the specific matters;
- (viii) The Chairman Emeritus, shall not be deemed to be a 'director' or 'officer' for the purposes of the Act or any other laws or these Articles;
- (ix) The Chairman Emeritus may also be inducted as a member of the Corporate Advisory Board formed in accordance with Article 142;
- (x) Subject to applicable statutory provisions, the Board may decide to make payments and provide amenities and facilities to the Chairman Emeritus for any services rendered by the Chairman Emeritus towards the Company; and
- (xi) The Chairman Emeritus of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses which such Chairman Emeritus, acting in relation to any of the affairs of the Company may incur or become liable to by reason of any act or deed done by him in discharge of his duties."
- XIII. Existing Article 161 shall be substituted with the following Article 161:

"Indemnification

161 (a) Subject to the provisions of the Act, every Chairperson/ Co-Chairman/ Chairman Emeritus/ Direct or of the Company, Secretary and other Officer or Employee of the Company and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Chairperson/ Co-Chairman/ Chairman Emeritus/ Director, Secretary, Officer or Employee and the Trustees, if any, for the time being acting in relation to any of the affairs of the Company may incur or become liable to by reason of any contract entered into or any act or deed done by him as such Chairperson/ Co-Chairman/ Chairman Emeritus/ Director, officer or servant or in any way in the discharge of his duties.

(b) Subject to as aforesaid every Chairperson/ Co-Chairman/ Chairman Emeritus/ Director, Secretary or other Officer or Employees of the Company or the Trustees, if any, for the time being acting in relation to any of the affairs of the Company and every one of them shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the applicable provisions of the Act in which relief is given to him by the court or Tribunal.

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

18. A) To approve amendment of Trident Employee Stock Options Plan, 2007 pursuant to sub-division of Equity 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 pursuant to the provisions of Companies Act, 2013 read with applicable rules made thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or any re-enactment thereof) consent of the Members of the Company be and is hereby accorded to the amendment of 'Trident Employee Stock Options Plan, 2007' to the effect that each Equity Share having face value of ₹ 10/- each (Rupees Ten Only) fully paid up shall be substituted with 10 (Ten) Equity Shares having face

value of ₹ 1/- each (Rupee One Only) fully paid up."

"RESOLVED FURTHER that consent of the Members of the Company be and is hereby accorded to alter the maximum number of Shares in aggregate that may be issued pursuant to exercise of Options granted to the participants under the ESOP plan, pursuant to sub-division of Equity Shares of the Company, as below:

Particulars	Trident Employee Stock Options Plan, 2007
	No. of Equity Shares
Pre-Split limit	97,09,733
Post-Split limit	9,70,97,330

"RESOLVED FURTHER that the Board/ Nomination & Remuneration Committee of the Company be and is hereby authorized to make appropriate adjustments to the 'Trident Employee Stock Options Plan, 2007' to bring it in conformity with post sub-division Equity Share capital of the Company and SEBI (Share Based Employee Benefits) Regulations, 2014."

"RESOLVED FURTHER that the Board/ Nomination & Remuneration Committee of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the abovementioned resolutions."

18. B) To approve amendment of Trident Employee Stock Option Scheme, 2015 pursuant to sub-division of Equity 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 pursuant to the provisions of Companies Act, 2013 read with applicable rules made thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or any re-enactment thereof) consent of the Members of the Company be and is hereby accorded to the amendment of 'Trident Employee Stock Option Scheme, 2015' to the effect that each Equity Share having face value of ₹ 10/- each (Rupees Ten Only) fully paid up shall be substituted with 10 (Ten) Equity Shares having face value of ₹ 1/- each (Rupee One Only) fully paid up."

"RESOLVED FURTHER that consent of the Members of the Company be and is hereby accorded to alter the maximum number of Shares in aggregate that may be issued pursuant to exercise of Options granted to the participants under the ESOS plan, pursuant to sub-division of Equity Shares of the Company, as below:

Particulars	Trident Employee Stock Option Scheme, 2015
	No. of Equity Shares
Pre-Split limit	2,54,32,073
Post-Split limit	25,43,20,730

"RESOLVED FURTHER that the Board/ Nomination & Remuneration Committee of the Company be and is hereby authorized to make appropriate adjustments to the 'Trident Employee Stock Option Scheme, 2015' to bring it in conformity with post sub-division Equity Share capital of the Company and SEBI (Share Based Employee Benefits) Regulations, 2014."

