TRIDENT GROUP

TRIDENT/CS/2013
December 30, 2013

National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai - 400 051	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001

Sub: Compliance under clause 31 of the Listing Agreement

Dear Sir

Pursuant to clause 31 of the Listing Agreement entered into by the Company, we are enclosing herewith six copies of the Notice of court convened meeting of Secured Creditors and Unsecured Creditors of the Company scheduled to be held on January 25, 2014 in the matter of proposed amalgamation of Trident Corporation Limited with the Company which is being sent to Secured Creditors and Unsecured Creditors of the Company.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
For **Trident Limited**

Deep Sachdeva

(Pawan Jain)
Company Secretary

TRIDENT GROUP

TRIDENT LIMITED

Regd Office: Trident Complex, Raikot Road, Barnala – 148 101, Punjab

COURT CONVENED MEETING OF SECURED CREDITORS OF TRIDENT LIMITED

Day : Saturday

Date : January 25, 2014

Time : 12.00 Noon

Venue : Trident Complex,
Raikot Road,
Barnala-148101, Punjab

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IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

NOTICE CONVENING MEETING OF SECURED CREDITORS OF TRIDENT LIMITED

To,

The Secured Creditors of

Trident Limited

Take Notice that by an Order made on the 18th day of December, 2013, in the above Company Petition, the Hon'ble High Court for the States of Punjab & Haryana at Chandigarh has directed that a meeting of the Secured Creditors of Trident Limited (hereinafter referred to as "Amalgamated Company/Transferee Company") be held at its Registered office at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 12.00 Noon for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Trident Corporation Limited and Trident Limited and their respective Equity Shareholders and Creditors, for amalgamation of the Amalgamating Company/Transferor Company with the Amalgamated Company/Transferee Company.

Take Further Notice that in pursuance of the said Order and as directed therein, a meeting of the Secured Creditors of the Amalgamated Company/Transferee Company will be held at the Registered Office of the Company at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 12.00 Noon when you are requested to attend.

Take Further Notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Amalgamated Company/Transferee Company at Trident Complex, Raikot Road, Barnala, Punjab, not later than 48 hours before the commencement of the said meeting.

The Hon'ble High Court has appointed Mr. Manoj K. Sood, Advocate, Punjab & Haryana High Court, as Chairman and Mr. Karan Gupta, Advocate, Punjab & Haryana High Court, as Co-Chairman of the said meeting of the Secured Creditors of the Amalgamated Company/Transferee Company.

A copy of the said Scheme of Amalgamation; Statement under Section 393 of the Companies Act, 1956; Complaints Report of Trident Limited, the Amalgamated Company/Transferee Company; Observation Letters issued by Stock Exchanges to Trident Limited, the Amalgamated Company/Transferee Company; Fairness Opinion Report and a Form of Proxy are enclosed.

Dated this 21st day of December, 2013

Sd/-
(Mr. Manoj K. Sood)

Chairman appointed for the Meeting

Enclosures: As above.

IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to Order dated December 18, 2013 passed by the Hon'ble High Court of Punjab and Haryana at Chandigarh, in the Company Petition referred hereinabove, a meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Trident Limited, the Amalgamated Company and the meeting of the Secured Creditors and Unsecured Creditors of Trident Corporation Limited, the Amalgamating Company are being held on Saturday, the 25th day of January, 2014 as per timings mentioned in their respective notice at Trident Complex, Raikot Road, Barnala, Punjab for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Trident Corporation Limited with Trident Limited and their respective shareholders and creditors ("the Scheme" or "this Scheme").
2. In this Statement, Trident Corporation Limited is hereinafter referred to as "The Amalgamating Company" and Trident Limited is hereinafter referred to as "The Amalgamated Company". The expression used in this Explanatory Statement shall bear the same meaning as defined in the Scheme of Amalgamation.
3. A copy of Scheme setting out the terms and conditions of the amalgamation of the Amalgamating Company with the Amalgamated Company, which has been approved by the Board of Directors of the Amalgamating and the Amalgamated Company at their respective meetings held on October 9, 2013 is annexed to this Notice.

BACKGROUND

4. Trident Limited, the Amalgamated Company, was originally incorporated on April 18, 1990 under the provisions of the Companies Act, 1956 in the name and style of "Abhishek Industries Limited". Subsequently, the name was changed to "Trident Limited" on April 18, 2011.
5. The Registered Office of Trident Limited, the Amalgamated Company is situated at Trident Complex, Raikot Road, Barnala, Punjab.
6. The Equity Shares of Trident Limited, the Amalgamated Company are listed on BSE Limited [BSE] and the National Stock Exchange of India Limited [NSE].
7. The share capital structure of Trident Limited, the Amalgamated Company as on September 30, 2013 was as under:-

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
6,08,10,00,000 equity shares of INR 10/- each	60,81,00,00,000/-
3,00,50,00,000 preference shares of INR 10/- each	30,05,00,00,000/-
Total	**90,86,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of INR 10/- each	**3,10,83,71,120/-**

As on September 30, 2013, the Amalgamated Company has outstanding (i) stock options exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up.

8. The main objects of Trident Limited, the Amalgamated Company are as under:-
   i. To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of:-
      a) *Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester,*

acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, ready made garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.

b) *Paper, paper products including but not limited to writing & printing paper, maplitho paper, kraft paper, bond paper, glaced paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.*

c) *Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organametallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & speciality chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalies, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methonal melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colours, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.*

d) *Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissueculture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.*

e) *Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant and machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the company thinks fit and expedient.*

f) *Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.*

ii. *To manufacture, produce, cultivate, process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fibre and fibrous substances, wool hair, carpets, druggist, rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fibre, synthetic fibre and all other fibres, allied products, bye-products and substitutes for any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.*

iii. *To manufacture, cultivate, plant, grow, process, prepare, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives, pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jaggery, sugarbeet, sugarcane, molasses, syrups, melada, alcohal, and all sugar products and/ or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.*

iv. *To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, micro processors, computer based systems, systems for online applications, connectivity, telecommunication & internet based systems and to establish, maintain, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/ automated interactive response systems, provide consultancy services and impart training in various disciplines of Information Technology; develop, market software*

packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.

v. *To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipments, electricals, systems and accessories such as multiplexing equipments, radio link systems, supervisory and data acquisition system, analogue to digital transmultiplexing systems, radios, FM radio, broadcasting, manpack/transportable/ static radio, trans-receivers, radio teleprinter, teletype systems, selective calling radio system, analogues systems, digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipments, communication equipments, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems, wire and cordless type telephones, mobiles, cellulars, optical cable, networking, V-sats, electronic teleprinter, facsimile, random access digital address systems, voice and telegraph coding systems, modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.*

vi. *To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of schools, colleges, computer centres, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights, concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/ firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives, facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.*

vii. *To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical know how or expertise for mutual benefits.*

viii. *To lend and advance money, give credit to any person or company; to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/ Body Corporate/Govt. Department/Agency subject to the provisions of the Act.*

ix. *To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.*

9. Trident Corporation Limited, the Amalgamating Company, was incorporated under the provisions of the Companies Act, 1956 on February 9, 2010.

10. The Registered Office of Trident Corporation Limited, the Amalgamating Company is situated at Trident Complex, Raikot Road, Barnala, Punjab.

11. Trident Corporation Limited, the Amalgamating Company is not listed.

12. The share capital structure of Trident Corporation Limited, the Amalgamating Company as on September 30, 2013 was as under:-

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
9,01,20,00,000 equity shares of INR 10/- each	90,12,00,00,000/-
10,00,00,000 preference shares of INR 10/- each	1,00,00,00,000/-
Total	**91,12,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of INR 10/- each	**2,85,65,00,000/-**

13. The main objects of Trident Corporation Limited, the Amalgamating Company are as under:

i. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of textiles, textile products, yarns, yarns products, paper, paper products, chemicals, fertilizers, phosphates products, sugar, bagasse, molasses, alcohol and all other sugar related products/bye products, intermediates and mixtures thereof and generation of electricity, power or other energy sources.*

ii. *To provide services and carry on the business as developers, colonizers, advisors, contractors, and consultants in the field of civil, industrial, technical, engineering, designing, project enterprises, real estate, personal estate including acquiring, buying or selling of all kind of properties and to run data processing/ computer centres, business process outsourcing; provide consultancy services and impart training in various disciplines of information technology and to develop, market software packages as well as related items and to undertake turn-key projects/assignments in the field of information technology and infrastructure.*

iii. *To generate, accumulate, use, distribute, supply, deal in electricity, steam or other energy sources and to develop, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids, clinics, research centres and to manufacture, deal in, buy, sell, store, import & export all kind of pharmaceuticals, chemicals, medicines, drugs, distillery, ethanol, and all other healthcare, pharmaceuticals and energy related products.*

RATIONALE OF TRIDENT CORPORATION LMITED WITH RESPECT TO ITS COMING INTO EXISTENCE

14. With intent of achieving the leadership position in industry, expansion has been at the core of Trident Group's operational strategy. Accordingly, Trident Corporation Limited came into existence to attract a better interest of investor community and the strategic partners, resulting in easy access to the financial resources for financing the future growth needs as well as to avail various incentives offered by the State Government of Madhya Pradesh and the Government of India which includes Capital and Interest subsidy under Technology Upgradation Fund Scheme (TUFs). These incentives provide an impetus to achieve the aforesaid growth objectives and this opportunity could not be availed by Trident Limited due to its financial leverage at that point of time.

RATIONALE OF PROPOSED AMALGAMATION

15. The Scheme provides for the transfer and vesting of the Amalgamating Company into and with the Amalgamated Company pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 which would cause benefits to both the Amalgamating Company and the Amalgamated Company as follows:

(i) **Consolidation of Manufacturing Operations:** The business interests of both the Amalgamated Company as well as the Amalgamating Company are common in the field of manufacture of terry towels, open end yarn and generation of captive power. The merged entity will have enhanced shareholder's value accruing from consolidation of the manufacturing operations resulting in economies of scale, efficient utilization of capital, optimum utilization of infrastructure and other resources as well as jointly setting up and commissioning of projects in hand, contributing to the overall growth prospects of the combined entity.

(ii) **Global Scale of operations:** The combined resources of the merged entity will build a greater market share in Textile business which will provide the impetus to the business and thus contributing to overall profitability of the merged entity. Also, the merger shall result in global scale of the operations which shall position the merged entity amongst one of the largest global players in the integrated home textile segment.

(iii) **Streamlining of Group Structure:** The Amalgamating Company and the Amalgamated Company are associates and part of the same Trident group wherein the Amalgamated Company holds equity shares in the Amalgamating Company. The merger of the Amalgamating Company with the Amalgamated Company will enable similar business interest of the group into one corporate entity, resulting in operational synergies, simplification of the group structure and efficient administration.

(iv) **Forward & Backward Integration Benefits:** The cotton yarn manufactured by the Amalgamated Company shall be the raw material of the terry towel being manufactured by the Amalgamating Company and the proposed captive power unit of the Amalgamating Company will supply power to the manufacturing units of the Amalgamated Company, thereby yielding the advantages of forward & backward integration. The cost, quality and assured supply can be controlled from the origin point of supply resulting in stronger base of the combined entity & optimum utilization of resources. Also the reduced dependence on the State Power Resources, shall result in considerable cost savings and making the merged entity self dependent.

(v) **Combined Talent Pool Benefits:** The combined talent of both the Amalgamating Company and the Amalgamated Company shall result in diverse set of competencies, education, skills, and enthusiasm to drive innovation, growth, contribute positively for the achievement of strategic goals. This would lead to a more rapid build up and it would be easier to attract talent due to brand equity of a large scale organization.

(vi) **Business Synergies:** With the amalgamation of the Amalgamating Company into the Amalgamated Company, the technical capabilities, the resources, infrastructural facilities of the Amalgamating Company would be better utilized with larger scope for obtaining/ infusing additional investments/funds and this would help the Amalgamated Company to increase its turnover. Additionally, the amalgamation of the Amalgamating Company into the Amalgamated Company is expected to result in a re-rating of the combined entity with the investor community on account of enhanced net worth and increased brand equity leading to enhancement in shareholders' value.

(vii) **Geographical Diversification Benefits:** The Amalgamated Company shall be able to expand its manufacturing base for production of terry towels in the State of Madhya Pradesh resulting in leveraging the locational advantage of being nearer to Port, mega project incentives offered by the State, reduction in power cost, etc. making the exports of the Amalgamated Company more cost effective resulting in improved profitability for the merged entity along with increased supply of foreign exchange to the Country.

(viii) **Reduction in Costs:** Consequent upon the amalgamation of the Amalgamating Company into the Amalgamated Company, the Amalgamating Company would be able to optimize the manpower resources required for overall administration & statutory compliances. The Amalgamating Company would be able to use the existing infrastructure including long term supply contracts, distribution contracts, marketing facilities, manufacturing units and power plants/projects of the Amalgamated Company and this would reduce the cost of maintaining and using separate resources. Excise, sales tax, accounts and similar other statutory compliances can be operated from single entity, thus reducing the overall costs of such compliances. Consequent the merger of the Amalgamating Company with the Amalgamated Company, there will be elimination of overlapping activities, optimization of manpower resources in functional areas like service, administration, legal, secretarial, human resources development, finance etc.

(ix) **Enhanced Growth Prospects:** In the present business scenario, the international technology and strategic tie-ups have become the established means of growth. The enhanced net worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups, long term supply contracts, alternate inputs, etc paving the way for improvement in profitability margins.

SALIENT FEATURES OF THE SCHEME

16. The salient features of the Scheme are set out below:

i. The Appointed Date under the Scheme is April 1, 2014.

ii. The scheme envisages the amalgamation of the Amalgamating Company with the Amalgamated Company pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 on a going concern basis in the manner provided for in the Scheme, and the consequent issue of equity shares by the Amalgamated Company to the shareholders of the Amalgamating Company in the Share Exchange Ratio as provided in the Scheme.

iii. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company together with all its assets and liabilities and entire business shall be transferred to and vested in the Amalgamated Company as a going concern.

iv. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-

a. All assets and properties of the Amalgamating Company as are movable in nature shall stand transferred to and be vested in the Amalgamated Company;

b. All immovable properties of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;

c. All debts, liabilities, obligations, security of the Amalgamating Company shall stand transferred to and be deemed to be the debts, liabilities, security of the Amalgamated Company;

d. All contracts of the Amalgamating Company shall remain in full force and effect against or in favour of the Amalgamated Company;

e. All registrations, licenses, permissions, consents, certificates, clearances, contracts, deeds, bonds, agreements, schemes, arrangements, incentives, benefits, exemptions, subsidies and other instruments of whatsoever nature, etc. pertaining to the Amalgamating Company, shall stand transferred to and be vested in the Amalgamated Company.

v. The Scheme also provides for the manner of vesting and transfer of the assets of the Amalgamating Company in the Amalgamated Company.

vi. It is provided for in the Scheme that all employees of the Amalgamating Company as on the Effective Date shall become the employees of the Amalgamated Company on terms and conditions no less favorable than those on which they are engaged by the Amalgamating Company.

vii. Upon the Scheme becoming effective, Inter-company balances and obligations between the amalgamating company and the amalgamated company, if any, shall stand cancelled.

viii. Pursuant to the Scheme becoming effective, in consideration of amalgamation of Trident Corporation Limited with Trident Limited, the Amalgamated Company shall issue and allot 16 (sixteen) equity shares of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 18.61/- (Indian Rupees Eighteen and sixty one paise only), as fully paid up shares in the share capital of the Amalgamated Company to the shareholders of the Amalgamating Company for every 25 (twenty five) equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up shares held by the said shareholders of the Amalgamating Company.

ix. The new Equity Shares so issued shall be listed on BSE Limited [BSE] and National Stock Exchange of India Limited [NSE] where the existing shares of the Amalgamated Company are listed.

x. Upon the Scheme coming into effect, the assets and liabilities of the Amalgamating Company, shall be accounted for and dealt with in the books of accounts of the Amalgamated Company in accordance with the "Purchase Method" of Accounting Standard (AS) 14 issued by The Institute of Chartered Accountants of India and as notified by the Companies (Accounting Standards) Rules, 2006.

xi. The Scheme is conditional upon and subject to the following:

(a) the Scheme being approved by the requisite majority in number and value of the members and creditors of the Amalgamating Company and the

Amalgamated Company as required under Applicable Laws and as may be directed by the High Court or any other authority as may be prescribed or notified;

(b) The approval of the public shareholders of the Amalgamated Company shall be obtained through postal ballot and e-voting. The scheme of amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it as required under the Securities and Exchange Board of India [SEBI] Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India;

(c) the Scheme being sanctioned by the Hon'ble High Court of Punjab & Haryana under Sections 391 to 394 of the Act and the necessary orders being obtained in respect of the same;

(d) such other sanctions and approvals including sanctions of any governmental or regulatory authority as may be required by law or contract in respect of the Scheme being obtained; and

(e) the certified copies of the orders of the Hon'ble High Court of Punjab & Haryana referred to in this Scheme being filed with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

xii. It is provided in the Scheme, that upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.

