

TRIDENT/CS/2015
October 1, 2015

National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block Bandra Kurla Complex, Bandra (E) Mumbai- 400 051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001
Scrip Code: - TRIDENT	Scrip Code: - 521064

Sub: Minutes of Annual General Meeting

Dear Sirs,


In compliance with provisions of clause 31 & other applicable provisions of the Listing Agreement entered into by the Company, please find enclosed herewith the minutes of the 25th Annual General Meeting of the Company held on Saturday, the 12th day of September, 2015 at 11.30 A.M. at the registered office of the Company at Trident Group, Raikot Road, Sanghera.


We hope you will find the same in order.

Thanking you,

Yours faithfully,

For Trident Limited


[Pawan Babbar]
Company Secretary



MINUTES OF 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TRIDENT LIMITED HELD ON SATURDAY, THE 12TH DAY OF SEPTEMBER, 2015 AT REGISTERED OFFICE OF THE COMPANY AT TRIDENT GROUP, RAIKOT ROAD, SANGHERA COMMENCED AT 11.30 AM AND CONCLUDED AT 12.15 PM

Present

Mr S K Tuteja	Chairman
Mr Rajinder Gupta	Director
Mr Rajiv Dewan	Director
Mr Deepak Nanda	Managing Director
Mr S C Gupta	Scrutinizer
Mr Gunjan Shroff	Chief Financial Officer
Mr Pawan Babbar	Company Secretary
Mr Sunny Arora	Deputy Company Secretary

Mr Arun Bedi	}	Representatives of M/s Deloitte Haskins & Sells, Statutory Auditors
Mr Rahul Sehgal		

and 143 members were present including present in person, through Authorised Representatives and through proxies (including e-voting)

2 proxies, representing 91,755 equity shares

In accordance with the provisions of Article 82 of the Articles of Association of the Company, Mr S K Tuteja, the Chairman of the Board Chaired the meeting.

Mr. S K Tuteja, Chairman took the Chair and welcomed the Members to the 25th Annual General Meeting of the Company.

Mr S K Tuteja, Chairman of the Audit Committee and Mr Rajiv Dewan Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee were present in the meeting. The Chairman informed the members that due to some urgent assignment, Ms Pallavi Shroff, Independent Director of the Company could not attend the Meeting.

Chairman further informed that M/s Vinod Kothari & Co., Practicing Company Secretaries, the Secretarial Auditor of the Company for the financial year 2014-15 have requested for exemption from being present at the meeting. The Company has considered and granted them exemption from being present in this annual general meeting.

Mr S C Gupta, Retired District Attorney, who was appointed as scrutinizer for the remote e-voting and venue e-voting was also present at the meeting.

Serial No.1

Agenda No. AGM.20150912.01

Quorum of Meeting

Since the quorum of the meeting was present, the Chairman called the meeting to order.

Serial No.2**Agenda No. AGM.20150912.02****Notice of the Meeting & Documents kept open for Inspection**

With the permission of the members present, the Notice of Annual General Meeting dated July 27, 2015 was taken as read.

The members were informed that the statutory registers, proxy register, Auditor's Report, Secretarial Audit Report and other documents referred in relation to the resolutions in the Notice convening Annual General Meeting were available for inspection by members during the meeting.

Serial No.3**Agenda No. AGM.20150912.03****Auditor's Report and Secretarial Audit Report**

There were no qualifications, observations or comments or other remarks on financial transactions or matters which have any adverse effect on the functioning of the Company either in the Auditors Report or Secretarial Auditor Report.

Serial No.4**Agenda No. AGM.20150912.04****Chairman's Speech**

The Chairman briefed the members on the performance and future plans of the Company. A copy of the Chairman's speech was also circulated to the members present in the meeting.

The Chairman informed the Members that the Companies Act, 2013 has brought about several changes in the procedure for conduct of Annual General Meeting (AGM) including changes in voting procedure at the AGM. Considering the same the Company had provided remote e-voting facility to the members entitled to cast their vote on the resolutions as set out in the notice of AGM during the period September 9, 2015 to September 11, 2015.

He further stated that to ensure larger participation, the persons who have not voted through remote e-voting process can vote in the meeting through venue e-voting facility. The facility for the venue e-voting was provided through electronic means arranged by the company for proper and smooth conduct of the voting process.

Thereafter the Chairman briefly discussed each agenda item as included in the Notice of the meeting one by one and invited clarifications/ queries of members thereon before these items were put to venue e-voting.