"RESOLVED FURTHER that the Board/ Nomination & Remuneration Committee of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the abovementioned resolutions."

By Order of the Board
For Trident Limited

Ramandeep Kaur
Company Secretary

Place : Sanghera
Dated : August 3, 2019

ICSI Membership No. FCS 9160

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 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 (the 'Act'), in relation to Special Business is annexed hereto and forms part of this notice.
- iv. Friday, May 31, 2019 was fixed as Book Closure for the purposes of Annual General Meeting ("Meeting/AGM") of the Company and determining the entitlement of the shareholders to the final dividend for financial year 2018-19. The Board of Directors has recommended a final dividend of 6% (₹ 0.60 per equity share of ₹ 10/- each) for the financial year 2018-19 subject to the approval of the shareholders in the AGM. This final dividend is in addition to the three interim dividends, i.e. 6% for 1st quarter (₹ 0.60 per equity shares

of ₹ 10/- each), 6% for 2nd quarter (₹ 0.60 per equity shares of ₹ 10/- each) and 12% for 3rd quarter (₹ 1.20 per equity shares of ₹ 10/- each) declared during the financial year 2018-19. If the final dividend, as recommended by the Board, gets approval of the Shareholders in the AGM then the total dividend for the financial year 2018-19 shall be 30% (₹ 3.00 per equity shares of ₹ 10/- each).

- 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 or its Registrar and Share Transfer Agent. Members holding shares in physical form are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website at link www.tridentindia.com.
- vi. Members are requested to notify immediately the change in their address, if any, to the Company or its Registrar and 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 correspondences.
- vii. Members are requested to:
- note that the copies of Annual Reports will not be distributed at the AGM.
 - bring their copies of Annual Report, Notice and Attendance slip duly completed and signed at the AGM.
 - deliver duly completed and signed attendance slip at the entrance of the AGM 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 AM to 1:00 PM upto the date of the Meeting; and
- 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 Meeting so as to enable the Management to keep the information ready.
- x. 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.
- xi. With the applicability of the provisions of the 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 Meeting and Annual Report which inter-alia includes, Financial Statements, Directors' Report, Auditors' Report etc. at the e-mail address provided by you to the Company/its Registrar and 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 AM to 1:00 PM upto the date of the Meeting.

We request you to update your e-mail address with your depository participant/ Company's Registrar and Share Transfer Agent 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.

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

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 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 Annual General Meeting (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 voting period begins on Friday, September 27, 2019 at 9:00 AM IST and ends on Sunday, September 29, 2019 at 5:00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2019 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 ceases 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 23, 2019 may follow the same instructions as detailed below for e-Voting.

The procedure and instructions for the same are as follows:

- 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.
- 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 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

 - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first 2 letters of their name & 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 RK00000001 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.

Date of Birth : 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.

Dividend Bank Details : If both the details above 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.

After entering these details appropriately, click on "SUBMIT" tab.

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.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for TRIDENT LIMITED on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

11. 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.
 12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 14. 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.
 15. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android/windows or iOS based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 16. 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@cdsindia.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@cdsindia.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 Arun Goyal, Chartered Accountant in Practice, has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall prepare and submit his report to the Chairperson of the AGM or any other person authorized by him for the purpose. The results of the voting shall be announced within two days from the conclusion of the AGM at the Registered Office of the Company at Trident Group, Sanghera-148101, India. The results of the voting 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@cdsindia.com or at investor@tridentindia.com and may write to Ms Ramandeep Kaur, Company Secretary and/or Mr Hari Krishan, Deputy Company Secretary at Corporate Office : E-212, Kitchlu Nagar, Ludhiana or at Toll Free No. 1800-180-2999.