The aforesaid are only the salient features of the Scheme. The readers are requested to read the entire text of the Scheme, a copy of which is annexed hereto, to get fully acquainted with the provisions thereof.

17. The Proposed Scheme of Amalgamation was approved by the Board of Directors of the Amalgamated Company and the Amalgamating Company at their respective meetings held on October 9, 2013 after considering the recommendations of Audit Committee, Valuation Report dated October 9, 2013, issued by independent Chartered Accountants, M/s BSR and Associates and Fairness Opinion Report dated October 9, 2013 issued by a SEBI registered Category I Merchant Banker, M/s Motilal Oswal Investment Advisors Private Limited.

18. In accordance with the Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 and the Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India; the Audit Committee of the Board of Directors of the Amalgamated Company had on October 9, 2013 recommended the proposed Scheme of Amalgamation for approval of the Board.

19. In terms of Clause 24(f) of the Listing Agreement with Stock Exchanges, Trident Limited, the Amalgamated Company has received Observation Letters from BSE Limited and National Stock Exchange of India Limited, both dated December 6, 2013, respectively conveying their no objection to the Scheme subject to comments mentioned therein. The Compliance of the Comments issued by Stock Exchanges by the Amalgamated Company is as under:-

a) The Amalgamated Company hereby undertakes that it will duly comply with various provisions of the Circulars.

b) The (i) "Audited Financials of Trident Corporation Limited, the Amalgamating Company for the period ended June 30, 2013" (ii) "Fairness Opinion Report" and (iii)"Summary Valuation Workings" and have already been uploaded on the website of the Amalgamated Company – www.tridentindia.com.

c) An appropriate disclosure in this Explanatory Statement providing the rationale of Trident Corporation Limited, the Amalgamating Company with respect to its coming into existence has been mentioned at clause no 14.

20. The Scheme is not prejudicial to the rights and interests of the shareholders and the creditors of the Amalgamated Company and the Amalgamating Company and will not adversely affect the interest of any of the shareholders or creditors. Also no sacrifice or waiver is at all called-for from them nor their rights are sought to be modified in any manner. Hence the amalgamation will not cast any additional burden on the shareholders or creditors of either company.

21. There is no likelihood that any creditor of any of the Amalgamating Company and the Amalgamated Company would be prejudiced as a result of the proposed Scheme being passed. The amalgamation, by combining the resources, shall make the financial resources of the amalgamated Company stronger than that of the financial resources of these separate entities. Hence, the amalgamation will not cast any additional burden on the shareholders of either Company nor will it affect the interest of any shareholders or creditors.

22. No winding up proceedings have been instituted and/or are pending in relation to the Amalgamating Company or the Amalgamated Company.

23. No investigation proceedings have been instituted or are pending in relation to the Amalgamated Company and the Amalgamating Company under Sections 235 and 251 of the Companies Act, 1956, or under the provisions of MRTP Act/Competition Act.

24. The directors of each of the Amalgamated Company and the Amalgamating Company (together, the "Companies") may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Companies, and/or to the extent of common directorship, and/or to the extent that said Directors are the directors, members, partners of the Companies, firms, body corporate or beneficiary/trustee of trust, that hold shares in any of the Companies. Mr Rajinder Gupta, Non Executive Chairman of the Amalgamated Company as well as the Amalgamating Company belonging to the Promoter Group may be deemed interested in the capacity of Promoter of both the Companies.

25. The details of the present directors of the Amalgamated Company and their shareholding in each of the Amalgamated Company ("A") and the Amalgamating Company ("B") either singly or jointly as on September 30, 2013 are as follows:

S. No.	Name of Director	Designation	Equity shares held	
			(A)	(B)
1.	Mr Rajinder Gupta	Chairman	-	-
2.	Ms Pallavi Shroff	Director	-	-
3.	Mr Rajiv Dewan	Director	23,290	-
4.	Dr M A Zahir	Director	5,510	-
5.	Mr Deepak Nanda	Managing Director	-	-

26. The details of the present directors of the Amalgamating Company, and their shareholding in each of the Amalgamated Company ("A") and the Amalgamating Company ("B") either singly or jointly as on September 30, 2013 are as follows:

S. No.	Name of Director	Designation	Equity shares held	
			(A)	(B)
1.	Mr Rajinder Gupta	Chairman	-	-
2.	Mr S K Tuteja	Co-Chairman	-	-
3.	Mr P K Markanday	Director	13,200	100
4	Mr S P Setia	Director	-	-
5	Mr Kapil Ghorse	Wholetime Director	-	-

27. The expected capital structure of the Amalgamated Company after implementation of the Scheme shall be:

Share Capital	Amount in INR (Indian Rupees)
Authorized Share Capital	
15,09,30,00,000 equity shares of INR 10/- each	1,50,93,00,00,000/-
3,10,50,00,000 preference shares of INR 10/- each	31,05,00,00,000/-
Total	**1,81,98,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
44,71,89,112* equity shares of INR 10/- each	**44,71,89,1120/-**

*(i) The outstanding stock options exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up, and (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up have not been included.

28. The pre and post amalgamation shareholding pattern of both the Amalgamating Company & the Amalgamated Company is as under:

Particulars	Pre Merger				Post Merger	
	Amalgamated Company		Amalgamating Company		Amalgamated Company	
	No. of Shares	%age	No. of Shares	%age	No. of Shares	%age
Promoters and Promoter Group						
Indian Promoters						
Bodies Corporates	5,14,43,833	16.55	25,56,49,500	89.50	16,85,95,513	37.70
Trusts	12,04,84,000	38.76	-	-	12,04,84,000	26.94
Sub-total [1]	**17,19,27,833**	**55.31**	**25,56,49,500**	**89.50**	**28,90,79,513**	**64.64**
Foreign Promoters						
Bodies Corporate	-	-	-	-	-	-
Sub-total [2]	**-**	**-**	**-**	**-**	**-**	**-**
Total [1+2] [A]	**17,19,27,833**	**55.31**	**25,56,49,500**	**89.50**	**28,90,79,513**	**64.64**

Particulars	Pre Merger				Post Merger	
	Amalgamated Company		Amalgamating Company		Amalgamated Company	
	No. of Shares	%age	No. of Shares	%age	No. of Shares	%age
Public Shareholding						
Institutions						
Mutual Funds/ UTI	2,58,572	0.08	-	-	2,58,572	0.06
Financial Institutions/Bank	77,15,596	2.48	-	-	77,15,596	1.72
Sub-total [1]	**79,74,168**	**2.56**	**-**	**-**	**79,74,168**	**1.78**
Non Institutions						
Bodies Corporate	6,91,58,751	22.25	3,00,00,000	10.50	8,83,58,751	19.76
Individuals						
Individual shareholders holding nominal share capital up to Rs 1 lakh	2,99,55,495	9.64	500	0.00	2,99,55,815	6.70
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,68,48,996	5.42	-	-	1,68,48,996	3.77
Qualified Foreign Investor	-	-	-	-	-	-
Any Other [Trusts]	1,49,71,869	4.82	-	-	1,49,71,869	3.35
Sub-total [2]	**13,09,35,111**	**42.13**	**3,00,00,500**	**10.50**	**15,01,35,431**	**33.58**
Total [1+2] [B]	**13,89,09,279**	**44.69**	**3,00,00,500**	**10.50**	**15,81,09,599**	**35.36**
Total [A]+[B]	**31,08,37,112**	**100.00**	**28,56,50,000**	**100.00**	**44,71,89,112**	**100.00**
Total	**31,08,37,112**	**100.00**	**28,56,50,000**	**100.00**	**44,71,89,112**	**100.00**

29. The proposed Scheme of Arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement.

30 On the Scheme being approved by the equity shareholders and creditors (both secured and unsecured creditors) as per the requirements of Section 391 and other applicable provisions of the Companies Act, 1956, the Amalgamating Company and the Amalgamated Company will seek the sanction of the Hon'ble Punjab & Haryana High Court at Chandigarh.

INSPECTION

31. The following documents will be open for inspection by the equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company and the Amalgamating Company upto the date of the meeting at its registered office between 11.00 AM and 1.00 PM on all working days.

(a) Copy of the Company Petition No. 196 of 2013;

(b) Certified Copy of the Order of the Hon'ble Punjab & Haryana High Court at Chandigarh dated December 18, 2013 in the aforesaid Company Petition directing the convening of the meetings;

(c) Scheme of Amalgamation of Trident Corporation Limited with Trident Limited;

(d) Copies of the Memorandum and Articles of Association of the Amalgamated Company and the Amalgamating Company;

(e) The Audited Financial Statements of both the Amalgamating Company and the Amalgamated Company for the year ended March 31, 2013, March 31, 2012 and March 31, 2011;

(f) Audited/Limited Reviewed Financial Statements of the Amalgamating Company and the Amalgamated Company for the quarter ended June 30, 2013;

(g) Valuation Report dated October 9, 2013 issued by M/s BSR and Associates, Chartered Accountants, Mumbai;

(h) Fairness Opinion Report dated October 9, 2013 issued by M/s Motilal Oswal Investment Advisors Private Limited, SEBI Registered Category I Merchant Banker, Mumbai;

(i) Complaints Report dated November 6, 2013 submitted by the Amalgamated Company to BSE Limited and National Stock Exchange of India Limited; and

(j) Observation Letter issued by BSE Limited and National Stock Exchange of India Limited both dated December 6, 2013.

32. On considering the facts, circumstances and benefits, the Board of Directors of the Amalgamating Company and the Amalgamated Company have approved the Scheme of Amalgamation of the Amalgamating Company with the Amalgamated Company in their respective meetings held on October 9, 2013 and now the Scheme is for the approval of the respective Secured Creditors and Unsecured Creditors of the Amalgamating Company and the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Amalgamated Company.

33. The following documents are annexed herewith for the kind reference of the reader:-

A. Complaints Report dated November 6, 2013 submitted by the Amalgamated Company to BSE Limited and National Stock Exchange of India Limited;

B. Copy of Observation Letter dated December 6, 2013 issued by BSE Limited wherein it has conveyed its No-Objection to the Scheme;

C. Copy of Observation Letter dated December 6, 2013 issued by National Stock Exchange of India Limited wherein it has conveyed its No-Objection to the Scheme; and

D. Copy of the Fairness Opinion Report dated October 9, 2013, issued by Motilal Oswal Investment Advisors Private Limited, SEBI Registered Category I Merchant Banker, Mumbai.

This Statement may be treated as the Statement under Section 393 of the Companies Act, 1956 and under Section 102 of the Companies Act, 2013. A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained by an Equity shareholder or a Secured Creditor or an Unsecured Creditor of the Amalgamated Company and a Secured Creditor or an Unsecured Creditors of the Amalgamating Company at their registered office between 11.00 AM and 1.00 PM on all working days upto the date of meeting, free of cost.

* * *

SCHEME OF AMALGAMATION

UNDER SECTIONS 391 – 394

OF THE COMPANIES ACT, 1956

BETWEEN

TRIDENT CORPORATION LIMITED

AND ITS SHAREHOLDERS AND CREDITORS

AND

TRIDENT LIMITED

AND ITS SHAREHOLDERS AND CREDITORS

PART-I

INTRODUCTION AND DEFINITIONS

1. INTRODUCTION AND DEFINITIONS

1.1 Introduction

A. Trident Limited ("**Amalgamated Company**") is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. The Amalgamated Company was incorporated under the name of "M/s Abhishek Industries Limited" on April 18, 1990 vide Certificate of Incorporation no. 16-10307 of 1990 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. Pursuant to the same, a certificate for commencement of business was issued to the Amalgamated Company on April 25, 1990 by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The name of the Amalgamated Company was subsequently changed to Trident Limited and a fresh Certificate of Incorporation (consequent upon change of name) dated April 18, 2011 was issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh to the Amalgamated Company.

B. The equity shares of the Amalgamated Company are listed on the BSE Limited and the National Stock Exchange of India Limited. The main objects of the Amalgamated Company are as under :-

1. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of:-*

a) *Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, ready made garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.*

b) *Paper, paper products including but not limited to writing & printing paper, maplitho paper, kraft paper, bond paper, glaced paper, pulp, paper and pulp based products, wood based paper, packing materials, card board,*

printing inks and derivatives, by-products, intermediates and mixtures thereof.

c) *Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organametallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & speciality chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalies, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methonal melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colours, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.*

d) *Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissueculture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.*

e) *Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant and machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the company thinks fit and expedient.*

f) *Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.*

2. *To manufacture, produce, cultivate, process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fibre and fibrous substances, wool hair, carpets, druggist, rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fibre, synthetic fibre and all other fibres, allied products, bye-products and substitutes for any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.*

3. *To manufacture, cultivate, plant, grow, process, prepare, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives, pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jaggery, sugarbeet, sugarcane, molasses, syrups, melada, alcohal, and all sugar products and/ or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.*

4. *To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, micro processors, computer based systems, systems for online applications, connectivity, telecommunication & internet based systems and to establish, maintain, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/ automated interactive response systems, provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.*

5. *To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipments, electricals, systems and accessories such as multiplexing equipments, radio link systems, supervisory and data acquisition system, analogue to digital transmultiplexing systems, radios, FM radio, broadcasting, manpack/transportable/ static radio, trans-receivers, radio teleprinter, teletype systems, selective calling radio system, analogues systems, digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipments, communication equipments, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems, wire and cordless type telephones, mobiles, cellulars, optical cable, networking, V-sats, electronic teleprinter, facsimile, random access digital address systems, voice and telegraph coding systems, modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.*

6. *To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of schools, colleges, computer centres, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights, concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/ firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives, facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.*

7. *To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical know how or expertise for mutual benefits.*

8. *To lend and advance money, give credit to any person or company; to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/ Body Corporate/Govt. Department/Agency subject to the provisions of the Act.*

9. *To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.*

C. Trident Corporation Limited *("***Amalgamating Company***")* is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. The Amalgamating Company is an associate of the Amalgamated Company. The Amalgamating Company was incorporated on February 9, 2010 vide Certificate of Incorporation of same date issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The Amalgamating Company commenced its business activities and operation *vide* Certificate of Commencement dated February 18, 2010 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh.

D. The main objects of the Amalgamating Company are as under: -

1. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of textiles, textile products, yarns, yarns products, paper, paper products, chemicals, fertilizers, phosphates products, sugar, bagasse, molasses, alcohol and all other sugar related products/bye products, intermediates and mixtures thereof and generation of electricity, power or other energy sources.*

2. *To provide services and carry on the business as developers, colonizers, advisors, contractors, and consultants in the field of civil, industrial, technical, engineering, designing, project enterprises, real estate, personal estate including acquiring, buying or selling of all kind of properties and to run data processing/ computer centres, business process outsourcing; provide consultancy services and impart training in various disciplines of information technology and to develop, market software packages as well as related items and to undertake turn-key projects/assignments in the field of information technology and infrastructure.*

3. *To generate, accumulate, use, distribute, supply, deal in electricity, steam or other energy sources and to develop, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids, clinics, research centres and to manufacture, deal in, buy, sell, store, import & export all kind of pharmaceuticals, chemicals, medicines, drugs, distillery, ethanol, and all*

other healthcare, pharmaceuticals and energy related products.

E. The Amalgamating Company is presently engaged in trading activities. It has also successfully implemented the textile project by installation of 300 looms to manufacture terry towels at the capital outlay of INR 1,191 Crores (Indian Rupees One Thousand One Hundred and Ninety One Crores only) and the said project is already under trial. The Amalgamating Company is also implementing captive power Project to generate 60 MW power at a capital outlay of INR 393 crores (Indian Rupees Three Hundred Ninety Three Crores only) to feed power to its own manufacturing units as well as manufacturing units of the Amalgamated Company besides implementing the open end yarn project by installation of 1920 rotors to manufacture open end yarn at a capital outlay of INR 60 crores (Indian Rupees Sixty Crores only). All the aforesaid projects of the Amalgamating Company are being implemented in District Sehore in Madhya Pradesh. Post incurring the cumulative capital outlay of INR 1644 crores (Indian Rupees One Thousand Six Hundred Forty Four Crores only), the expected capacities of the Amalgamating Company will be as under:-

Business	Capital Outlay [INR Cr]	Installed Capacity	Projected Commissioning
Terry Towel	1,191	300 Looms	Trials started
Open End Yarn	60	1,920 Rotors	June 2014
Captive Power	393	60 MW	March 2015

F. The Amalgamated Company is engaged in the field of manufacture of yarn, terry towels, paper, chemicals, and captive power. The manufacturing facilities of the Amalgamated Company are located at District Barnala in Punjab and District Sehore in Madhya Pradesh. The Amalgamated Company is also implementing a composite textile project comprising of two spinning units by installing 1,76,064 additional spindles & other balancing equipment to manufacture cotton yarn of higher count & value added varieties alongwith a bed sheeting unit with a capacity of 500 looms in Budni, Madhya Pradesh. The aforesaid composite textile project will entail a capital outlay of INR 1,667 crores (Indian Rupees One Thousand Six Hundred and Sixty Seven Crores only) and the expected additional installed capacities of the Amalgamated Company will be as under:-

Business	Capital Outlay [INR Cr]	Installed Capacity (In addition to existing operations)	Projected Commissioning
Composite Textile Facilities (Yarn Spinning & Sheeting)	1,667	176,064 Spindles 500 Looms	September 2015

G. The Amalgamated Company is an existing shareholder of the Amalgamating Company holding 25.42% of the equity shares of the Amalgamating Company as on September 30, 2013.