Thereafter the Chairman ordered the conduct of venue e-voting, requesting the members present, who have not already exercised their voting rights, to cast their votes electronically. The venue e-voting was conducted under the supervision of Mr S C Gupta, Scrutinizer.

After all the members present, who have not exercised their voting rights through remote e-voting, has casted their votes though venue e-voting, the Chairman announced the closure of venue e-voting. The members were informed that the results of voting would be declared after receipt of Scrutinizer's Report on Remote e-voting and venue e-voting. Members were further informed that the results would also be submitted to the stock exchanges within 48 hours of the conclusion of the annual general meeting and will also be displayed on notice board in the registered office of the company. The results will also be uploaded on the official website of the Company and the website of the CDSL. The Chairman authorized Mr Deepak Nanda, Managing Director and/or Mr Pawan

Babbar, Company Secretary to receive the Scrutinizer's Report and inform the results of the voting to the Stock Exchanges and CDSL.

Thereafter, Mr. Rajinder Gupta, Director thanked the members and others for attending the annual general meeting. The meeting ended with a vote of thanks to the Chair.

Result of the remote e-voting and venue e-voting of meeting on the Ordinary and Special businesses at the Annual General Meeting of the Company:

On the basis of the Scrutinizers's report for the remote e-voting and venue e-voting dated September 12, 2015 the results were declared by Mr Deepak Nanda on September 12, 2015. The results alongwith Scrutinizer's Report and Voting results were sent to Stock Exchanges where the shares of the Company are listed as well to CDSL and were also displayed at Notice Board at the Registered Office as well as Corporate Office of the Company. The results are as under:

Resolution No. 1(a)

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2015 along with Reports of the Auditors and Directors thereon.

On the motion of Mr Naveet Jindal seconded by Mr Rajneesh Kumar Gera, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 1(a)	Resolution required	Mode of voting	Voting Results
To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2015 along with Reports of the Auditors and Directors thereon.	Ordinary	Remote E-voting & Venue E-voting at AGM	Resolution Passed Unanimously

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2979144	Nil	100.00	Nil
Public- Others	61066000	61066000	100.00	61066000	Nil	100.00	Nil
Total	402796850	402796850	100.00	402796850	Nil	100.00	Nil

Since consolidated votes cast in favour of the resolution were 100% of total valid votes, the resolution was passed as an ordinary resolution.

Resolution No. 1(b)

To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2015 along with Report of the Auditors thereon:

On the motion of Mr Pankaj Joshi seconded by Mr Vivek Arora, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 1(b)	Resolution required	Mode of voting	Voting Results
To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2015 along with Report of the Auditors thereon.	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed Unanimously

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	33875170 6	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2979144	Nil	100.00	Nil
Public- Others	61066000	61066000	100.00	61066000	Nil	100.00	Nil
Total	402796850	402796850	100.00	402796850	Nil	100.00	Nil

Since consolidated votes cast in favour of the resolution were 100% of total valid votes, the resolution was passed as an ordinary resolution.

Resolution No. 2

To appoint a director in place of Mr. Rajinder Gupta (DIN 00009037), who retires and being eligible, offers himself for re-appointment:

On the motion of Mr Hasvinder Singh seconded by Mr Anil Sanan, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 2	Resolution required	Mode of voting	Voting Results
To appoint a director in place of Mr. Rajinder Gupta (DIN 00009037), who retires and being eligible, offers himself for re-appointment.	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2691019	288125	90.33	9.67
Public- Others	61066000	61066000	100.00	61065500	500	100.00	0.00
Total	402796850	402796850	100.00	402508225	288625	99.93	0.07

Since consolidated votes cast in favour of the resolution were 99.93% of total valid votes, the resolution was passed as an ordinary resolution.

Resolution No. 3

To appoint a director in place of Mr. Deepak Nanda (DIN 00403335), who retires and being eligible, offers himself for re-appointment:

On the motion of Mr Rahul Gupta seconded by Ms Nikhil Dalmia, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 3	Resolution required	Mode of voting	Voting Results
To appoint a director in place of Mr. Deepak Nanda (DIN 00403335), who retires and being eligible, offers himself for re-appointment.	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2306875	672269	77.43	22.57
Public- Others	61066000	61066000	100.00	61065500	500	100.00	0.00
Total	402796850	402796850	100.00	402124081	672769	99.83	0.17

Since consolidated votes cast in favour of the resolution were 99.83% of total valid votes, the resolution was passed as an ordinary resolution.