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 on March 31, 2020 at remuneration as specified in the resolution plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 5 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

Item No. 6 & 7

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 13, 2019 considered it desirable that he may be paid remuneration by way of commission in addition to sitting fees being paid to him for attending meetings of the Board of Directors/Committees of the Board.

For the payment of remuneration by way of commission to a Non-executive Director, approval of shareholders is required. Hence, your Board recommends the passing of Special Resolution set out at Item No. 6 & 7 of the Notice as a Special Resolution.

Further, as per Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) 2015 [as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018] approval of shareholders is required annually, in case remuneration payable to a single non-executive director exceeds the limit of 50% of that payable to all non-executive director annually.

The proposed payment of remuneration by way of commission to Mr Rajinder Gupta, Non-executive Director/Co-Chairman of the Board, shall exceed the limit of 50% of the total annual remuneration payable to all non-executive directors.

In light of above regulation, the said payment of Commission requires approval of Shareholders by way of Special Resolution. Hence, your Board recommends the passing of Special Resolution set out at Item No. 6 & 7 of the Notice.

Mr Rajinder Gupta, Non-executive Director/Co-Chairman of the Board, is deemed interested in the resolution set out at Item No. 6 & 7 of the Notice. The relatives of Mr Rajinder Gupta may be deemed to be interested in the said item to the extent of their shareholding interest, if any, in the

Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 & 7 of the Notice.

Item No. 8 & 9

Ms Pallavi Shardul Shroff (DIN: 00013580) and Mr Rajiv Dewan (DIN: 00007988) are Independent Directors of the Company and holds office upto the date of Annual General Meeting ('first term').

Pursuant to provisions of section 160 of Companies Act, 2013 read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions, the Company has received a notice in writing from a member proposing the candidature of Ms Pallavi Shardul Shroff and Mr Rajiv Dewan for re-appointment as an Independent Director of the Company for second term. The item relating to appointment of Ms Pallavi Shardul Shroff and Mr Rajiv Dewan has been set out at Item No. 8 & 9 of the Notice.

The declaration as regards meeting of criteria of independence, as per Section 149 of the Act and SEBI LODR Regulations and other applicable rules/ regulations and laws, as applicable, has also been received by the Company from them. Ms Pallavi Shardul Shroff and Mr Rajiv Dewan are not disqualified to act as director as per the provisions of Section 164 of the Act. Also, Ms Pallavi Shardul Shroff and Mr Rajiv Dewan are independent of the management in the opinion of the Board and are not related to any other director of the Company. No equity share of the Company has been held by Ms Pallavi Shardul Shroff and Mr Rajiv Dewan holds 23.290 Equity Shares of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith.

As per the performance evaluation of these Directors in terms of Nomination and Remuneration Policy, recommendations of the Nomination and Remuneration Committee and in the opinion of the Board, Ms Pallavi Shardul Shroff and Mr Rajiv Dewan fulfils the criteria and conditions specified under Section 149 and 152 read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Ms Pallavi Shardul Shroff and Mr Rajiv Dewan be appointed as an Independent Director on the Board of the Company for second term of 5 (Five) years till September 30, 2024. Copy of the letter of appointment of Ms Pallavi Shardul Shroff and Mr Rajiv Dewan as an Independent Director setting out the terms and conditions and other documents are available for inspection by members at the Registered Office of the Company.

Your Board recommends the passing of Special Resolution set out at Item No. 8 & 9 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Ms Pallavi Shardul Shroff and Mr Rajiv Dewan, Independent Directors of the Company to whom the resolution relates, are

concerned or interested financially or otherwise in the resolution set out at Item No. 8 & 9 of the Notice.

Item No. 10

Mr Amandeep (DIN: 00226905) has been appointed as Additional Director of the Company in the category of Non-Executive, Non-Independent Director w.e.f. August 3, 2019 and is being appointed as Managing Director and Key Managerial Personnel of the Company w.e.f. September 5, 2019.

Pursuant to provisions of section 160 of Companies Act, 2013 read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions, the Company has received a notice in writing from a member proposing the candidature of Mr Amandeep as a Director of the Company. The item relating to appointment of Mr Amandeep has been set out at Item No. 10 of the Notice.