H. Due to similar lines of business and with a larger objective of efficient utilization of resources, business synergies, and enhanced value for stakeholders and considering that the Amalgamating Company and the Amalgamated Company are group entities, it is now proposed to merge the Amalgamating Company with the Amalgamated Company.

I. More specifically, the proposed merger of the Amalgamating Company with the Amalgamated Company pursuant to this Scheme shall be advantageous & beneficial to both the Amalgamating Company and the Amalgamated Company & their respective stakeholders in the following ways :

(i) **Consolidation of Manufacturing Operations:** The business interests of both the Amalgamated Company as well as the Amalgamating Company are common in the field of manufacture of terry towels, open end yarn and generation of captive power. The merged entity will have enhanced shareholder's value accruing from consolidation of the manufacturing operations resulting in economies of scale, efficient utilization of capital, optimum utilization of infrastructure and other resources as well as jointly setting up and commissioning of projects in hand, contributing to the overall growth prospects of the combined entity.

(ii) **Global Scale of operations:** The combined resources of the merged entity will build a greater market share in Textile business which will provide the impetus to the business and thus contributing to overall profitability of the merged entity. Also, the merger shall result in global scale of the operations which shall position the merged entity amongst one of the largest global players in the integrated home textile segment.

(iii) **Streamlining of Group Structure:** The Amalgamating Company and the Amalgamated Company are associates and part of the same Trident group wherein the Amalgamated Company holds equity shares in the Amalgamating Company. The merger of the Amalgamating Company with the Amalgamated Company will enable similar business interest of the group into one corporate entity, resulting in operational synergies, simplification of the group structure and efficient administration.

(iv) **Forward & Backward Integration Benefits:** The cotton yarn manufactured by the Amalgamated Company shall be the raw material of the terry towel being manufactured by the Amalgamating Company and the proposed captive power unit of the Amalgamating Company will supply power to the manufacturing units of the Amalgamated Company, thereby yielding the advantages of forward & backward integration. The cost, quality and assured supply can be controlled from the origin point of supply resulting in stronger base of the combined entity & optimum utilization of resources. Also the reduced dependence on the State Power Resources, shall result in considerable cost savings and making the merged entity self dependent.

(v) **Combined Talent Pool Benefits:** The combined talent of both the Amalgamating Company and the Amalgamated Company shall result in diverse set of competencies, education, skills, and enthusiasm to drive innovation, growth, contribute positively for the achievement of strategic goals. This would lead to a more rapid build up and it would be easier to attract talent due to brand equity of a large scale organization.

(vi) **Business Synergies:** With the amalgamation of the Amalgamating Company into the Amalgamated Company, the technical capabilities, the resources, infrastructural facilities of the Amalgamating Company would be better utilized with larger scope for obtaining/infusing additional investments/ funds and this would help the Amalgamated Company to increase its turnover. Additionally, the amalgamation of the Amalgamating Company into the Amalgamated Company is expected to result in a re-rating of the combined entity with the investor community on account of enhanced net worth and increased brand equity leading to enhancement in shareholders' value.

(vii) **Geographical Diversification Benefits:** The Amalgamated Company shall be able to expand its manufacturing base for production of terry towels in the State of Madhya Pradesh resulting in leveraging the locational advantage of being nearer to Port, mega project incentives offered by the State, reduction in power cost, etc. making the exports of the Amalgamated Company more cost effective resulting in improved profitability for the merged entity along with increased supply of foreign exchange to the Country.

(viii) **Reduction in Costs:** Consequent upon the amalgamation of the Amalgamating Company into the Amalgamated Company, the Amalgamating Company would be able to optimize the manpower resources required for overall administration & statutory compliances. The Amalgamating Company would be able to use the existing infrastructure including long term supply contracts, distribution contracts, marketing facilities, manufacturing units and power plants/projects of the Amalgamated Company and this would reduce the cost of maintaining and using separate resources. Excise, sales tax, accounts and similar other statutory compliances can be operated from single entity, thus reducing the overall costs of such compliances. Consequent the merger of the Amalgamating Company with the Amalgamated Company, there will be elimination of overlapping activities, optimization of manpower resources in functional areas like service, administration, legal, secretarial, human resources development, finance etc.

(ix) **Enhanced Growth Prospects:** In the present business scenario, the international technology and strategic tie-ups have become the established means of growth. The enhanced net worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups, long term supply contracts, alternate inputs, etc paving the way for improvement in profitability margins.

J. Recognising the strengths of each other and with the end intent of aligning the business operations undertaken by the Amalgamating Company and the Amalgamated Company, the Amalgamating Company and the Amalgamated Company now propose by way of this Scheme to merge/ amalgamate the Amalgamating Company into and with the Amalgamated Company in accordance with the terms hereof, which would cause benefits to both the entities, the employees, the shareholders, the creditors of such entities and to the public at large.

1.2 Definitions

1.2.1 In this Scheme, unless repugnant to the subject, context or meaning thereof, the following initially and/or fully capitalised words and expressions shall have the meanings as set out herein below :

(a) "**Act**" or "**the Companies Act, 1956**" means the Companies Act, 1956, the rules and regulations made thereunder and will include any statutory modifications, re-enactments and/or amendments thereof and also mean and refer to corresponding sections of Companies Act, 2013 as and when such corresponding sections are notified in the Official Gazette by the Central Government.

(b) "**Amalgamating Company** " or "**TCL**" means Trident Corporation Limited, as defined in Clause 1.1(C) above and includes:

(i) any and all its assets, whether movable or immovable, whether present or future, whether tangible or intangible, all rights, title, interests, covenants, undertakings, liabilities including continuing rights, title and interests in connection with the land and the buildings thereon, whether freehold or otherwise, plant and machinery, whether leased or otherwise, vehicles, bank accounts, together with all present and future liabilities including contingent liabilities and debts appertaining thereto; and

(ii) any and all investments, loans and advances, including accrued interest thereon; and

(iii) any and all approvals, consents, exemptions, registrations, no-objection certificates, clearances, permits, quotas, rights, entitlements, licenses, certificates, tenancies, trade names, trademarks, service marks, copyrights, domain names, sales tax credits, income tax credits, capital subsidy/interest reimbursement/entitlements under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India and the Special Package for Textile Projects of Government of Madhya Pradesh, applications for trade names, trademarks, service marks, copyrights, privileges and benefits of all contracts, agreements relating to purchase of assets, service contracts, other agreements, Letter of Intents, Expression of Interests, approved drawings, maps, Building plans, SIA Approvals, permissions,

sanction letters, special package of incentives granted by State Government, privileges, exemptions, deferrals, bank guarantees, municipal permissions, softwares, data source codes, telephones, telex, facsimiles etc, electricity connections and all other rights including lease rights, licenses and registrations, powers and facilities of every kind and description whatsoever, pertaining to the Amalgamating Company; and

(iv) any and all debts, borrowings and liabilities, present or future, whether secured or unsecured, of the Amalgamating Company; and

(v) any and all employees, who are on the pay roll of the Amalgamating Company, including those engaged at its offices at their current terms and conditions, including all employee benefits such as provident fund, employees' state insurance, gratuity fund, superannuation fund etc; and

(vi) any and all advance monies, earnest monies and/or security deposits, payment against warrants or other entitlements, in connection with or relating to the Amalgamating Company.

(c) "**Amalgamated Company**" or "**TL**" means Trident Limited, as defined in Clause 1.1(A) above.

(d) "**Applicable Law(s)**" means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Government resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question.

(e) "**Appointed Date**" means April 1, 2014, being the date with effect from which this Scheme shall be applicable, i.e., with effect from which the Amalgamating Company shall merge with the Amalgamated Company, or such other date as may be approved by the High Court.

(f) **"Board of Directors**" in relation to the Amalgamating Company and/or the Amalgamated Company, as the case may be, shall, unless it be repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors.

(g) "**Board Approval Date**" shall mean October 9, 2013 i.e., the date of approval of the Scheme by the Board of Directors of the Amalgamating Company and the Amalgamated Company

(h) **"Certificate"** shall mean and refer to the certificate issued by the valuer named M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013.

(i) "**Effective Date**" has the meaning assigned to it in Clause 7.7 hereof.

(j) "**Government**" means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof.

(k) "**High Court**" means the Hon'ble High Court of Punjab & Haryana at Chandigarh.

(l) "**Licenses**" has the meaning assigned to it in Clause 3.3.4 hereof.

(m) "**NCLT**" has the meaning assigned to it in Clause 1.2.4 hereof.

(n) "**Record Date**" shall mean the date as may be fixed by the Board of Directors of the Amalgamated Company for the purpose of issue of shares of the Amalgamated Company to the respective shareholders of the Amalgamating Company.

(o) "**Scheme**" means this scheme of amalgamation, in its present form, with or without any modifications, as may be approved or imposed or directed by the shareholders, creditors, the High Court or Stock Exchange/SEBI or any authority .

(p) "**Share Exchange Ratio**" has the meaning assigned to it in Clause 4.2 hereof.

(q) "**Valuation Report**" has the meaning assigned to it in Clause 4.2 hereof.

1.2.2 Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date.

1.2.3 The terms "hereof", "herein", "hereby", "hereto" and derivative or similar words used in this Scheme refers to this entire Scheme.

1.2.4 The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the Regulations made thereunder), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, by-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the Hon'ble High Court in this Scheme, the reference would include, if appropriate, reference to the National Company Law Tribunal ("**NCLT**") or such other forum or authority, as may be vested with any of the powers of a High Court under the Act from time to time.

PART-II

SHARE CAPITAL STRUCTURE

2. CAPITAL STRUCTURE

2.1 **Amalgamated Company**

The capital structure of the Amalgamated Company as on September 30, 2013 is as under:

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
6,08,10,00,000 equity shares of INR 10/- each	60,81,00,00,000/-
3,00,50,00,000 preference shares of INR 10/- each	30,05,00,00,000/-
Total	**90,86,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of INR 10/- each	**3,10,83,71,120/-**

As on September 30, 2013, the Amalgamated Company has outstanding (i) stock options

exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up.

2.2 **Amalgamating Company**

The capital structure of the Amalgamating Company as on September 30, 2013 is as under:

Share Capital	Amount in INR (Indian Rupees)
Authorized Share Capital	
9,01,20,00,000 equity shares of INR 10/- each	90,12,00,00,000/-
10,00,00,000 preference shares of INR 10/- each	100,00,00,000/-
Total	**91,12,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of INR 10/- each	**2,85,65,00,000/-**

2.3 There is no change in the capital structure of the Amalgamating Company and the Amalgamated Company since September 30, 2013.

PART-III

TRANSFER OF AMALGAMATING COMPANY

3. **TRANSFER AND VESTING OF THE AMALGAMATING COMPANY**

3.1 This Scheme shall become effective on occurrence of the Effective Date but shall be deemed to be operative from the Appointed Date.

3.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the orders passed by the Hon'ble Punjab & Haryana High Court. Without prejudice to the generality of the above, and in particular, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company in the manner described in sub-clauses (a) to (u) below :

(a) All the assets of the Amalgamating Company as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company, with effect from the Appointed Date, and shall become the property and an integral part of the Amalgamated Company. The vesting of property under this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred accordingly.

(b) With effect from the Appointed Date, all movable property of the Amalgamating Company other than those specified in sub-clause (a) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, cash & bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons shall without any act, instrument or deed become the property of the Amalgamated Company.

(c) With effect from the Appointed Date, all immovable property (including land, buildings, offices, sites and any other immovable property, including accretions and appurtenances) of the Amalgamating Company, whether freehold or leasehold, and any documents of title, rights, interest and easements in relation thereto shall stand transferred to and be vested in the Amalgamated Company, without any act or deed done by the Amalgamating Company or the Amalgamated Company. With effect from the Appointed Date, the Amalgamated Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of the Scheme by the High Court and the Scheme becoming effective in accordance with the terms hereof without demanding any stamp duty, registration fees, transfer fees or charges of whatsoever nature.

(d) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of accounts or disclosed in the balance sheet of the Amalgamating Company, shall become and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company.

(e) With effect from the Appointed Date, the borrowing limits of the Amalgamating Company approved by the shareholders of the Amalgamating Company under Section 293(1)(d) and enabling powers to the Board of Directors of the Amalgamating Company under Section 293(1) (a) of the Act, shall be cumulated with the existing borrowing limits and enabling powers of the Amalgamated Company and consequently, the borrowing limits and the enabling powers of the Amalgamated Company shall stand increased to that extent.

(f) Without prejudice to the generality of the provisions contained herein, all loans raised before the Appointed Date and liabilities incurred by the Amalgamating Company before the Appointed Date for its operations shall be deemed to be liabilities of the Amalgamated Company.

(g) With effect from the Appointed Date, all acknowledgement issued by Secretariat for Industrial Assistance[SIA], Ministry of Commerce & Industry, New Delhi; contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the

Amalgamating Company to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto.

(h) With effect from the Appointed Date, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto.

(i) With effect from the Appointed Date, any statutory licenses, no-objection certificates, permissions or approvals or consent to establish, consent to operate and any other consents required to carry on operations of the Amalgamating Company or granted to the Amalgamating Company or in process shall stand vested in or transferred to the Amalgamated Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favour of the Amalgamated Company upon the transfer and vesting of the Amalgamating Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Amalgamating Company shall vest in and become available to the Amalgamated Company pursuant to this Scheme.

(j) Without prejudice to the generality of the foregoing, it is further clarified that the special package of concessions, exemptions, incentives provided by the State/Central Government or any other authority/agency to Amalgamating Company for its Textile Projects and Captive Power Project also referred as Mega Project shall stand transferred to and vested in the Amalgamated Company as if the same were originally given by, issued to or executed in favour of the Amalgamated Company and the rights and benefits under the same shall be available to the Amalgamated Company. Further, it is specifically mentioned that the agreement effected between the Amalgamating Company and the State Government in respect of the Mega Project and any notification issued by the State Government shall stand transferred in favour of the Amalgamated Company without any further act or deed as if the same was originally executed with the Amalgamated Company. All the obligations, duties, exemptions, incentives, concessions and rights under that agreement shall stand transferred to the Amalgamated Company.

(k) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all interest reimbursements/entitlements/subsidies available to the Amalgamating Company under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India shall stand transferred to & vested in and become available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursements/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursements/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(l) On occurrence of the Effective Date and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all capital subsidy receivables/entitlements available to the Amalgamating Company under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India shall stand transferred to & vested in and become available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursement/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursement/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(m) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all interest subsidies/ reimbursement receivables/ entitlements available to the Amalgamating Company under special package for textile projects of Government of Madhya Pradesh shall stand transferred to & vested in and become

available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursement/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursement/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(n) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, State Government approval to extract water from Narmada River to the Amalgamating Company or any agreement regarding withdrawal and usage of water from Narmada River or any other natural resource between the MP State Government and the Amalgamating Company shall stand transferred and vest in favour of the Amalgamated Company without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Also, any sanction from appropriate authorities of State/Central Government to extract underground water or any other arrangement of the Amalgamating Company regarding usage of Central/State Water Resources shall pursuant to this Scheme without any further act or deed and shall vest or be automatically get transferred to the Amalgamated Company without imposition of any fees, charges of any nature.