Resolution No. 4

Appointment of Statutory Auditors and fixing their remuneration:

On the motion of Ms Ramandeep Kaur seconded by Mr Rajiv Arora, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 4	Resolution required	Mode of voting	Voting Results
Appointment of Statutory Auditors and fixing their remuneration	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2979144	Nil	100.00	Nil
Public-Others	61066000	61066000	100.00	61065500	500	100.00	0.00
Total	402796850	402796850	100.00	402796350	500	100.00	0.00

Since consolidated votes cast in favour of the resolution were 100% of total valid votes, the following resolution was passed as an ordinary resolution:

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

Resolution No. 5

Ratification of remuneration of Cost Auditors of the Company:

On the motion of Mr Pawan Jain seconded by Mr Shiv Kumar Sharma, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 5	Resolution required	Mode of voting	Voting Results
Ratification of remuneration of Cost Auditors of the Company	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2979144	Nil	100.00	Nil
Public- Others	61066000	61065600	100.00	61065200	400	100.00	0.00
Total	402796850	402796450	100.00	402796050	400	100.00	0.00

Since consolidated votes cast in favour of the resolution were 100% of total valid votes, the following resolution was passed as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of Companies Act, 2013 and Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable provisions, M/s Ramanath Iyer & Co., appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending on March 31, 2016, be paid remuneration of INR 287,500/- (Rupees two lac

eighty seven thousand five hundred only) plus applicable taxes alongwith reimbursement of out of pocket expenses.”

Resolution No. 6

Payment of Commission to Mr. Rajinder Gupta, Non Executive Director of the Company:

On the motion of Mr Rupinder Gupta seconded by Mr Jayanta Kumar Saha, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 6	Resolution required	Mode of voting	Voting Results
Payment of Commission to Mr. Rajinder Gupta, Non Executive Director of the Company	Ordinary	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	33875170 6	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	1803253	1175891	60.53	39.47
Public- Others	61066000	61066000	100.00	61063160	2840	100.00	0.00
Total	402796850	402796850	100.00	401618119	1178731	99.71	0.29

Since consolidated votes cast in favour of the resolution were 99.71% of total valid votes, the following resolution was passed as an ordinary resolution:

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

Resolution No. 7

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

On the motion of Mr Davinder Kumar Sokhi seconded by Ms Monika Jain, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 7	Resolution required	Mode of voting	Voting Results
Approval and Implementation of the Trident Employee Stock Option Scheme, 2015 through Trust Route	Special	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	384144	2595000	12.89	87.11
Public- Others	61066000	61065900	100.00	61063160	2740	100.00	0.00
Total (A)	402796850	402796750	100.00	400199010	2597740	99.36	0.64

Since consolidated votes cast in favour of the resolution were 99.36% of total valid votes, the following resolution was passed as a Special resolution:

“RESOLVED THAT in accordance with the provisions of Section 67 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules, as may be amended from time to time and the Listing Agreements entered into with the Stock Exchanges and Articles of Association of the Company, Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee constituted by the Board (hereinafter referred to as the “Board”), consent of the Company be and is hereby accorded to the Board to adopt and implement proposed Trident Employee Stock Option Scheme, 2015 (hereinafter referred to as “Trident ESOS, 2015”) through Trust Route and to grant, offer and issue options to the present and future employees of the Company, who are in

permanent employment of the Company and whether working in India or outside India as selected on the basis of criteria prescribed by the Board in accordance with the SEBI Guidelines (collectively referred as the “Eligible Employees”), except a promoter or a person who belongs to the promoter group, Independent director(s) or a director who directly or indirectly holds more than 10% of the issued capital, exercisable by employees to apply to such number of equity shares of the Company under the proposed Trident ESOS, 2015, as per the limits and provisions of the Regulations at such price, in such manner, in one or more tranche(s) and on such other terms & conditions as the Board may decide.”

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

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

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

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

Resolution No. 8

Authorization to the ESOS Trust for secondary acquisition of shares and provision of money for acquisition of shares of the Company:

On the motion of Mr Nikhil Dalmia seconded by Mr Rahul Gupta, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 8	Resolution required	Mode of voting	Voting Results
Authorization to the ESOS Trust for secondary acquisition of shares and provision of money for acquisition of shares of the Company	Special	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	1309005	1670139	43.94	56.06
Public- Others	61066000	61066000	100.00	61062260	3740	99.99	0.01
Total	402796850	402796850	100.00	401122971	1673879	99.58	0.42

Since consolidated votes cast in favour of the resolution were 99.58% of total valid votes, the following resolution was passed as a Special resolution:

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

“RESOLVED FURTHER that pursuant to the provisions of the Section 67 read with the Rule 16 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or

sanction(s), the consent of the Company be and is hereby accorded to the Board to make provisioning of the money as may be required by the ESOS Trust for the purpose of extending benefits of the Trident Employee Stock Option Scheme - 2015 to the employees of the Company so however that the maximum amount of loan outstanding at any time shall not exceed 5% of the paid up equity capital and free reserves as at the end of the previous financial year.”