Mr Amandeep is not disqualified to act as director as per the provisions of Section 164 of the Act. Further, Mr Amandeep is neither related to any other director of the Company nor holds any Equity Share of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith.

Keeping in view the vast expertise and knowledge, it will be in the interest of the Company that Mr Amandeep be appointed as a Director, liable to retire by rotation, on the Board of the Company. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by members at the Registered Office of the Company.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 10 for approval by the members in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr Amandeep, Director of the Company to whom the resolution relates, are concerned or interested financially or otherwise in the resolution set out at Item No. 10 of the Notice.

Item No. 11

The Board of Directors of the Company, at their meeting held on August 3, 2019 has, subject to the approval of members, appointed Mr Amandeep (DIN: 00226905) as Managing Director and Key Managerial Personnel, for a period of 3 (Three) years w.e.f. September 5, 2019 at a remuneration, duly detailed in Item No. 11, as recommended by the Nomination & Remuneration Committee in its meeting held on August 3, 2019.

The Company now seeks approval of members for said appointment and remuneration payable to Mr Amandeep as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('Act').

Brief resume of Mr Amandeep

Mr Amandeep is an ace professional with 30 years of rich & varied experience in formulating result oriented strategies, Business operation Management, M&A, Incubation, Building new and allied Businesses from the start up stage. He is very goal oriented and focused personality. During his vast career, he has successfully led numerous prestigious groups by encasing his leadership skills. Apart from heading various Corporates, he has played a very pivotal role in regulatory framework with the aim to establish policy and Compliance oriented environment.

Under his abled leadership & guidance, he was able to transform many corporates from a satisfied and conservative organisations to a growth oriented, focussed, ambitious and professional organisations, while also guiding the articulation, communication and institutionalisation of values and culture.

Mr Amandeep shall be eligible for all the perquisites and allowances as specified in the resolution set out at Item No. 11 and according to the applicable provisions of the Act. Mr Amandeep satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, Mr Amandeep is neither related to any other director of the Company nor holds any Equity Share of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith. Documents relating to the said appointment are available for inspection by members at the Registered Office of the Company.

Your Board recommends the passing of Special Resolution set out at Item No. 11 of the Notice for approval by the shareholders in the interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr Amandeep, Managing Director of the Company to whom the resolution relates, are concerned or interested financially or otherwise in the resolution set out at Item No. 11 of the Notice.

Item No. 12

Mr Deepak Nanda (DIN: 00403335) was appointed as Managing Director of the Company w.e.f. November 12, 2013. The Board of Directors of the Company, at their meeting held on August 3, 2019 has, subject to the approval of members, changed the designation of Mr Deepak Nanda as Whole-time Director and Key Managerial Personnel, for a period of 2 (Two) years w.e.f. September 5, 2019 at a remuneration as recommended by the Nomination & Remuneration Committee in its meeting held on August 3, 2019.

The Company now seeks approval of members for the said change in designation and remuneration payable to Mr Deepak Nanda as Whole-time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ('Act').

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 perquisites and allowances as specified in the resolution set out at Item No. 12 and according to the applicable provisions of the 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 appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, Mr Deepak Nanda is neither related to any other director of the Company nor holds any Equity Share of the Company. Additional disclosure pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards is enclosed herewith. Documents relating to the said re-appointment are available for inspection by members at the Registered Office of the Company.

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

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr Deepak Nanda, of the Company to whom the resolution relates, are concerned or interested financially or otherwise in the resolution set out at Item No. 12 of the Notice.

Item No. 13

The Board of Directors of the Company ("Board"), pursuant to Item No. 13 of the Notice, seeks a special resolution by the Company enabling the Board to raise capital through a creation, issue, offer and allotment of equity shares of face value ₹ 1/- per share ("Equity Shares"), non-convertible/convertible debt instruments along with warrants and/or convertible securities instruments other than warrants (all of which are hereinafter collectively referred to as the "Securities"), for cash, as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment of Securities shall be made subject to receipt of applicable governmental/ regulatory approvals, market conditions and other factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the issue of such Securities. The approval of shareholders is sought for the issue of the Securities and for issuing such Securities to persons other than the existing shareholders of the Company on such terms and conditions as may be deemed appropriate by the Board of Directors pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding INR 5,000,000,000/- (Indian Rupees Five Thousand Millions Only) including premium or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to augmenting financial resources for organic/inorganic growth opportunities, meeting the capital requirements of the ongoing consolidation process, meeting and satisfaction of working capital requirements, repayment of existing borrowings, general corporate purposes and financing investment opportunities. The Equity Shares, if any, allotted on issue/conversion of Securities shall rank pari-passu with the existing Equity Shares of the Company.