(o) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, the application, entitlements, benefits regarding linkage of coal from Central Electricity Authority for the upcoming Captive Power Project of the Amalgamating Company shall stand transferred and vest with the Amalgamated Company without any further act or deed and without imposition of any fees, charges of any nature. Notwithstanding such transfer/ vesting of the application/entitlements/benefits, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the application/ entitlements/benefits, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(p) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all the benefits, entitlements, incentives, exemptions, duty drawbacks, reimbursements of Direct Taxation and Indirect Taxation pertaining to Central Government and State Government, which *interalia* include benefits and entitlement of carry forward of losses, deferred taxation, MAT; Export and Import Benefits, VAT/CST, Central Excise, Customs and Service Tax shall stand get transferred and vest with the Amalgamated Company without any further act or deed and without imposition of any fees, charges of any nature. Notwithstanding such transfer/ vesting of the application/entitlements/ benefits, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the incentives/entitlements/benefits/exemptions/ drawback, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(q) With effect from the Appointed Date, the Amalgamated Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Amalgamating Company.

Provided however, all legal, administrative and other proceedings of whatsoever nature by or against the Amalgamating Company pending in any court or before any authority, judicial, quasi judicial or administrative, any adjudicating authority and/or arising before the Appointed Date and relating to the Amalgamating Company, or its properties, assets, debts, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against the Amalgamating Company; and from the Effective Date, shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Company, had the Scheme not been made. On and from the Effective Date, the Amalgamated Company shall have the right to initiate or defend any legal proceedings in relation to the Amalgamating Company in the same manner and to the same extent as would or might have been initiated by the Amalgamating Company as the case may be, had the Scheme not been made.

If any suit, appeal or other proceeding of whatever nature by or against the Amalgamating Company be pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the transfer of the Amalgamating Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Amalgamated Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Amalgamating Company as if this Scheme had not been made.

(r) On occurrence of the Effective Date, all persons that were employed by the Amalgamating Company immediately before such date shall become employees of the Amalgamated Company with the benefit of continuity of service on the same terms and conditions as were applicable to such employees of the Amalgamating Company immediately prior to such transfer and without any break or interruption of service. It is clarified that the employees of the Amalgamating Company who become employees of the Amalgamated Company by virtue of this Scheme, shall continue to be governed by the terms of employment as were applicable to them immediately before such transfer and shall not be entitled to be governed by employment policies, and shall not be entitled to avail of any benefits under any scheme or settlement or otherwise that are applicable and available to any other employees of the Amalgamated Company, unless and otherwise so stated by the Amalgamated Company in writing in respect of all employees, class of employees or any particular employee. The Amalgamated Company undertakes to continue to abide by any agreement/settlement, if any, entered into by the Amalgamating Company with any of its unions/employees thereof. With regard to provident fund, employees' state insurance obligations, created or existing for the benefit of such employees of the Amalgamating Company, (as more particularly detailed in **Annexure I**), upon occurrence of the Effective Date, the Amalgamated Company shall stand substituted for the Amalgamating Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing provident fund, obligations regarding employees' state insurance , gratuity and compensated leave balances and other insurance policies created by the Amalgamating Company for its employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, the Amalgamated Company shall make the necessary contributions for such transferred employees of the Amalgamating Company and deposit the same in provident fund, employees' state insurance obligations, grauity funds, insurance premiums, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Amalgamating Company in relation to such schemes or funds shall become those of the Amalgamated Company.

(s) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, Loans or advances or other obligations, if any, due *inter se* between the Amalgamating Company and the Amalgamated Company shall stand discharged and there shall be no liability in that behalf. Notwithstanding anything contained in Clause 3.2 (d) of this Scheme, in so far as any securities, debentures or notes issued by the Amalgamating Company, and held by the Amalgamated Company and *vice versa* are concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Appointed Date, stand satisfied and shall have no further effect.

(t) With effect from the Appointed Date, all motor vehicles of any description whatsoever of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company and without further act or deed, the appropriate governmental and registration authorities shall substitute the name of the Amalgamated Company in place of the Amalgamating Company, for statistical records and registration purposes, as the case may be. Insurance policies relating to motor vehicles and third party insurances shall also be transferred accordingly.

(u) It is expressly clarified that with effect from the Appointed Date, all taxes payable by the Amalgamating Company, if any, including all or any refunds of the claims shall be treated as the tax liability or refunds/claims as the case may be of the Amalgamated Company.

3.3 **Procedural Formalities post sanction of the Scheme**

3.3.1 Upon this Scheme becoming effective, the secured creditors of the Amalgamating Company, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Amalgamating Company, as existing immediately prior to the amalgamation of the Amalgamating Company with the Amalgamated Company. It is hereby clarified that pursuant to the amalgamation of the Amalgamating Company with the Amalgamated Company, the secured creditors of the Amalgamating Company shall not be entitled to any further or additional security over the properties, assets, rights, benefits and interest of the Amalgamated Company.

3.3.2 The Amalgamated Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or novation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company has been a party , in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company.

3.3.3 Upon the Scheme becoming effective, for all practical purposes and without any separate deed, instrument or writing, the Amalgamating Company and/or the Amalgamated Company shall, if required, simultaneously with the amendment in the register of charges, file particulars of the modified charge with the concerned Registrar of Companies. Any documentation subsequently entered into with the terms lenders or the working capital lenders of the Amalgamating Company and the Amalgamated Company, shall be for the sake of convenience and record only and to reflect the changes in the

security pursuant to the Scheme and there shall be no break in the continuity of such charge and the same shall relate back to the date of its creation thereof in the Amalgamating Company.

3.3.4 Upon the Scheme becoming effective, all statutory permissions, licenses, approvals, consents, privileges, benefits, tax holidays, tax concessions and benefits of filings and all other incorporeal rights emanating from such licenses (together the "**Licenses**", for the purpose of this Clause 3.3.4) relating to the Amalgamating Company (as detailed more particularly in **Annexure II**), shall stand transferred to and vested in the Amalgamated Company without any further act, instrument or deed, as more particularly provided hereinabove. Notwithstanding such transfer/ vesting of the Licenses, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the Licenses, as provided hereinabove, the Amalgamated Company shall facilitate the statutory authorities by filing such applications, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

3.3.5 Upon the Scheme becoming effective, the Amalgamated Company is expressly entitled to revise its direct or indirect tax returns and related withholding certificates and/or direct or indirect tax returns and related withholding certificates of the Amalgamating Company and shall be entitled to claim refund, advance tax credits including MAT credit, CENVAT and MODVAT credit etc., tax holidays, exemptions.

3.3.6 From the Effective Date, all bank accounts of the Amalgamating Company shall be permitted to be continued with the same balances as of the Effective Date in the name of the Amalgamated Company and for statistical record the Amalgamated Company shall be permitted to file names and particulars of the new authorised signatories for withdrawals and/ or deposits/ credits in such bank accounts and the relevant bank accounts shall be reconstituted accordingly as may be decided by the Board of Directors of the Amalgamated Company.

3.4 **Conduct of Business between the Board Approval Date and the Appointed Date/Effective Date**

3.4.1 With effect from the Board Approval Date and upto and including the Appointed Date and/or the Effective Date, whichever is later:

(i) the Amalgamating Company undertakes and shall be deemed to have been carrying on all of its business activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all assets, for and on account of and in trust for the Amalgamated Company; and

(ii) all profits accruing to the Amalgamating Company and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Amalgamated Company; and

(iii) the Amalgamating Company shall carry on its business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and shall not undertake any such additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/ assets, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in the High Court; or (c) when the same is in pursuance to the implementation of ongoing projects sanctioned prior to the Board Approval Date (c) when a prior written consent of the Amalgamated Company has been obtained in this regard; and

(iv) except by mutual consent of the Board of Directors of the Amalgamating Company and the Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by the High Court, the Amalgamating Company shall not make any change in its capital structure either by any increase (by issue of equity shares, preference shares, bonus shares, convertible securities, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of reorganisation of capital of the Amalgamating Company, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in the High Court; or (iii) when a prior written consent of the Amalgamated Company has been obtained in this regard,

(v) the Amalgamating Company shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of the Amalgamating Company, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with its employees except with the written concurrence of the Amalgamated Company; and

(vi) the Amalgamating Company shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company. However the Amalgamating Company shall implement the ongoing Projects as sanctioned by the Board of Directors of the Amalgamating Company prior to the Board Approval Date; and

(vii) the Amalgamating Company shall not amend its Memorandum of Association and / or its Articles of Association, except with the written concurrence of the Amalgamated Company.

3.5 With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Company as on the close of business on the date preceding the Appointed Date, whether or not provided in their books, and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and

obligations of the Amalgamated Company.

3.6 With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the business of the Amalgamating Company.

3.7 Upon this Scheme becoming effective, the Amalgamating Company shall stand dissolved, without being wound-up.

3.8 For the purpose of giving effect to the amalgamation order passed under Sections 391 to 394 and other applicable provisions of the Act in respect of the Scheme by the High Court, the Amalgamated Company shall, at any time pursuant to the orders on the Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company, in accordance with the provisions of Sections 391 to 394 of the Act.

PART-IV

REORGANIZATION OF SHARE CAPITAL AND ACCOUNTING TREATMENT

4. CONSIDERATION

4.1 Upon coming into effect of this Scheme and upon vesting in and transfer of the assets and liabilities of the Amalgamating Company to the Amalgamated Company in accordance with Part III of this Scheme, the Amalgamated Company shall fix a Record Date for the purposes of this Scheme for completion of all allotments to the respective members of the Amalgamating Company existing as on the Record Date as provided herein and without any further act or deed:

(i) Issue and allot 16 (sixteen) equity shares of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 18.61/- (Indian Rupees Eighteen and paise sixty one only) per share, as fully paid up shares in the share capital of the Amalgamated Company to the shareholders of the Amalgamating Company for every 25 (twenty five) equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up shares held by the said shareholders in the Amalgamating Company.

(ii) The equity shares issued and allotted to the shareholders of the Amalgamating Company in the Amalgamated Company shall rank *pari passu* in all respects with existing equity shares of the Amalgamated Company from the Appointed Date. All rights accruing to the shareholders of the Amalgamated Company, inter-alia, dividend rights, shall also accrue to the shareholders of the Amalgamating Company from the Appointed Date.

(iii) No fractional coupons shall be issued by the Amalgamated Company to the shareholders of the Amalgamating Company on Record Date in respect of the residual fractional entitlements (if any), to which the shareholders of the Amalgamating Company may be entitled on issue and allotment of the equity shares of the Amalgamated Company in pursuance of this Clause 4.1, and that such residual fractional entitlements shall be rounded off to 1 (one) equity share and issued as may be decided by the Board of Directors of the Amalgamated Company, provided that any surplus unalloted fractional entitlements shall be disposable by the Board of Directors of the Amalgamating Company at their sole discretion.

(iv) In so far as the issue of new equity shares pursuant to clause 4.1(i) above is concerned, each of the members of the Amalgamating Company holding shares in physical form shall have the option, exercisable by notice in writing by them to the Amalgamated Company on or before the Record Date, to receive, the new equity shares of the Amalgamated Company either in certificate form or in dematerialized form, in lieu of their equity shares in the Amalgamating Company in accordance with the terms hereof. In the event that such notice has not been received by the Amalgamated Company in respect of any of the members of the Amalgamating Company, the equity shares of the Amalgamated Company shall be issued to such members in physical form. Those of the members of the Amalgamating Company who exercise the option to receive the equity shares in the dematerialized form shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required in the notice provided by such member to the Amalgamated Company. It is only thereupon that the Amalgamated Company shall issue and directly credit the demat account of such member with the new equity shares of the Amalgamated Company.

(v) Notwithstanding anything to the contrary, upon the issue and allotment of new equity shares in the Amalgamated Company to the eligible shareholders of the Amalgamating Company whose name shall appear on the respective register of members of the Amalgamating Company on such Record Date fixed as aforesaid, the share certificates in relation to the shares held by them in the Amalgamating Company shall be deemed to have been automatically cancelled and be of no effect, on and from such Record Date.

(vi) The equity shares so issued and allotted to the shareholders of the Amalgamating Company shall be listed at National Stock Exchange of India Limited and BSE Limited where the existing shares of the Amalgamated Company are listed. The application for listing of the shares shall be filed within 90 days of the Scheme becoming effective.

4.2 The aforesaid share exchange ratio i.e. 16 (sixteen) equity shares of the Amalgamated Company to be issued in lieu 25 (twenty five) equity shares of the Amalgamating Company ("**Share Exchange Ratio**"), as described in Clause 4.1 herein above, has been arrived as per the valuation report of M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013 ("**Valuation Report**"). The Valuation Report has been placed before the Audit Committee of the Amalgamated Company, wherein the Audit Committee of the Amalgamated Company has furnished its report recommending the Scheme and the Share Exchange Ratio based on the Valuation Report. The aforesaid Share Exchange Ratio has been determined by the Board of Directors of the Amalgamating Company based on their independent judgment and taking into account the Valuation Report and the Certificate

issued by M/s B S R and Associates, Chartered Accountants, Mumbai. Further, M/s Motilal Oswal Investment Advisors Private Limited, New Delhi, a SEBI registered category- I merchant banker, has issued a fairness opinion report dated October 9, 2013("**Fairness Opinion Report**") expressing fairness of the recommendation in the Valuation Report of M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013. The aforesaid Share Exchange Ratio has been determined by the Board of Directors of the Amalgamated Company based on their independent judgment and taking into account the report of the Audit Committee of the Amalgamated Company, the Fairness Opinion of M/s Motilal Oswal Investment Advisors Private Limited, New Delhi, a SEBI registered category- I merchant banker, the Valuation Report of M/s B S R and Associates, Chartered Accountants, Mumbai.

4.3 The share capital of the Amalgamating Company held by the Amalgamated Company and the investment as shown in the balance sheet of the Amalgamated Company, being shares held in the Amalgamating Company, shall stand cancelled.

4.4 It is clarified that the Amalgamating Company and the Amalgamated Company shall not be required to pass separate resolutions for the purpose of issuing the equity shares to the shareholders of the Amalgamating Company in pursuance to Clause 4.1 herein above, under Section 81(1A) of the Act, and it shall be deemed that the shareholders of the Amalgamating Company and the shareholders of the Amalgamated Company while according their consent to the Scheme, have consented to the issuance and allotment of shares on the Record Date to the shareholders of the Amalgamating Company in pursuance to Clause 4.1 of the Scheme.

5. CHANGE IN AUTHORIZED SHARE CAPITAL

5.1 Upon this Scheme becoming effective and upon vesting and transfer of the Amalgamating Company in the Amalgamated Company pursuant to the terms of this Scheme and consideration thereof, the entire authorized share capital of the Amalgamating Company amounting to INR 91,12,00,00,000/- (Indian Rupees Nine Thousand One Hundred Twelve Crores only) divided into 9,01,20,00,000 (Nine Hundred One Crores and Twenty Lacs) equity shares of INR 10/- (Indian Rupees Ten only) each and 10,00,00,000 (Ten crores) preference shares of INR 10/- (Indian Rupees Ten only) each shall stand transferred from the authorized share capital of the Amalgamating Company to the authorized share capital of the Amalgamated Company.

Accordingly, the authorized share capital of the Amalgamated Company shall stand increased by an amount of INR 91,12,00,00,000/- (Indian Rupees Nine Thousand and One Hundred and Twelve Crores only) divided into 9,01,20,00,000 (Nine Hundred One Crores and Twenty Lacs) equity shares of INR 10/- (Indian Rupees Ten only) each and 10,00,00,000 (Ten crores) preference shares of INR 10/- (Indian Rupees Ten only) each and Clause V of the Memorandum of Association of the Amalgamated Company shall stand substituted to read as follows:

"The Authorised Share Capital of the Company is INR 1,81,98,00,00,000/- (Indian Rupees Eighteen Thousand One Hundred Ninety Eighty Crores only) divided into 15,09,30,00,000 (Fifteen Hundred Nine Crores Thirty Lacs) Equity Shares of INR 10/- (Indian Rupees ten only) each and 3,10,50,00,000 (Three Hundred Ten Crores Fifty Lacs) Preference Shares of INR 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, 1956."

5.2 The stamp duty or filing fees paid on the authorized share capital of the Amalgamating Company are permitted to be utilized and applied towards the increase in the authorized share capital of the Amalgamated Company in accordance with this Clause 5, and no further demand of additional stamp duty or fee shall be raised or made upon the Amalgamated Company by any regulatory authorities in relation to such increase in the authorized share capital of the Amalgamated Company, including by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

5.3 It is hereby clarified that for the purposes of increasing the authorized share capital of the Amalgamated Company in accordance with this Clause 5, the consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and that no further resolution under Section 16, Section 81, Section 94 or any other applicable provisions of the Act, would be required to be separately passed.