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

Resolution No. 9

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

On the motion of Mr Kavish Dhanda seconded by Mr Naveet Jindal, Mr S K Tuteja, Chairman for this Agenda item put the resolution for e-voting.

Following was the combined details of remote e-voting & venue e-voting and votes in favour & against the resolution:

Detail of the Agenda: Resolution No. 9	Resolution required	Mode of voting	Voting Results
Issue and offer of Non-Convertible, Cumulative, Redeemable Preference Shares on Private Placement basis	Special	Remote E-voting & E-voting at AGM	Resolution Passed by requisite Majority

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	338751706	338751706	100.00	338751706	Nil	100.00	Nil
Public - Institutional holders	2979144	2979144	100.00	2979144	Nil	100.00	Nil
Public- Others	61066000	61065600	100.00	61062860	2740	100.00	0.00
Total	402796850	402796450	100.00	402793710	2740	100.00	0.00

Since consolidated votes cast in favour of the resolution were 100% of total valid votes, the following resolution was passed as a Special resolution:

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the applicable rules, as may be amended from time to time and the Listing Agreements entered into with the Stock Exchanges, the

Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors including any committee thereof (hereinafter referred to as the “Board”), or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe or issue and allot, such number of Non-Convertible, Cumulative, Redeemable Preference Shares (hereinafter referred to as “NCCRPS”) of the Company, for an aggregate value not exceeding INR 600,000,000/- (Rupees Sixty Crore only) divided into 60,000,000 (Six Crore) NCCRPS having face value of INR 10/- (Rupees Ten only) each, for cash at par, redeemable at par upto 20 years from the date of allotment subject to the exercise of put and call option, on a private placement basis to any existing member(s) as on the date of offer including promoters/ promoter group as per latest shareholding pattern filed with Stock Exchanges, as may be decided by the Board.”

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

Details of issue	The shares shall be Non Convertible Cumulative Redeemable Preference Shares.
Issue Size	Upto INR 60 Crore.
Issue Price	NCCRPS will be issued at par at INR 10 per share.
Basis on which the price has been arrived at	Price determined on the basis of valuation report dated July 25, 2015 from SSPA & Co., Chartered Accountants.
Offer Period	Special Resolution to be passed will be valid for 12 months from date of passing. The offer period for acceptance of offer letter shall be of maximum 30 days. The allotment shall be completed within 60 days of receipt of application money from the proposed allottee.
The class or classes of Subscriber to whom the allotment is proposed to be made	Preferential offer on a private placement basis to any existing member(s) as on the date of offer including promoters/ promoter group as per latest shareholding pattern filed with stock exchanges, as may be decided by the Board.
Rate of dividend	The NCCRPS shall carry a coupon rate not exceeding @ 6% per annum, as may be decided by the Board. The said shares shall rank for dividend in priority to the equity shares.
Terms of redemption	These NCCRPS shall be redeemed at par in accordance with Section 55 of Companies Act, 2013 as amended from time to time.
Tenure of NCCRPS	20 years subject to the exercise of put and call option at the end of every year from the date of allotment.

Put and call option	The holder of NCCRPS and the Board/Company has an option to redeem the NCCRPS prior to their maturity at the end of every year from the date of allotment, provided 60 days notice showing the intention regarding the redemption of NCCRPS is given.
Voting Rights	The voting rights of the person holding NCCRPS shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory modification or re-enactments thereof).
Participation in surplus fund	The participation in surplus fund by a subscriber of NCCRPS shall be limited to the arrears of dividend or un paid dividend and redemption of NCCRPS.
Entitlement in case of winding up	The NCCRPS shall in the winding up be entitled to rank, as regards repayment of capital, in priority to the equity shares.
Conversion of preference shares into equity shares	NCCRPS are not convertible into equity shares.

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

Therefore, based on the consolidated voting result and Report of the scrutinizer, all the resolutions as set out in the notice of 25th Annual General Meeting have been duly approved by the members with requisite majority.

Date of Entry: September 24, 2015

Place: Sanghera

Sd/-

CHAIRMAN