The special resolution seeks to empower the Board to issue by way of one or more public and/or private offerings, and/or on preferential allotment basis including by way of Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI Regulations") or any combination thereof, from time to time through issue of permissible/requisite offer document to any eligible person whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities will be decided by the Board for this purpose in accordance with the applicable provisions of the SEBI Regulations. Therefore, this resolution shall authorize Board to determine in its absolute discretion, the terms of issue in consultation with the lead manager(s) to the issue.

As per Chapter VI of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the two weeks preceding the "relevant date". The Board may, at its absolute discretion, issue Securities at a discount of not more than 5% or such discount as may be permitted under applicable law to the floor price as determined in terms of the SEBI Regulations, subject to the provisions of Section 53 of the Companies Act, 2013.

In case of issue of convertible securities, the price will be determined on the basis of current market price and other relevant guidelines.

The 'relevant date' for this purpose, as provided under Chapter VI of the SEBI Regulations, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be determined by the Board.

This resolution shall be valid for a period of 12 months from the date of shareholders' approval before which the Company is required to complete the allotments under the authority of said resolution.

The special resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) who are QIBs as defined under the SEBI ICDR Regulations including institutions, bodies corporate or otherwise, as the Board deems fit. The Company with this resolution intends to retain the right and flexibility as to the form of securities including but not limited to Equity Shares.

The detailed terms and conditions for the issue will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of any Securities will be listed and traded on the stock exchanges where Equity Shares of the Company are currently listed, being the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges"), subject to obtaining necessary approvals. The offer/ issue/ allotment/ conversion of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any provisions of the listing agreements entered into with the Stock Exchanges.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

Your Board recommends the passing of Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 13 of the Notice to the extent of their shareholding.

Item No. 14

In terms of Section 23, 42 read with Section 71 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement or public issue of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement basis or public issue, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

The Board shall utilize the proceeds for business purposes, including but not limited to augmenting financial resources for organic/inorganic growth opportunities, meeting the capital requirements of the ongoing consolidation process, meeting and satisfaction of working capital requirements, repayment of existing borrowings, general corporate purposes and financing investment opportunities. The Company may offer or invite subscription to more secured/unsecured redeemable non-convertible debentures, in one or more tranches on a private placement basis.

An enabling resolution as set out at Item No. 14 of the Notice is therefore being sought, to borrow funds by offer or invitation to subscribe to secured/ unsecured listed/unlisted redeemable non-convertible debentures for a face value of ₹ 10 Lakh per NCD or any other face value as decided by the Board per NCD for an aggregate amount not exceeding ₹ 6,000,000,000/- (Indian Rupees Six Thousand Millions Only). This resolution would be valid for a period of 12 months from the date of the passing of this resolution at the Annual General Meeting.

The price at which the securities will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors.

Your Board recommends the passing of Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 14 of the Notice to the extent of their shareholding.

Item No. 15, 16 & 18

The market price of the Company's equity shares has increased significantly during the last few years. In order to improve the liquidity of the Company's equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on May 13, 2019, recommended the sub-division of each Equity Share having a face value of ₹ 10/- each into 10 (Ten) Equity Shares having face value of ₹ 1/- each, for members' approval. Article 72 of the Articles of Association of the Company permits sub-division of shares subject to approval of Members. The Record Date for the aforesaid sub-division of Equity Shares will be fixed by the Board of Directors of the Company after obtaining the approval of the Members.