6. ACCOUNTING TREATMENT

6.1 Upon the Scheme coming into effect and subject to the provisions contained herein, the assets and liabilities of the Amalgamating Company, shall be accounted for and dealt with in the books of accounts of the Amalgamated Company in accordance with the "Purchase Method" of Accounting Standard (AS) 14 issued by The Institute of Chartered Accountants of India and as notified by the Companies (Accounting Standards) Rules, 2006 such that:

(i) The Amalgamated Company shall, record the assets and liabilities (difference between the assets and liabilities hereinafter referred to as "**Net Assets**") vested in it pursuant to this Scheme, at the fair values thereof, at the close of business of the day immediately preceding the Appointed Date, which shall be determined and accounted appropriately as may be decided by the Board of Directors of the Amalgamated Company;

(ii) The equity shares, loans and advances *inter-se* between the Amalgamating Company and the Amalgamated Company appearing in the books of the account of either the Amalgamating Company or the Amalgamated Company, if any, shall stand cancelled;

(iii) The Amalgamated Company shall credit to its "Share Capital Account" in its books of account the aggregate face value of the new equity shares issued by it to the respective members of the Amalgamating Company pursuant to this Scheme. Further,

the Amalgamated Company shall credit to its "Securities Premium Reserve Account" in its books of account, the premium on new shares issued by the Amalgamated Company to the respective members of the Amalgamating Company; and

(iv) The aggregate excess, if any, of the Net Assets and net effect of the adjustments as detailed and referred to in Clause 6.1 (ii) herein above, over the value of new equity shares issued & allotted (including Securities Premium Reserve account) as detailed and referred to in Clause 6.1 (iii) herein above shall be credited to the "Capital Reserve Account" in the books of the Amalgamated Company. The deficit, if any, shall be debited by the Amalgamated Company to its "Goodwill Account".

PART-V

MISCELLANEOUS

7. GENERAL TERMS AND CONDITIONS

7.1 The amalgamation in accordance with this Scheme of the Amalgamating Company with the Amalgamated Company shall take place with effect from the Appointed Date and shall be pursuant to and in compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961.

7.2 The Amalgamated Company shall be entitled to file/ revise its income tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, if any, as may be required consequent to implementation of this Scheme. Upon the Scheme becoming effective, the Amalgamated Company shall be entitled to set off losses (if any) of the Amalgamating Company against the profits of the Amalgamated Company as per the provisions of the Income Tax Act, 1961.

7.3 The amalgamation in accordance with this Scheme of the Amalgamating Company with the Amalgamated Company shall take place in compliance with all Applicable Laws including the circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India.

7.4 The Amalgamated Company and the Amalgamating Company, with all reasonable dispatch, may make respective applications to the High Court, under Sections 391 to 394 and other applicable provisions of the Act, seeking orders for dispensing with or for convening, holding and/or conducting of the meetings of the classes of their respective members and creditors (secured and unsecured) as per the requirements of the Act.

7.5 In case dispensation of meeting is not sought in terms of Clause 7.4 herein above, upon this Scheme being approved by the requisite majority of the members and creditors (secured and unsecured) of the Amalgamated Company and by the members and creditors (secured and unsecured) of the Amalgamating Company, the Amalgamated Company and the Amalgamating Company shall, with all reasonable dispatch, file respective petitions before the High Court for sanction of this Scheme under Sections 391 to 394 and other applicable provisions of the Act, and for such other order or orders, as the High Court may deem fit for carrying this Scheme into effect. On this Scheme becoming effective, the members of both the Amalgamated Company and the Amalgamating Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

7.6 The Scheme is conditional upon and subject to the following:

(a) the Scheme being approved by the requisite majority in number and value of the members and creditors of the Amalgamating Company and the Amalgamated Company as required under Applicable Laws and as may be directed by the High Court or any other authority as may be prescribed or notified;

(b) The approval of the public shareholders of the Amalgamated Company shall be obtained through postal ballot and e-voting. The scheme of amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it as required under the Securities and Exchange Board of India Circular the circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India;

(c) the Scheme being sanctioned by the Hon'ble High Court of Punjab & Haryana under Sections 391 to 394 of the Act and the necessary orders being obtained in respect of the same;

(d) such other sanctions and approvals including sanctions of any governmental or regulatory authority as may be required by law or contract in respect of the Scheme being obtained; and

(e) the certified copies of the orders of the Hon'ble High Court of Punjab & Haryana referred to in this Scheme being filed with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

7.7 This Scheme shall become effective on such date, whichever is later - (i) when certified copies of the orders of the Hon'ble High Court of Punjab & Haryana sanctioning this Scheme are filed by the Amalgamated Company and the Amalgamating Company with the Registrar of Companies, Punjab, Chandigarh and Himachal Pradesh, or (ii) the Appointed Date, or (iii) when Unique Identification Number transferred or allotted in the name of Amalgamated Company representing transfer of all capital/interest- subsidy receivables/ reimbursements/entitlements as available to the Amalgamating Company under the Technology Upgradation Fund Scheme (TUFS) of Ministry of Textiles, Government of India, to the Amalgamated Company in pursuance to this Scheme. Such later date when the Scheme shall become effective shall be known as the "**Effective Date**".

7.8 Each of the Amalgamated Company and the Amalgamating Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the High Court and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable

for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. Each of the Amalgamated Company and the Amalgamating Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the High Court or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith. The Amalgamated Company and the Amalgamating Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the High Court or any other authority is not on terms acceptable to them.

7.9 All costs, expenses, charges, fees, taxes, duties, levies and all incidental expenses arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto shall be borne and paid mutually by the Amalgamated Company and the Amalgamating Company.

7.10 Upon the sanction of this Scheme and after this Scheme has become effective, with effect from the Appointed Date, the amalgamation of the Amalgamating Company with the Amalgamated Company in compliance with Section 2(1B) of the Income Tax Act, 1961, in accordance with this Scheme, shall be deemed to have occurred.

7.11 In case any doubt or difference or issue shall arise between the parties hereto or any of their shareholders, creditors and/or other persons entitled to or claiming any right to any equity shares in the Amalgamated Company and the Amalgamating Company, as to the construction thereof or as to any account, valuation or apportionment to be taken or made of any asset or liability transferred to the Amalgamated Company or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to arbitration of Mr S C Gupta, Retired District Attorney under the Indian Arbitration and Conciliation Act 1996, and decision of the Arbitrator in this regard shall be final and binding on all concerned.

7.12 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Amalgamated Company and the Amalgamating Company and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.

7.13 If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.

7.14 The transfer of properties and liabilities to and the continuance of proceedings by or against the Amalgamated Company as envisaged in Part III of this Scheme above shall not affect any transaction or proceedings already concluded by the Amalgamating Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company, in respect thereto as done and executed on behalf of their selves.

* * *

ANNEXURE I

EMPLOYEE BENEFITS OF AMALGAMATING COMPANY

It is clarified that the following list of employee benefits of the Amalgamating Company is just illustrative and is not exhaustive. Non mention of any benefit or entitlement in the following list shall in no way affect the transfer and vesting of the same in the Amalgamated Company:-

Sr. No	Subject	Code No.	Authority	Address
1	Provident Fund	PB/BTI/39495	Regional Provident Fund Commissioner, Punjab	Regional Provident Fund Commissioner, Punjab at Bhatinda
2		MP/26475	Regional Provident Fund Commissioner, Madhya Pradesh	Regional Provident Fund Commissioner, Madhya Pradesh at Bhopal
3	Group Mediclaim Insurance	4016/81010415/00/000	ICICI Lombard (Co-share with Oriental Insurance)	ICICI Lombard General Insurance Company Limited, 3rd Floor, Kunal Towers, 88 The Mall Road, Ludhiana 141001
4	Group Personal Accident Insurance	4005/77237535/00/000	ICICI Lombard	
5	Workmen Compensation Insurance	4010/72919053/01/000	ICICI Lombard	
6	Group Insurance	337764	LIC of India	Life Insurance Corporation of India, Pension & GS Division, Amar Singh Palace, Sham Nagar Branch, Near Bus Stand, Ludhiana - 141001
7	EDLI Insurance - Sanghera	337554	LIC of India	
8	EDLI Insurance - Budni	337723	LIC of India	
9	Gratuity Insurance	337738	LIC of India	
10	Group Personal Accident Insurance - (Contractor's members)	233400/48/2013/1775	Oriental Insurance	Oriental Insurance Company Limited, Opp. MC Office, Zone 3,Gill Road,Ludhiana-141001

ANNEXURE II

LICENSES AND PERMISSIONS OF AMALGAMATING COMPANY

It is clarified that the following list of licenses and permission of the Amalgamating Company is just illustrative and is not exhaustive. Non mention of any licence, permission, application, benefit in the following list shall in no way affect the transfer and vesting of the same in the Amalgamated Company:-

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
1	Obtaining of IEM	Secretariat of Industrial Assistance, Ministry of Commerce & Industry	806/SIA/IMO/2010 (Manufacture of Made-Up Textile Articles; Except Apparel)	11.03.2010
			471/SIA/IMO/2010 (Generation & Transmission of Electric Energy produced in Coal Based Thermal Power Plants)	15.02.2010
			473/SIA/IMO/2010 (Weaving & Finishing of Cotton Textiles on Powerlooms)	15.02.2010
			1439/SIA/IMO/2013 (Cotton Spinning, Weaving and Processing in Mills)	22.07.2013

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
2	Mutation Order of AGVL Land into TCL	Office of Tehsildaar, Budni	13/A6A/10-11	05.12.2011
3	No Objection Certificate for establishing a Plant	Town & Country planning, Forest and local Municipal or Panchayat	Gram Panchayat	09.06.2012
4	Registration under Provident Fund & Miscellaneous Act	Regional Provident Fund Commissioner, Punjab	PB/BTI/39495	14.09.2011
		Regional Provident Fund Commissioner, Madhya Pradesh	MP/26475	04.05.2012
5	Registration under Excise Acts, if Goods produced is excisable	Central Board of Excise & Customs	AADCT4051GEM002	27.07.2011
6	Registration under Value Added Tax	Commercial Tax Department, Govt. of Madhya Pradesh	TIN : 23339026200	19.07.2011
7	Registration under Central Sales Tax	Commercial Tax Department, Govt. of Madhya Pradesh	23339026200	20.12.2011
8	Service Tax Registration	Central Board of Excise & Customs	AADCT4051GSD001	18.04.2011
9	Registration for IEC code	Office of Joint Director General of Foreign Trade	3010020210	29.03.2011
10	Conversion of Agricultural land into Industrial	Land Registration Authority	61/A-2/11-12	17.07.2012
11	Consent for extracting Ground Water /use of water from Narmada	Water Resource Division, Sehore, Madhya Pradesh	Agreement for Supply of Water to Industrial / Power Plants, Form 7A	19.03.2013
12	State Government Mega Project Agreement of Textiles	MP Trade & Investment Corporation Ltd	Letter No. : MPTRIFAC/ APEX/2011/4775	17.11.2011
13	Property Tax Reduction	Nagar Prishad, Budni	Subject Sr. No. 13	28.12.2012
14	Forwarding & Undertaking Letter from Industry	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	PCB-ID-25316, Inward No 65128 dtd 26.08.2013 for CEE	10.09.2013
15	Form 1 – For Air Consent	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	CTE Expansion – 65128	10.09.2013
16	Form D	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	CTE Expansion – 65128	10.09.2013
17	Registration under Building and Other Construction Workers Act	State Labour Department, Bhopal	05/SHR/2012	22.05.2012

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
18	Approval for Electricity Connection	Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd.	MD/MK/Comm./834	19.07.2013
19	Permission to establish the unit under Water Act, 1974 and Air Act, 1981	Madhya Pradesh Pollution Control Board	5891/TS//MPPCB/2012	09.08.2012
20	Amendment in Permission to establish the unit under Water Act, 1974 and Air Act, 1981	Madhya Pradesh Pollution Control Board	6707/TS/MPPCB/2013	16.09.2013
21	Approval of the Factory Building Plan/Drawings	Director of Factories, Industrial Health & Safety, Indore, Madhya Pradesh	01/Sehore/1(H)/6/2012/5949	29.09.2012
		Chief Inspector Factory, Sehore, Madhya Pradesh	Boilers no. 2013/4777	13.8.2013
22	Registration of Principal Employer under the Contract Labour (Regulation & Abolition) Act, 1970	State Labour Department, Sehore, Madhya Pradesh	01/SHR/Sanvida/2012	22.05.2012
23	Environmental Clearance for Captive Power Project	State Level Expert Appraisal Committee, Bhopal	360/PS-MS/MPPCB/SEAC/TOR (79)/2011 Bhopal	19.11.2011
24	Exemption from Stamps Duty	Madhya Pradesh State Govt.	Gazette Notification no.F-A-3-33-2011-1-V(76)	4.10.2011

Complaints Report in terms of SEBI Circular No. CIR/CFD/DIL/5/2013, dated February 4, 2013 in respect of Scheme of Amalgamation between Trident Limited ("Amalgamated Company") and Trident Corporation Limited ("Amalgamating Company")

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock exchanges	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
Not Applicable			

For Trident Limited

(Pawan Jain)
Company Secretary

Date : November 6, 2013

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com

EXPERIENCE THE NEW

DCS/AMAL/LP/24(f)/333/2013-14

December 06, 2013

The Company Secretary
Trident Limited
Trident Complex Raikot Road,
Barnala,
Punjab, 148101

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation/Arrangement of Trident Limited.

We are in receipt of draft Scheme of Amalgamation/Arrangement of Trident Limited (TL) involving Merger of Trident Corporation Limited (TCL) with the company.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated December 05, 2013 received on December 05, 2013 given the following comment(s) on the draft scheme of arrangement:

a) ***The company shall duly comply with various provisions of the aforesaid SEBI circular.***
b) ***The Company to display on their website, i) Audited Financials of TCL for the period ended June 30,2013 ii) Fairness Opinion Report, (iii) Summary Valuation workings and***
c) ***The company to include appropriate disclosures in the explanatory statement(issued along with the notice calling for meeting) to be issued to the shareholders of the Trident Limited providing rationale of Trident Corporation Limited with respect to its coming into existence.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

Jayesh Ashtekar
Manager

Lalit Phatak
Asst. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref: NSE/LIST/223784-S

December 06, 2013

The Company Secretary
Trident Limited
E-212, Kitchlu Nagar
Ludhiana - 141001

Kind Attn.: Mr. Pawan Jain

Dear Sir,

Sub.: Observation letter for Scheme of Amalgamation between Trident Corporation Limited and Trident Limited.

We are in receipt of the draft Scheme of Amalgamation under sections 391 - 394 of the Companies Act, 1956 between Trident Corporation Limited and its shareholders and creditors and Trident Limited and its shareholders and creditors.

We have perused the draft Scheme of Amalgamation and the related documents /details submitted by Trident Limited including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated December 05, 2013 has given following comments on the draft scheme of amalgamation:

a) Fairness opinion submitted by the company (Trident Limited) is to be displayed on the website of the listed company along with various documents submitted pursuant to the circulars.

b) Trident Limited shall include an appropriate disclosure in the Explanatory Statement (issued along with the Notice calling for meeting) to be issued to the shareholders of Trident Limited providing the rationale of Trident Corporation Limited with respect to its coming into existence.

c) Trident Limited shall ensure that the summary valuation workings and the audited financials of TCL for the period ended June 30, 2013 are displayed on website of the listed company.

d) The company shall duly comply with various provisions of the Circulars.

Accordingly, we do hereby convey our 'no-objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlist@nse.co.in • Web site: www.nseindia.com

Ref: NSE/LIST/223784-S December 06, 2013

The validity of the "Observation Letter" shall be six months from December 06, 2013, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

a. Copy of the High Court approved Scheme;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
d. Status of compliance with the Observation Letter/s of the stock exchanges
e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f. Complaints Report as per Annexure II of this Circular.

Yours faithfully,
For National Stock Exchange of India Limited

SRajdev

Samir Rajdev
Manager

MOTILAL OSWAL
Investment Banking

Motilal Oswal Investment Advisors Pvt. Ltd.
Motilal Oswal Tower,
Junction of Gokhale & Sayani Road,
Prabhadevi, Mumbai - 400 025.
Tel.: +91 22 3980 4380
Fax: +91 22 3980 4315

Date: October 9, 2013

To,
The Board of Directors,
Trident Limited
Trident Group,
Sanghera - 148101

Sub: Fairness Opinion on the report of B S R & Associates, Chartered Accountants, Mumbai with respect to the proposed merger of Trident Corporation Limited into Trident Limited. ("Proposed Transaction")

Dear Sirs,

We, Motilal Oswal Investment Advisors Private Limited ("**MOIAPL**"), refer to our engagement letter dated October 3, 2013 which has been duly accepted by you, whereby you have appointed us as an Independent Merchant Banker for furnishing a "Fairness Opinion" on the valuation carried out by M/s B S R & Associates ("**Valuer**"), Chartered Accountants, Mumbai vide its Valuation Report dated October 9, 2013 pursuant to clause 24(f) of Listing Agreement for the proposed merger of Trident Corporation Limited ("**TCL**" or the "**Amalgamating Company**") with Trident Limited ("**TL**" or the "**Amalgamated Company**") pursuant to the Scheme of Amalgamation under section 391-394 of the Companies Act, 1956 ("**Proposed Transaction**").