Pursuant to aforesaid sub-division of shares, it is required to make consequential amendments to the 'Trident Employee Stock Options Plan, 2007', 'Trident Employee Stock Option Scheme, 2015' and existing Clause V of the Memorandum of Association of the Company. A copy of draft amended Memorandum of Association is available on the website of the Company at www.tridentindia.com as well as at the Registered Office of the Company for inspection by the members.

Your Board recommends the passing of Ordinary Resolution set out at Item No. 15 and Special Resolution set out at Item No. 16 & 18 of the Notice for approval of the members in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 15, 16 & 18 of the Notice to the extent of their shareholding.

Item No. 17

Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA) have notified certain amendments which have impact on Trident Limited. In light of these amendments, it is required to align certain clauses with these amendments as well as to incorporate certain

enabling provisions in the Articles of Association. Accordingly, approval of Shareholders is sought by way of Special Resolution. A copy of draft amended Articles of Association is available on the website of the Company at www.tridentindia.com as well as at the Registered Office of the Company for inspection by the members.

Your Board recommends the passing of Special Resolution set out at Item No. 17 of the Notice for approval of the members in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/or their relatives may be deemed to be interested in the said item to the extent of their shareholding interest, if any, in the Company. Save and

except the above none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 17 of the Notice.

By Order of the Board
For Trident Limited

Ramandeep Kaur
Company Secretary

Place : Sanghera
Dated : August 3, 2019

ICSI Membership No. FCS 9160

Additional Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 26(4) & 36(3) of SEBI LODR Regulations, Companies Act, 2013 and Secretarial Standards ("SS-2), issued by the Institute of Company Secretaries of India on General Meetings, as on the date of Notice.

Particulars	Mr Amandeep	Mr Rajinder Gupta*	Mr Deepak Nanda*
DIN	00226905	00009037	00403335
Age	50 years	60 years	59 years
Date of first appointment on the Board	August 3, 2019	April 18, 1990	November 12, 2011
Qualification	M.E. (Industrial Engineering)	Advanced Management Programme from Harvard Business School, USA	M.Sc. (Honours)
Shareholding as on date	Nil	11,15,596	Nil
Relation with other Directors/KMP	None	None	None
Terms and Conditions of appointment and remuneration proposed	As detailed on Item no. 10 & 11 of Notice convening AGM	As detailed on Item no. 6 of Notice convening AGM	As detailed on Item no. 11 of Notice convening AGM
Remuneration sought to be paid/ last drawn		As detailed in Annual Report	
Directorship held in other companies		As detailed in Annual Report	
Membership/ Chairmanship of Committees in other companies	As per table below	As detailed in Annual Report	
Experience (including expertise in specific functional area)/Brief Resume	As detailed on Item no. 10 & 11 of Notice convening AGM	As detailed in Annual Report	
Number of Meetings of Board attended during the year	Held: 1, Attended : 0	As detailed in Annual Report	

*Mr Rajinder Gupta and Mr Deepak Nanda are interested in the Ordinary Business set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment due to retire by rotation. The relatives of Mr Rajinder Gupta and Mr Deepak Nanda may be deemed to be interested in the said Business to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 3 and 4, respectively.

Particulars	Ms Pallavi Shardul Shroff	Mr Rajiv Dewan
DIN	00013580	00007988
Age	63 years	57 years
Date of first appointment on the Board	March 28, 2002	May 14, 2005
Qualification	B.A., LL.B, M.M.S	Chartered Accountant
Shareholding in the Company	Nil	23,290
Relation with other Directors/KMP	None	None
Terms and Conditions of appointment and remuneration proposed	As detailed on Item no. 8 of Notice convening AGM	As detailed on Item no. 9 of Notice convening AGM
Experience (including expertise in specific functional area)/Brief Resume		
Remuneration sought to be paid/ last drawn		As detailed in Annual Report
Number of Meetings of Board attended during the year		
Directorship held in other companies		
Membership/ Chairmanship of Committees in other companies		

Mr Amandeep
Directorship/ Membership/ Chairmanship of Committees held in other companies