TL and TCL are hereinafter jointly referred to as "the Companies".

A. Source of Information

In arriving at our Opinion, we have reviewed and relied on the following source of information for the Proposed Transaction:

a) Draft scheme of Amalgamation between TCL and TL
b) Audited Financials of TCL and TL for the year ended March 31, 2011, March 31, 2012 and March 31, 2013.
c) Limited Reviewed Financials of TCL and TL for the quarter ended June 30, 2013
d) Report of Audit Committee of Trident Limited
e) Valuation Report of B S R & Associates, Chartered Accountants, Mumbai dated October 9, 2013.
f) Such other information, documents, data, reports, discussion and verbal and written explanations from Trident Limited as well as advisors appointed for the Proposed Transaction, public domain websites, as were considered relevant for the purpose of the Fairness Opinion.

Regd. Office : Palm Spring Centre, 2nd Floor, Palm Court Complex, New Link Road, Malad (West), Mumbai 400 064.

B. Background

TRIDENT LIMITED ("AMALGAMATED COMPANY")

- Trident Limited ("**TL**" or the "**Amalgamated Company**") is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. TL was incorporated under the name of "M/s Abhishek Industries Limited" on April 18, 1990 vide Certificate of Incorporation no. 16-10307 of 1990 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. Pursuant to the same, a certificate for commencement of business was issued to TL on April 25, 1990 by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The name of the Amalgamated Company was subsequently changed to Trident Limited and a fresh Certificate of Incorporation (consequent upon change of name) dated April 18, 2011 was issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh to TL.
- TL is engaged in manufacture, trading and sale of yarn, terry towels, paper, chemicals and sale of services. The manufacturing facilities of TL are located at District Barnala in Punjab and District Sehore in Madhya Pradesh. Trident Limited has an installed capacity of 365,904 spindles and 3,584 rotors capable of manufacturing 8,400 tons of cotton and blended yarn per month. The Company also has yarn processing capacities of 6,825 TPA (tonnes per annum). In its home textiles segment, Trident has installed capacity of 388 looms for terry towels of different specifications which are marketed throughout the world. Trident is a manufacturer of wheat straw-based paper with an annual installed capacity of 175,000 tons of paper and 125,000 tons of pulp. It manufactures quality products, marketed across 40 countries. TL is also implementing a Composite Textile Project comprising of two spinning units by installing 1,76,064 additional spindles & other balancing equipment to manufacture cotton yarn of higher count & value added varieties alongwith a bed sheeting unit with a capacity of 500 looms in Budni, Madhya Pradesh. The aforesaid Composite Textile Project will entail a capital outlay of Rs.16,670 million and the expected additional installed capacities of the Amalgamated Company will be as under:

Business	Capital Outlay (Rs. Million)	Additional Installed Capacity	Expected COD
Composite Textile Facilities (Yarn Spinning & Sheeting)	16,670	• 176,064 Spindles • 500 Looms	September, 2015

- The equity shares of the TL are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").
- The Capital Structure of TL as on Sept 30, 2013 is given below:

Share Capital	Amount (Rs Million)
Authorized Share Capital	
6,08,10,00,000 equity shares of Rs. 10/- each	60,810.00
3,00,50,00,000 preference shares of Rs.10/- each	30,050.00
Grand Total	**90,860.00**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of Rs. 10/- each	3,108.37

- As on September 30, 2013, TL has outstanding (i) stock options exercisable into 42,97,826 equity shares of the face value of Rs. 10.00 each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of Rs. 10.00 each fully paid up.
- As of date, TL holds 25.42% share capital of TCL.

- The Shareholding Pattern of TL as on Sept 30, 2013 is given below:

Category	No of Shares	% holding
Promoters and Promoter Group	17,19,27,833	55.31
Public	13,89,09,279	44.69
Total	**31,08,37,112**	**100.00**

TRIDENT CORPORATION LIMITED ("TCL" or "AMALGAMATING COMPANY")

- Trident Corporation Limited (**"TCL"** or the **"Amalgamating Company"**) is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. TCL was incorporated on February 9, 2010 vide Certificate of Incorporation of same date issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. TCL commenced its business activities and operation *vide* Certificate of Commencement dated February 18, 2010 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh.

- TCL is an Indian unlisted company, currently engaged in the business of trading activities. It has also successfully implemented the textile project by installation of 300 looms to manufacture terry towels at the capital outlay of Rs.11,910 Millions (Rupees Eleven Thousand Nine Hundred Ten Millions only) and the said project is already under trial. TCL is also implementing captive power Project to generate 60 MW power at a capital outlay of Rs. 3,930 millions (Rupees three thousand nine hundred thirty millions only) to feed power to its own manufacturing units as well as manufacturing units of TL besides implementing the open end yarn project by installation of 1920 rotors to manufacture open end yarn at a capital outlay of Rs. 600 millions (Rupees six hundred millions only). All the aforesaid projects of TCL are being implemented in District Sehore in Madhya Pradesh. Post incurring the cumulative capital outlay of Rs. 16,440 millions (Rupees Sixteen thousand four hundred forty millions only), the expected capacities of TCL will be as under:-

Business	Capital Outlay (Rs million)	Installed Capacity	Expected CoD
Terry Towel	11,910	300 Looms	Trials started
Open End Yarn	600	1,920 Rotors	June 2014
Captive Power	3,930	60 MW	March 2015

- The Capital Structure of TCL as on Sept 30, 2013 is given below:

Share Capital	Amount (Rs million)
Authorized Share Capital	
9,01,20,00,000 equity shares of Rs.10/- each	90,120.00
10,00,00,000 preference shares of Rs. 10/- each	1,000.00
Grand Total	**91,120.00**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of Rs. 10/- each	**2,856.50**

- The Shareholding Pattern of TCL as on Sept 30, 2013 is given below:

Category	No of Shares	% holding
Promoters and Promoter Group	25,56,49,500	89.50
Public	3,00,00,500	10.50
Total	**28,56,50,000**	**100.00**

C. Scope and Purpose of this Report

We understand that the Board of Directors of the TCL as well as Board of Directors of TL have considered and proposed the amalgamation of TCL with TL in order to benefit the stakeholders of both the Companies. Accordingly, the Board of Directors of TCL and TL have formulated this Scheme for Amalgamation of TCL with and into TL pursuant to the provisions of Section 391 to 394 and other relevant provisions of the Companies Act, 1956. As part of the proposed merger, TCL will cease to exist, and as a consideration for their equity shares the shareholders of TCL will be issued equity shares of TL. We understand that the proposed appointed date for the Amalgamation is April 1, 2014.

In order to comply with the requirements of the regulations, the Companies have appointed M/s B S R & Associates, Chartered Accountants, Mumbai as Valuer for the proposed Amalgamation. The Valuer has recommended that the consideration in the form of shares is required to be issued by TL.

In this connection, the Management has engaged MOIAPL to submit a report on the Fairness of the Report provided by B S R & Associates, Chartered Accountants, Mumbai with respect to the Proposed Transaction. Our scope of work includes commenting only on the fairness of the recommendation in the report by the Valuer and not on the fairness or economic rationale of the Amalgamation per se.

This report is our deliverable in respect of our fairness opinion on report by the Valuer for the Amalgamation of TCL into TL.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereunder. As such the report is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This report has been issued only for the purpose of facilitating the Amalgamation and should not be used for any other purpose.

D. Statement of Limiting Conditions

Fairness Opinion analysis and results are specific to the purpose of fairness opinion as per agreed terms of our engagement. It may not be valid for any other purpose. This report, its contents and the results herein are specific to the date of this report. Events occurring after this date may affect this report and the assumption used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report. Also, it may not be valid if done on behalf of any other entity. The fairness opinion analysis and results are substantively based only on information contained in this report and are governed by concept of materiality.

Our opinion rendered in this report only represents the opinion(s) of MOIAPL based upon the information made available to us by the management as of the date hereof and the said opinion shall be considered advisory in nature. Our opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that

might be achieved, which value may be higher or lower than those indicated. We are not expressing any opinion herein as to the prices at which the shares of TL will trade following the announcement or consummation of the Proposed Transaction or as to the prices at which the shares of TL may be transacted.

In the course of the fairness opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have been verified any matter, which a more extensive examination might disclose. We were entitled to the information provided by TL/Valuer without detailed inquiry. Also, we have been given to understand by the management/Valuer that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide informations and clarifications to us for this exercise and that it has been checked about the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and other information given by/on behalf of TL/Valuer. The inaccuracies or misstatements may materially affect our fairness opinion analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by TL/Valuer and their impact on the present exercise.

We have not conducted any evaluation or appraisal of any assets or liabilities for the purpose of this fairness opinion. With regard to Companies' claim to title of assets, we have relied solely on representations, whether verbal or otherwise, made by the management to us for this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets and have assumed Companies claim to such rights, title or interest as valid for the purpose of this report.

We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of TL in arriving at our final Opinion. Our report should not be centred as our recommendation to the Amalgamation or opining or certifying the compliance of the Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such Amalgamation.

Our Opinion does not constitute a recommendation to any shareholder of TL as to how such shareholder should vote on the Proposed Transaction or any matter related thereto. We are not expressing any opinion herein as to the prices at which the shares of the TL will trade following the announcement or consummation of the Proposed Transaction or as to the prices at which the shares of TL may be transacted.

We will receive a fee for our services in connection with the delivery of this Opinion from TL. In addition, TL has agreed to indemnify us for certain potential liabilities arising out of our engagement.

In the ordinary course of business, our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, our affiliates may have maintained relationships with TL and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of TL, and shall not confer rights or remedies upon, any shareholder of TL, or any other person other than the members of the Board of Directors of TL, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party including shareholders for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance . Provided however, this opinion may only be disclosed as may be required under any applicable law in India but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

E. Valuer's Recommendation

After using several commonly used and accepted methods of determining the value of equity shares of a company, it has been recommended by the Valuer that the fair exchange ratio for the merger of TCL with TL should be 16 equity shares of TL having fully paid up face value of Rs. 10 each for every fully paid up 25 equity shares of TCL of Rs. 10 each.

F. Our Comment on the Valuer's Report

The fairness opinion has been prepared based on the Valuer's report and our analysis of the various qualitative factors relevant to the Companies, having regard to the information base, Management representations, key underlying assumptions and limitations.

In light of the above and on consideration of all the relevant factors and circumstances, we believe that the Valuer's recommendation that as a consideration16 equity shares having fully paid up face value of Rs. 10 each is required to be issued by TL against 25 equity shares of TCL having fully paid up face value of Rs. 10 each to the shareholders of TCL in our opinion, is fair.

Yours faithfully,

For **MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED**

Nisha

AUTHORISED SIGNATORY
Name: Nisha Shah
Designation: Associate Director

Regd. Office : Palm Spring Centre, 2nd Floor, Palm Court Complex, New Link Road, Malad (West), Mumbai 400 064.

IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

FORM OF PROXY

I/We _____, the undersigned, Secured Creditor of Trident Limited ("the Amalgamated Company"), hereby appoint Mr/Ms_____ of _____, and failing him/her Mr/Ms_____ of _____, as my/our proxy, to act for me/us at the meeting of Secured Creditors of the Amalgamated Company to be held at its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 12.00 Noon, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Trident Corporation Limited and Trident Limited and their respective Shareholders and Creditors, for amalgamation of the Amalgamating Company with the Amalgamated Company and at such meeting and any adjournment thereof, to vote, for me/us and in my/our name(s) _____ (here, if FOR insert 'For' and if AGAINST insert 'Against' and in the latter case, strike out the words below after 'Scheme of Amalgamation') the said Scheme of Amalgamation either with or without modification(s) as my/our proxy may approve.

Dated this ____ day of _____, 20__

Name _____

Address_____

_____

Signature ----- Affix Re 1/- Revenue Stamp here ------

No. of Votes held/Amount outstanding (INR): _____

Notes:

1. The proxy must be deposited at the Registered Office of the Company at least 48 hours before the time of holding the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Strike out which is not necessary.
4. All alterations made in the Form of Proxy should be initialed.
5. Please affix Revenue Stamp before putting signatures.

TRIDENT GROUP

TRIDENT LIMITED

Regd Office: Trident Complex, Raikot Road, Barnala – 148 101, Punjab

COURT CONVENED MEETING OF UNSECURED CREDITORS OF TRIDENT LIMITED

Day : Saturday

Date : January 25, 2014

Time : 3.00 PM

Venue : Trident Complex,
Raikot Road,
Barnala-148101, Punjab

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Observation Letter(s) issued by BSE Limited and National Stock Exchange of India Limited both dated December 6, 2013 conveying their No-Objection to the Scheme of Amalgamation	30
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IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

NOTICE CONVENING MEETING OF UNSECURED CREDITORS OF TRIDENT LIMITED

To,

The Unsecured Creditors of

Trident Limited

Take Notice that by an Order made on the 18th day of December, 2013, in the above Company Petition, the Hon'ble High Court for the States of Punjab & Haryana at Chandigarh has directed that a meeting of the Unsecured Creditors of Trident Limited (hereinafter referred to as "Amalgamated Company/Transferee Company") be held at its Registered office at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 3.00 PM for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Trident Corporation Limited and Trident Limited and their respective Equity Shareholders and Creditors, for amalgamation of the Amalgamating Company/Transferor Company with the Amalgamated Company/Transferee Company.

Take Further Notice that in pursuance of the said Order and as directed therein, a meeting of the Unsecured Creditors of the Amalgamated Company/Transferee Company will be held at the Registered Office of the Company at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 3.00 PM when you are requested to attend.

Take Further Notice that you may attend and vote at the said meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Amalgamated Company/Transferee Company at Trident Complex, Raikot Road, Barnala, Punjab, not later than 48 hours before the commencement of the said meeting.

The Hon'ble High Court has appointed Mr. Vikas Chatrath, Advocate, Punjab & Haryana High Court, as Chairman and Ms. Nimrata Shergill, Advocate, Punjab & Haryana High Court, as Co-Chairman of the said meeting of the Unsecured Creditors of the Amalgamated Company/Transferee Company.

A copy of the said Scheme of Amalgamation; Statement under Section 393 of the Companies Act, 1956; Complaints Report of Trident Limited, the Amalgamated Company/Transferee Company; Observation Letters issued by Stock Exchanges to Trident Limited, the Amalgamated Company/Transferee Company; Fairness Opinion Report and a Form of Proxy are enclosed.

Dated this 21st day of December, 2013

Sd/-
(Mr. Vikas Chatrath)

Chairman appointed for the Meeting

Enclosures: As above.

IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. Pursuant to Order dated December 18, 2013 passed by the Hon'ble High Court of Punjab and Haryana at Chandigarh, in the Company Petition referred hereinabove, a meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors of Trident Limited, the Amalgamated Company and the meeting of the Secured Creditors and Unsecured Creditors of Trident Corporation Limited, the Amalgamating Company are being held on Saturday, the 25th day of January, 2014 as per timings mentioned in their respective notice at Trident Complex, Raikot Road, Barnala, Punjab for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Trident Corporation Limited with Trident Limited and their respective shareholders and creditors ("the Scheme" or "this Scheme").
2. In this Statement, Trident Corporation Limited is hereinafter referred to as "The Amalgamating Company" and Trident Limited is hereinafter referred to as "The Amalgamated Company". The expression used in this Explanatory Statement shall bear the same meaning as defined in the Scheme of Amalgamation.
3. A copy of Scheme setting out the terms and conditions of the amalgamation of the Amalgamating Company with the Amalgamated Company, which has been approved by the Board of Directors of the Amalgamating and the Amalgamated Company at their respective meetings held on October 9, 2013 is annexed to this Notice.

BACKGROUND

4. Trident Limited, the Amalgamated Company, was originally incorporated on April 18, 1990 under the provisions of the Companies Act, 1956 in the name and style of "Abhishek Industries Limited". Subsequently, the name was changed to "Trident Limited" on April 18, 2011.
5. The Registered Office of Trident Limited, the Amalgamated Company is situated at Trident Complex, Raikot Road, Barnala, Punjab.
6. The Equity Shares of Trident Limited, the Amalgamated Company are listed on BSE Limited [BSE] and the National Stock Exchange of India Limited [NSE].
7. The share capital structure of Trident Limited, the Amalgamated Company as on September 30, 2013 was as under:-

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
6,08,10,00,000 equity shares of INR 10/- each	60,81,00,00,000/-
3,00,50,00,000 preference shares of INR 10/- each	30,05,00,00,000/-
Total	**90,86,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of INR 10/- each	**3,10,83,71,120/-**

As on September 30, 2013, the Amalgamated Company has outstanding (i) stock options exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up.

8. The main objects of Trident Limited, the Amalgamated Company are as under:-
   i. To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of:-
      a) *Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester,*

acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, ready made garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.

b) *Paper, paper products including but not limited to writing & printing paper, maplitho paper, kraft paper, bond paper, glaced paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.*

c) *Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organametallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & speciality chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalies, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methonal melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colours, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.*

d) *Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissueculture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.*

e) *Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant and machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the company thinks fit and expedient.*

f) *Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.*

ii. *To manufacture, produce, cultivate, process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fibre and fibrous substances, wool hair, carpets, druggist, rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fibre, synthetic fibre and all other fibres, allied products, bye-products and substitutes for any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.*

iii. *To manufacture, cultivate, plant, grow, process, prepare, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives, pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jaggery, sugarbeet, sugarcane, molasses, syrups, melada, alcohal, and all sugar products and/ or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.*

iv. *To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, micro processors, computer based systems, systems for online applications, connectivity, telecommunication & internet based systems and to establish, maintain, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/ automated interactive response systems, provide consultancy services and impart training in various disciplines of Information Technology; develop, market software*

packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.

v. *To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipments, electricals, systems and accessories such as multiplexing equipments, radio link systems, supervisory and data acquisition system, analogue to digital transmultiplexing systems, radios, FM radio, broadcasting, manpack/transportable/ static radio, trans-receivers, radio teleprinter, teletype systems, selective calling radio system, analogues systems, digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipments, communication equipments, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems, wire and cordless type telephones, mobiles, cellulars, optical cable, networking, V-sats, electronic teleprinter, facsimile, random access digital address systems, voice and telegraph coding systems, modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.*

vi. *To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of schools, colleges, computer centres, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights, concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/ firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives, facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.*

vii. *To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical know how or expertise for mutual benefits.*

viii. *To lend and advance money, give credit to any person or company; to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/ Body Corporate/Govt. Department/Agency subject to the provisions of the Act.*

ix. *To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.*

9. Trident Corporation Limited, the Amalgamating Company, was incorporated under the provisions of the Companies Act, 1956 on February 9, 2010.

10. The Registered Office of Trident Corporation Limited, the Amalgamating Company is situated at Trident Complex, Raikot Road, Barnala, Punjab.

11. Trident Corporation Limited, the Amalgamating Company is not listed.

12. The share capital structure of Trident Corporation Limited, the Amalgamating Company as on September 30, 2013 was as under:-

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
9,01,20,00,000 equity shares of INR 10/- each	90,12,00,00,000/-
10,00,00,000 preference shares of INR 10/- each	1,00,00,00,000/-
Total	**91,12,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of INR 10/- each	**2,85,65,00,000/-**

13. The main objects of Trident Corporation Limited, the Amalgamating Company are as under:

i. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of textiles, textile products, yarns, yarns products, paper, paper products, chemicals, fertilizers, phosphates products, sugar, bagasse, molasses, alcohol and all other sugar related products/bye products, intermediates and mixtures thereof and generation of electricity, power or other energy sources.*

ii. *To provide services and carry on the business as developers, colonizers, advisors, contractors, and consultants in the field of civil, industrial, technical, engineering, designing, project enterprises, real estate, personal estate including acquiring, buying or selling of all kind of properties and to run data processing/ computer centres, business process outsourcing; provide consultancy services and impart training in various disciplines of information technology and to develop, market software packages as well as related items and to undertake turn-key projects/assignments in the field of information technology and infrastructure.*

iii. *To generate, accumulate, use, distribute, supply, deal in electricity, steam or other energy sources and to develop, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids, clinics, research centres and to manufacture, deal in, buy, sell, store, import & export all kind of pharmaceuticals, chemicals, medicines, drugs, distillery, ethanol, and all other healthcare, pharmaceuticals and energy related products.*

RATIONALE OF TRIDENT CORPORATION LMITED WITH RESPECT TO ITS COMING INTO EXISTENCE

14. With intent of achieving the leadership position in industry, expansion has been at the core of Trident Group's operational strategy. Accordingly, Trident Corporation Limited came into existence to attract a better interest of investor community and the strategic partners, resulting in easy access to the financial resources for financing the future growth needs as well as to avail various incentives offered by the State Government of Madhya Pradesh and the Government of India which includes Capital and Interest subsidy under Technology Upgradation Fund Scheme (TUFs). These incentives provide an impetus to achieve the aforesaid growth objectives and this opportunity could not be availed by Trident Limited due to its financial leverage at that point of time.

RATIONALE OF PROPOSED AMALGAMATION

15. The Scheme provides for the transfer and vesting of the Amalgamating Company into and with the Amalgamated Company pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 which would cause benefits to both the Amalgamating Company and the Amalgamated Company as follows:

(i) **Consolidation of Manufacturing Operations:** The business interests of both the Amalgamated Company as well as the Amalgamating Company are common in the field of manufacture of terry towels, open end yarn and generation of captive power. The merged entity will have enhanced shareholder's value accruing from consolidation of the manufacturing operations resulting in economies of scale, efficient utilization of capital, optimum utilization of infrastructure and other resources as well as jointly setting up and commissioning of projects in hand, contributing to the overall growth prospects of the combined entity.

(ii) **Global Scale of operations:** The combined resources of the merged entity will build a greater market share in Textile business which will provide the impetus to the business and thus contributing to overall profitability of the merged entity. Also, the merger shall result in global scale of the operations which shall position the merged entity amongst one of the largest global players in the integrated home textile segment.

(iii) **Streamlining of Group Structure:** The Amalgamating Company and the Amalgamated Company are associates and part of the same Trident group wherein the Amalgamated Company holds equity shares in the Amalgamating Company. The merger of the Amalgamating Company with the Amalgamated Company will enable similar business interest of the group into one corporate entity, resulting in operational synergies, simplification of the group structure and efficient administration.

(iv) **Forward & Backward Integration Benefits:** The cotton yarn manufactured by the Amalgamated Company shall be the raw material of the terry towel being manufactured by the Amalgamating Company and the proposed captive power unit of the Amalgamating Company will supply power to the manufacturing units of the Amalgamated Company, thereby yielding the advantages of forward & backward integration. The cost, quality and assured supply can be controlled from the origin point of supply resulting in stronger base of the combined entity & optimum utilization of resources. Also the reduced dependence on the State Power Resources, shall result in considerable cost savings and making the merged entity self dependent.

(v) **Combined Talent Pool Benefits:** The combined talent of both the Amalgamating Company and the Amalgamated Company shall result in diverse set of competencies, education, skills, and enthusiasm to drive innovation, growth, contribute positively for the achievement of strategic goals. This would lead to a more rapid build up and it would be easier to attract talent due to brand equity of a large scale organization.

(vi) **Business Synergies:** With the amalgamation of the Amalgamating Company into the Amalgamated Company, the technical capabilities, the resources, infrastructural facilities of the Amalgamating Company would be better utilized with larger scope for obtaining/ infusing additional investments/funds and this would help the Amalgamated Company to increase its turnover. Additionally, the amalgamation of the Amalgamating Company into the Amalgamated Company is expected to result in a re-rating of the combined entity with the investor community on account of enhanced net worth and increased brand equity leading to enhancement in shareholders' value.

(vii) **Geographical Diversification Benefits:** The Amalgamated Company shall be able to expand its manufacturing base for production of terry towels in the State of Madhya Pradesh resulting in leveraging the locational advantage of being nearer to Port, mega project incentives offered by the State, reduction in power cost, etc. making the exports of the Amalgamated Company more cost effective resulting in improved profitability for the merged entity along with increased supply of foreign exchange to the Country.

(viii) **Reduction in Costs:** Consequent upon the amalgamation of the Amalgamating Company into the Amalgamated Company, the Amalgamating Company would be able to optimize the manpower resources required for overall administration & statutory compliances. The Amalgamating Company would be able to use the existing infrastructure including long term supply contracts, distribution contracts, marketing facilities, manufacturing units and power plants/projects of the Amalgamated Company and this would reduce the cost of maintaining and using separate resources. Excise, sales tax, accounts and similar other statutory compliances can be operated from single entity, thus reducing the overall costs of such compliances. Consequent the merger of the Amalgamating Company with the Amalgamated Company, there will be elimination of overlapping activities, optimization of manpower resources in functional areas like service, administration, legal, secretarial, human resources development, finance etc.

(ix) **Enhanced Growth Prospects:** In the present business scenario, the international technology and strategic tie-ups have become the established means of growth. The enhanced net worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups, long term supply contracts, alternate inputs, etc paving the way for improvement in profitability margins.

SALIENT FEATURES OF THE SCHEME

16. The salient features of the Scheme are set out below:

i. The Appointed Date under the Scheme is April 1, 2014.

ii. The scheme envisages the amalgamation of the Amalgamating Company with the Amalgamated Company pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 on a going concern basis in the manner provided for in the Scheme, and the consequent issue of equity shares by the Amalgamated Company to the shareholders of the Amalgamating Company in the Share Exchange Ratio as provided in the Scheme.

iii. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company together with all its assets and liabilities and entire business shall be transferred to and vested in the Amalgamated Company as a going concern.

iv. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-

a. All assets and properties of the Amalgamating Company as are movable in nature shall stand transferred to and be vested in the Amalgamated Company;

b. All immovable properties of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company;

c. All debts, liabilities, obligations, security of the Amalgamating Company shall stand transferred to and be deemed to be the debts, liabilities, security of the Amalgamated Company;

d. All contracts of the Amalgamating Company shall remain in full force and effect against or in favour of the Amalgamated Company;

e. All registrations, licenses, permissions, consents, certificates, clearances, contracts, deeds, bonds, agreements, schemes, arrangements, incentives, benefits, exemptions, subsidies and other instruments of whatsoever nature, etc. pertaining to the Amalgamating Company, shall stand transferred to and be vested in the Amalgamated Company.

v. The Scheme also provides for the manner of vesting and transfer of the assets of the Amalgamating Company in the Amalgamated Company.

vi. It is provided for in the Scheme that all employees of the Amalgamating Company as on the Effective Date shall become the employees of the Amalgamated Company on terms and conditions no less favorable than those on which they are engaged by the Amalgamating Company.

vii. Upon the Scheme becoming effective, Inter-company balances and obligations between the amalgamating company and the amalgamated company, if any, shall stand cancelled.

viii. Pursuant to the Scheme becoming effective, in consideration of amalgamation of Trident Corporation Limited with Trident Limited, the Amalgamated Company shall issue and allot 16 (sixteen) equity shares of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 18.61/- (Indian Rupees Eighteen and sixty one paise only), as fully paid up shares in the share capital of the Amalgamated Company to the shareholders of the Amalgamating Company for every 25 (twenty five) equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up shares held by the said shareholders of the Amalgamating Company.

ix. The new Equity Shares so issued shall be listed on BSE Limited [BSE] and National Stock Exchange of India Limited [NSE] where the existing shares of the Amalgamated Company are listed.

x. Upon the Scheme coming into effect, the assets and liabilities of the Amalgamating Company, shall be accounted for and dealt with in the books of accounts of the Amalgamated Company in accordance with the "Purchase Method" of Accounting Standard (AS) 14 issued by The Institute of Chartered Accountants of India and as notified by the Companies (Accounting Standards) Rules, 2006.

xi. The Scheme is conditional upon and subject to the following:

(a) the Scheme being approved by the requisite majority in number and value of the members and creditors of the Amalgamating Company and the

Amalgamated Company as required under Applicable Laws and as may be directed by the High Court or any other authority as may be prescribed or notified;

(b) The approval of the public shareholders of the Amalgamated Company shall be obtained through postal ballot and e-voting. The scheme of amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it as required under the Securities and Exchange Board of India [SEBI] Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India;

(c) the Scheme being sanctioned by the Hon'ble High Court of Punjab & Haryana under Sections 391 to 394 of the Act and the necessary orders being obtained in respect of the same;

(d) such other sanctions and approvals including sanctions of any governmental or regulatory authority as may be required by law or contract in respect of the Scheme being obtained; and

(e) the certified copies of the orders of the Hon'ble High Court of Punjab & Haryana referred to in this Scheme being filed with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

xii. It is provided in the Scheme, that upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up.

The aforesaid are only the salient features of the Scheme. The readers are requested to read the entire text of the Scheme, a copy of which is annexed hereto, to get fully acquainted with the provisions thereof.

17. The Proposed Scheme of Amalgamation was approved by the Board of Directors of the Amalgamated Company and the Amalgamating Company at their respective meetings held on October 9, 2013 after considering the recommendations of Audit Committee, Valuation Report dated October 9, 2013, issued by independent Chartered Accountants, M/s BSR and Associates and Fairness Opinion Report dated October 9, 2013 issued by a SEBI registered Category I Merchant Banker, M/s Motilal Oswal Investment Advisors Private Limited.

18. In accordance with the Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 and the Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India; the Audit Committee of the Board of Directors of the Amalgamated Company had on October 9, 2013 recommended the proposed Scheme of Amalgamation for approval of the Board.

19. In terms of Clause 24(f) of the Listing Agreement with Stock Exchanges, Trident Limited, the Amalgamated Company has received Observation Letters from BSE Limited and National Stock Exchange of India Limited, both dated December 6, 2013, respectively conveying their no objection to the Scheme subject to comments mentioned therein. The Compliance of the Comments issued by Stock Exchanges by the Amalgamated Company is as under:-

a) The Amalgamated Company hereby undertakes that it will duly comply with various provisions of the Circulars.

b) The (i) "Audited Financials of Trident Corporation Limited, the Amalgamating Company for the period ended June 30, 2013" (ii) "Fairness Opinion Report" and (iii)"Summary Valuation Workings" and have already been uploaded on the website of the Amalgamated Company – www.tridentindia.com.

c) An appropriate disclosure in this Explanatory Statement providing the rationale of Trident Corporation Limited, the Amalgamating Company with respect to its coming into existence has been mentioned at clause no 14.

20. The Scheme is not prejudicial to the rights and interests of the shareholders and the creditors of the Amalgamated Company and the Amalgamating Company and will not adversely affect the interest of any of the shareholders or creditors. Also no sacrifice or waiver is at all called-for from them nor their rights are sought to be modified in any manner. Hence the amalgamation will not cast any additional burden on the shareholders or creditors of either company.

21. There is no likelihood that any creditor of any of the Amalgamating Company and the Amalgamated Company would be prejudiced as a result of the proposed Scheme being passed. The amalgamation, by combining the resources, shall make the financial resources of the amalgamated Company stronger than that of the financial resources of these separate entities. Hence, the amalgamation will not cast any additional burden on the shareholders of either Company nor will it affect the interest of any shareholders or creditors.

22. No winding up proceedings have been instituted and/or are pending in relation to the Amalgamating Company or the Amalgamated Company.

23. No investigation proceedings have been instituted or are pending in relation to the Amalgamated Company and the Amalgamating Company under Sections 235 and 251 of the Companies Act, 1956, or under the provisions of MRTP Act/Competition Act.

24. The directors of each of the Amalgamated Company and the Amalgamating Company (together, the "Companies") may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Companies, and/or to the extent of common directorship, and/or to the extent that said Directors are the directors, members, partners of the Companies, firms, body corporate or beneficiary/trustee of trust, that hold shares in any of the Companies. Mr Rajinder Gupta, Non Executive Chairman of the Amalgamated Company as well as the Amalgamating Company belonging to the Promoter Group may be deemed interested in the capacity of Promoter of both the Companies.

25. The details of the present directors of the Amalgamated Company and their shareholding in each of the Amalgamated Company ("A") and the Amalgamating Company ("B") either singly or jointly as on September 30, 2013 are as follows:

S. No.	Name of Director	Designation	Equity shares held	
			(A)	(B)
1.	Mr Rajinder Gupta	Chairman	-	-
2.	Ms Pallavi Shroff	Director	-	-
3.	Mr Rajiv Dewan	Director	23,290	-
4.	Dr M A Zahir	Director	5,510	-
5.	Mr Deepak Nanda	Managing Director	-	-

26. The details of the present directors of the Amalgamating Company, and their shareholding in each of the Amalgamated Company ("A") and the Amalgamating Company ("B") either singly or jointly as on September 30, 2013 are as follows:

S. No.	Name of Director	Designation	Equity shares held	
			(A)	(B)
1.	Mr Rajinder Gupta	Chairman	-	-
2.	Mr S K Tuteja	Co-Chairman	-	-
3.	Mr P K Markanday	Director	13,200	100
4	Mr S P Setia	Director	-	-
5	Mr Kapil Ghorse	Wholetime Director	-	-

27. The expected capital structure of the Amalgamated Company after implementation of the Scheme shall be:

Share Capital	Amount in INR (Indian Rupees)
Authorized Share Capital	
15,09,30,00,000 equity shares of INR 10/- each	1,50,93,00,00,000/-
3,10,50,00,000 preference shares of INR 10/- each	31,05,00,00,000/-
Total	**1,81,98,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
44,71,89,112* equity shares of INR 10/- each	**44,71,89,1120/-**

*(i) The outstanding stock options exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up, and (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up have not been included.