Name of Companies	Position held/ interest
CJ Darcel Logistics Pvt Ltd	Director – Board
	Chairman - Audit Committee, CSR Committee, Stakeholder's Relationship Committee
	Member - Nomination & Remuneration Committee
Transrail Logistics Ltd	Director – Board
	Chairman - CSR Committee, Member - Audit Committee, Nomination & Remuneration Committee
Versatile HR Solutions Pvt Ltd	Director – Board, Shareholding > 2%
Radhikapur (West) Coal Mining Pvt Ltd	
Phonon Solutions Pvt Ltd	Director – Board
Daffodil Software Pvt Ltd	

We would like to draw your kind attention to the following urgent matters, which require **your immediate action** :-

DEMATERIALIZATION OF SHARES

SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 except in case of transmission or transposition of securities, **requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository**. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.

UPDATION OF PAN, BANK DETAILS

As per SEBI vide its circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018 the Company is required to maintain the PAN & Bank Details of the shareholders in its record. This shall enable us to credit your dividend directly in your bank account.

Therefore, you are requested to submit the following documents immediately upon receipt of this letter to enable us update the records:

1. Enclosed format duly filled in and signed by all the security holders
2. Self-attested copy of Pan Card of all the security holders
3. Cancelled Cheque with name (if name is not printed, bank attested copy of the first page of pass book showing name of account holder) of the first holder
4. Address proof (self-attested copy of Aadhaar-card / Electricity bill / Telephone bill / Passport) of the first holder
5. Any change in the name of holders

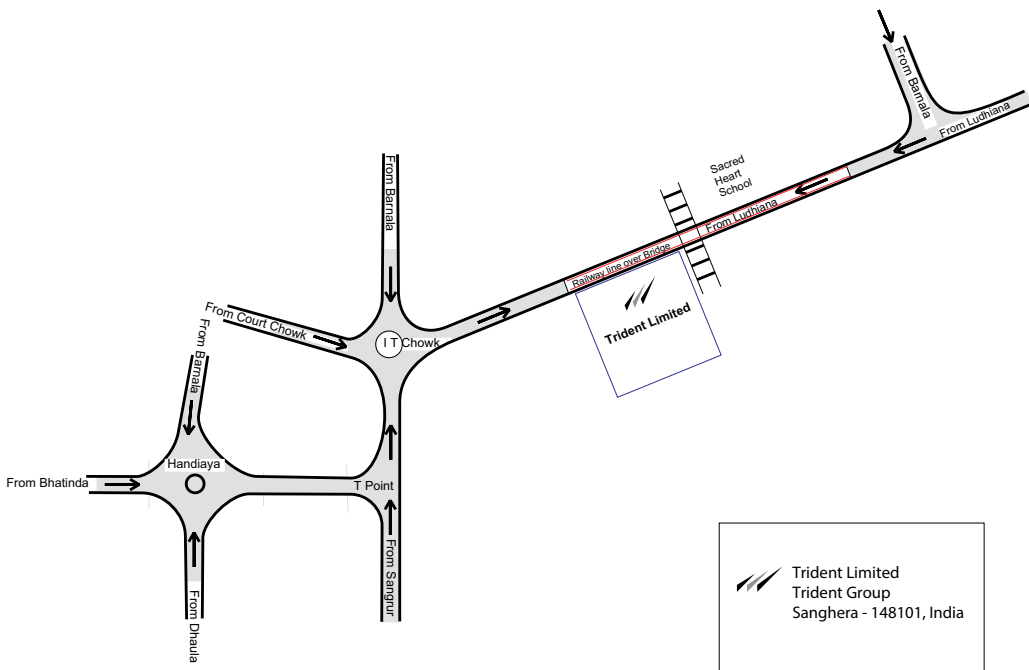
CONSOLIDATION OF MULTIPLE FOLIOS

Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send the relevant share certificates to the Registrars and Share Transfer Agent (RTA) of the Company, to enable them to consolidate all such multiple folios into one single folio.

EMAIL ID AND CONTACT DETAILS

We would also request you to provide your e-mail id and other contact details for speedy communication to you. This choice shall act as your contribution to environment sustainability and saving the planet.

Route map to the venue of AGM



TRIDENT LIMITED

Registered Office: Trident Group, Sanghera - 148101, India

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

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/DP ID/Client 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 29th Annual General Meeting of the Company, to be held on **Monday, the 30th day of September, 2019 at 11:00 AM** at the Registered Office of the Company at **Trident Group, Sanghera, 148101, India** 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, 2019 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, 2019 along with Report of the Auditors thereon.		
2 (a)	To declare a dividend of INR 0.60 per Equity Share of INR 10/- each for the financial year 2018-19.		
2 (b)	To ratify and confirm the Interim dividends of INR 2.40 per Equity Share already paid during the financial year 2018-19.		
3	To appoint a director in place of Mr Rajinder Gupta (DIN : 00099037), 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 ratify the remuneration of Cost Auditors of the Company		
6	To approve payment of Commission to Mr Rajinder Gupta, Non Executive director of the Company		
7	To approve annual remuneration payable to a single non-executive director in excess of the limit of 50% of the total annual remuneration payable to all non-executive directors		
8	To approve re-appointment of Ms Pallavi Shardul Shroff (DIN: 00013580) as an Independent Director		
9	To approve re-appointment of Mr Rajiv Dewan (DIN: 00007988) as an Independent Director		
10	To approve appointment of Mr Amandeep (DIN: 00226905) as Director		
11	To approve appointment and remuneration of Mr Amandeep (DIN: 00226905) as a Managing Director		
12	To approve appointment and remuneration of Mr Deepak Nanda (DIN: 00403335) as a Whole-time Director		
13	To approve raising of finance		
14	To approve raising of funds by way of Non-Convertible Debentures (NCD)		
15	To approve Sub-Division of Equity Shares of the Company		
16	To approve alteration in capital clause of the Memorandum of Association of the Company		
17	To approve alteration in Articles of Association of the Company		
18 (a)	To approve amendment of Trident Employee Stock Options Plan, 2007 pursuant to sub-division of Equity shares of the Company.		
18 (b)	To approve amendment of Trident Employee Stock Option Scheme, 2015 pursuant to sub-division of Equity shares of the Company.		

Signature of shareholders _____ Signed this _____ day of _____ 2019

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.

Affix
Revenue
Stamp of
₹ 1/-

ELECTRONIC VOTING PARTICULARS

EVSN (AGM) [Electronic Voting Sequence Number]	Sequence Number
190821060	

TRIDENT LIMITED

Registered Office: Trident Group, Sanghera - 148101, India

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

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 29th Annual General Meeting of the Company, to be held on **Monday, the 30th day of September, 2019 at 11:00 AM** at the Registered Office of the Company at **Trident Group, Sanghera, 148101, India.**

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

NO GIFTS WILL BE DISTRIBUTED TO THE MEMBERS AT THE MEETING.

To
ALANKIT ASSIGNMENTS LIMITED
 Unit : Trident Limited
 Alankit Heights, 1E/13, Jhandewalan Extension
 New Delhi - 110055

Updation of Shareholders Information as mandated by SEBI

I/We request you to record the following information against my/our Folio No:

General Information:

Folio No.:

First Holder Name :

Second Holder Name :

Third Holder Name :

PAN :

Enclose self attested copy all holders/ joint holders

E-mail id:

Mobile No. :

Bank details of First Holder

Bank Name :

Bank Branch Address:

Account Number (as appearing in cheque): #




Bank A/c Type (Savings/Current/NRE/NRO):

IFSC (11 digit) :

MICR (9 digit) (as appearing in cheque) :

#A blank cancelled cheque with name of the first holder is enclosed to enable verification of bank details.

Checklist for Shareholder:

Particulars	Mark ✓ if enclosed
 Self-attested copy of PAN Card all holders / joint holders	
 Cancelled Cheque with name of the first holder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)	
 Address proof of the first holder (self-attested copy of Aadhar-card / Electricity bill / Telephone bill / Passport)	

(Note: all enclosures are mandatory)

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No. Further, as Green Initiative, I / We hereby agree to receive all future correspondence / documents of the Company in electronic mode at the E-mail Id mentioned above.

Signatures :

 First Holder

 Second Holder

 Third Holder

Date :

Place :