28. The pre and post amalgamation shareholding pattern of both the Amalgamating Company & the Amalgamated Company is as under:

Particulars	Pre Merger				Post Merger	
	Amalgamated Company		Amalgamating Company		Amalgamated Company	
	No. of Shares	%age	No. of Shares	%age	No. of Shares	%age
Promoters and Promoter Group						
Indian Promoters						
Bodies Corporates	5,14,43,833	16.55	25,56,49,500	89.50	16,85,95,513	37.70
Trusts	12,04,84,000	38.76	-	-	12,04,84,000	26.94
Sub-total [1]	**17,19,27,833**	**55.31**	**25,56,49,500**	**89.50**	**28,90,79,513**	**64.64**
Foreign Promoters						
Bodies Corporate	-	-	-	-	-	-
Sub-total [2]	**-**	**-**	**-**	**-**	**-**	**-**
Total [1+2] [A]	**17,19,27,833**	**55.31**	**25,56,49,500**	**89.50**	**28,90,79,513**	**64.64**

Particulars	Pre Merger				Post Merger	
	Amalgamated Company		Amalgamating Company		Amalgamated Company	
	No. of Shares	%age	No. of Shares	%age	No. of Shares	%age
Public Shareholding						
Institutions						
Mutual Funds/ UTI	2,58,572	0.08	-	-	2,58,572	0.06
Financial Institutions/Bank	77,15,596	2.48	-	-	77,15,596	1.72
Sub-total [1]	**79,74,168**	**2.56**	**-**	**-**	**79,74,168**	**1.78**
Non Institutions						
Bodies Corporate	6,91,58,751	22.25	3,00,00,000	10.50	8,83,58,751	19.76
Individuals						
Individual shareholders holding nominal share capital up to Rs 1 lakh	2,99,55,495	9.64	500	0.00	2,99,55,815	6.70
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,68,48,996	5.42	-	-	1,68,48,996	3.77
Qualified Foreign Investor	-	-	-	-	-	-
Any Other [Trusts]	1,49,71,869	4.82	-	-	1,49,71,869	3.35
Sub-total [2]	**13,09,35,111**	**42.13**	**3,00,00,500**	**10.50**	**15,01,35,431**	**33.58**
Total [1+2] [B]	**13,89,09,279**	**44.69**	**3,00,00,500**	**10.50**	**15,81,09,599**	**35.36**
Total [A]+[B]	**31,08,37,112**	**100.00**	**28,56,50,000**	**100.00**	**44,71,89,112**	**100.00**
Total	**31,08,37,112**	**100.00**	**28,56,50,000**	**100.00**	**44,71,89,112**	**100.00**

29. The proposed Scheme of Arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement.

30 On the Scheme being approved by the equity shareholders and creditors (both secured and unsecured creditors) as per the requirements of Section 391 and other applicable provisions of the Companies Act, 1956, the Amalgamating Company and the Amalgamated Company will seek the sanction of the Hon'ble Punjab & Haryana High Court at Chandigarh.

INSPECTION

31. The following documents will be open for inspection by the equity shareholders, secured creditors and unsecured creditors of the Amalgamated Company and the Amalgamating Company upto the date of the meeting at its registered office between 11.00 AM and 1.00 PM on all working days.

(a) Copy of the Company Petition No. 196 of 2013;

(b) Certified Copy of the Order of the Hon'ble Punjab & Haryana High Court at Chandigarh dated December 18, 2013 in the aforesaid Company Petition directing the convening of the meetings;

(c) Scheme of Amalgamation of Trident Corporation Limited with Trident Limited;

(d) Copies of the Memorandum and Articles of Association of the Amalgamated Company and the Amalgamating Company;

(e) The Audited Financial Statements of both the Amalgamating Company and the Amalgamated Company for the year ended March 31, 2013, March 31, 2012 and March 31, 2011;

(f) Audited/Limited Reviewed Financial Statements of the Amalgamating Company and the Amalgamated Company for the quarter ended June 30, 2013;

(g) Valuation Report dated October 9, 2013 issued by M/s BSR and Associates, Chartered Accountants, Mumbai;

(h) Fairness Opinion Report dated October 9, 2013 issued by M/s Motilal Oswal Investment Advisors Private Limited, SEBI Registered Category I Merchant Banker, Mumbai;

(i) Complaints Report dated November 6, 2013 submitted by the Amalgamated Company to BSE Limited and National Stock Exchange of India Limited; and

(j) Observation Letter issued by BSE Limited and National Stock Exchange of India Limited both dated December 6, 2013.

32. On considering the facts, circumstances and benefits, the Board of Directors of the Amalgamating Company and the Amalgamated Company have approved the Scheme of Amalgamation of the Amalgamating Company with the Amalgamated Company in their respective meetings held on October 9, 2013 and now the Scheme is for the approval of the respective Secured Creditors and Unsecured Creditors of the Amalgamating Company and the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Amalgamated Company.

33. The following documents are annexed herewith for the kind reference of the reader:-

A. Complaints Report dated November 6, 2013 submitted by the Amalgamated Company to BSE Limited and National Stock Exchange of India Limited;

B. Copy of Observation Letter dated December 6, 2013 issued by BSE Limited wherein it has conveyed its No-Objection to the Scheme;

C. Copy of Observation Letter dated December 6, 2013 issued by National Stock Exchange of India Limited wherein it has conveyed its No-Objection to the Scheme; and

D. Copy of the Fairness Opinion Report dated October 9, 2013, issued by Motilal Oswal Investment Advisors Private Limited, SEBI Registered Category I Merchant Banker, Mumbai.

This Statement may be treated as the Statement under Section 393 of the Companies Act, 1956 and under Section 102 of the Companies Act, 2013. A copy of the Scheme, Explanatory Statement and Form of Proxy may be obtained by an Equity shareholder or a Secured Creditor or an Unsecured Creditor of the Amalgamated Company and a Secured Creditor or an Unsecured Creditors of the Amalgamating Company at their registered office between 11.00 AM and 1.00 PM on all working days upto the date of meeting, free of cost.

* * *

SCHEME OF AMALGAMATION

UNDER SECTIONS 391 – 394

OF THE COMPANIES ACT, 1956

BETWEEN

TRIDENT CORPORATION LIMITED

AND ITS SHAREHOLDERS AND CREDITORS

AND

TRIDENT LIMITED

AND ITS SHAREHOLDERS AND CREDITORS

PART-I

INTRODUCTION AND DEFINITIONS

1. INTRODUCTION AND DEFINITIONS

1.1 Introduction

A. Trident Limited ("**Amalgamated Company**") is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. The Amalgamated Company was incorporated under the name of "M/s Abhishek Industries Limited" on April 18, 1990 vide Certificate of Incorporation no. 16-10307 of 1990 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. Pursuant to the same, a certificate for commencement of business was issued to the Amalgamated Company on April 25, 1990 by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The name of the Amalgamated Company was subsequently changed to Trident Limited and a fresh Certificate of Incorporation (consequent upon change of name) dated April 18, 2011 was issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh to the Amalgamated Company.

B. The equity shares of the Amalgamated Company are listed on the BSE Limited and the National Stock Exchange of India Limited. The main objects of the Amalgamated Company are as under :-

1. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of:-*

a) *Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, ready made garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.*

b) *Paper, paper products including but not limited to writing & printing paper, maplitho paper, kraft paper, bond paper, glaced paper, pulp, paper and pulp based products, wood based paper, packing materials, card board,*

printing inks and derivatives, by-products, intermediates and mixtures thereof.

c) *Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organametallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & speciality chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalies, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methonal melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colours, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.*

d) *Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissueculture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.*

e) *Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant and machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the company thinks fit and expedient.*

f) *Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.*

2. *To manufacture, produce, cultivate, process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fibre and fibrous substances, wool hair, carpets, druggist, rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fibre, synthetic fibre and all other fibres, allied products, bye-products and substitutes for any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.*

3. *To manufacture, cultivate, plant, grow, process, prepare, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives, pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jaggery, sugarbeet, sugarcane, molasses, syrups, melada, alcohal, and all sugar products and/ or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye-products and acquire or manufacture machinery for any of the above purposes.*

4. *To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, micro processors, computer based systems, systems for online applications, connectivity, telecommunication & internet based systems and to establish, maintain, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/ automated interactive response systems, provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.*

5. *To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipments, electricals, systems and accessories such as multiplexing equipments, radio link systems, supervisory and data acquisition system, analogue to digital transmultiplexing systems, radios, FM radio, broadcasting, manpack/transportable/ static radio, trans-receivers, radio teleprinter, teletype systems, selective calling radio system, analogues systems, digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipments, communication equipments, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems, wire and cordless type telephones, mobiles, cellulars, optical cable, networking, V-sats, electronic teleprinter, facsimile, random access digital address systems, voice and telegraph coding systems, modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.*

6. *To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of schools, colleges, computer centres, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights, concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/ firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives, facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie-up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits.*

7. *To carry on the business of construction, civil engineering, industrial engineering, designing, architectural services and to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical know how or expertise for mutual benefits.*

8. *To lend and advance money, give credit to any person or company; to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial Institution/Bank/ Body Corporate/Govt. Department/Agency subject to the provisions of the Act.*

9. *To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.*

C. Trident Corporation Limited *("***Amalgamating Company***")* is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. The Amalgamating Company is an associate of the Amalgamated Company. The Amalgamating Company was incorporated on February 9, 2010 vide Certificate of Incorporation of same date issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The Amalgamating Company commenced its business activities and operation *vide* Certificate of Commencement dated February 18, 2010 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh.

D. The main objects of the Amalgamating Company are as under: -

1. *To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of textiles, textile products, yarns, yarns products, paper, paper products, chemicals, fertilizers, phosphates products, sugar, bagasse, molasses, alcohol and all other sugar related products/bye products, intermediates and mixtures thereof and generation of electricity, power or other energy sources.*

2. *To provide services and carry on the business as developers, colonizers, advisors, contractors, and consultants in the field of civil, industrial, technical, engineering, designing, project enterprises, real estate, personal estate including acquiring, buying or selling of all kind of properties and to run data processing/ computer centres, business process outsourcing; provide consultancy services and impart training in various disciplines of information technology and to develop, market software packages as well as related items and to undertake turn-key projects/assignments in the field of information technology and infrastructure.*

3. *To generate, accumulate, use, distribute, supply, deal in electricity, steam or other energy sources and to develop, maintain, operate, run, manage or administer hospitals, medicare, health care, diagnostic, health aids, clinics, research centres and to manufacture, deal in, buy, sell, store, import & export all kind of pharmaceuticals, chemicals, medicines, drugs, distillery, ethanol, and all*

other healthcare, pharmaceuticals and energy related products.

E. The Amalgamating Company is presently engaged in trading activities. It has also successfully implemented the textile project by installation of 300 looms to manufacture terry towels at the capital outlay of INR 1,191 Crores (Indian Rupees One Thousand One Hundred and Ninety One Crores only) and the said project is already under trial. The Amalgamating Company is also implementing captive power Project to generate 60 MW power at a capital outlay of INR 393 crores (Indian Rupees Three Hundred Ninety Three Crores only) to feed power to its own manufacturing units as well as manufacturing units of the Amalgamated Company besides implementing the open end yarn project by installation of 1920 rotors to manufacture open end yarn at a capital outlay of INR 60 crores (Indian Rupees Sixty Crores only). All the aforesaid projects of the Amalgamating Company are being implemented in District Sehore in Madhya Pradesh. Post incurring the cumulative capital outlay of INR 1644 crores (Indian Rupees One Thousand Six Hundred Forty Four Crores only), the expected capacities of the Amalgamating Company will be as under:-

Business	Capital Outlay [INR Cr]	Installed Capacity	Projected Commissioning
Terry Towel	1,191	300 Looms	Trials started
Open End Yarn	60	1,920 Rotors	June 2014
Captive Power	393	60 MW	March 2015

F. The Amalgamated Company is engaged in the field of manufacture of yarn, terry towels, paper, chemicals, and captive power. The manufacturing facilities of the Amalgamated Company are located at District Barnala in Punjab and District Sehore in Madhya Pradesh. The Amalgamated Company is also implementing a composite textile project comprising of two spinning units by installing 1,76,064 additional spindles & other balancing equipment to manufacture cotton yarn of higher count & value added varieties alongwith a bed sheeting unit with a capacity of 500 looms in Budni, Madhya Pradesh. The aforesaid composite textile project will entail a capital outlay of INR 1,667 crores (Indian Rupees One Thousand Six Hundred and Sixty Seven Crores only) and the expected additional installed capacities of the Amalgamated Company will be as under:-

Business	Capital Outlay [INR Cr]	Installed Capacity (In addition to existing operations)	Projected Commissioning
Composite Textile Facilities (Yarn Spinning & Sheeting)	1,667	176,064 Spindles 500 Looms	September 2015

G. The Amalgamated Company is an existing shareholder of the Amalgamating Company holding 25.42% of the equity shares of the Amalgamating Company as on September 30, 2013.

H. Due to similar lines of business and with a larger objective of efficient utilization of resources, business synergies, and enhanced value for stakeholders and considering that the Amalgamating Company and the Amalgamated Company are group entities, it is now proposed to merge the Amalgamating Company with the Amalgamated Company.

I. More specifically, the proposed merger of the Amalgamating Company with the Amalgamated Company pursuant to this Scheme shall be advantageous & beneficial to both the Amalgamating Company and the Amalgamated Company & their respective stakeholders in the following ways :

(i) **Consolidation of Manufacturing Operations:** The business interests of both the Amalgamated Company as well as the Amalgamating Company are common in the field of manufacture of terry towels, open end yarn and generation of captive power. The merged entity will have enhanced shareholder's value accruing from consolidation of the manufacturing operations resulting in economies of scale, efficient utilization of capital, optimum utilization of infrastructure and other resources as well as jointly setting up and commissioning of projects in hand, contributing to the overall growth prospects of the combined entity.

(ii) **Global Scale of operations:** The combined resources of the merged entity will build a greater market share in Textile business which will provide the impetus to the business and thus contributing to overall profitability of the merged entity. Also, the merger shall result in global scale of the operations which shall position the merged entity amongst one of the largest global players in the integrated home textile segment.

(iii) **Streamlining of Group Structure:** The Amalgamating Company and the Amalgamated Company are associates and part of the same Trident group wherein the Amalgamated Company holds equity shares in the Amalgamating Company. The merger of the Amalgamating Company with the Amalgamated Company will enable similar business interest of the group into one corporate entity, resulting in operational synergies, simplification of the group structure and efficient administration.

(iv) **Forward & Backward Integration Benefits:** The cotton yarn manufactured by the Amalgamated Company shall be the raw material of the terry towel being manufactured by the Amalgamating Company and the proposed captive power unit of the Amalgamating Company will supply power to the manufacturing units of the Amalgamated Company, thereby yielding the advantages of forward & backward integration. The cost, quality and assured supply can be controlled from the origin point of supply resulting in stronger base of the combined entity & optimum utilization of resources. Also the reduced dependence on the State Power Resources, shall result in considerable cost savings and making the merged entity self dependent.

(v) **Combined Talent Pool Benefits:** The combined talent of both the Amalgamating Company and the Amalgamated Company shall result in diverse set of competencies, education, skills, and enthusiasm to drive innovation, growth, contribute positively for the achievement of strategic goals. This would lead to a more rapid build up and it would be easier to attract talent due to brand equity of a large scale organization.

(vi) **Business Synergies:** With the amalgamation of the Amalgamating Company into the Amalgamated Company, the technical capabilities, the resources, infrastructural facilities of the Amalgamating Company would be better utilized with larger scope for obtaining/infusing additional investments/ funds and this would help the Amalgamated Company to increase its turnover. Additionally, the amalgamation of the Amalgamating Company into the Amalgamated Company is expected to result in a re-rating of the combined entity with the investor community on account of enhanced net worth and increased brand equity leading to enhancement in shareholders' value.

(vii) **Geographical Diversification Benefits:** The Amalgamated Company shall be able to expand its manufacturing base for production of terry towels in the State of Madhya Pradesh resulting in leveraging the locational advantage of being nearer to Port, mega project incentives offered by the State, reduction in power cost, etc. making the exports of the Amalgamated Company more cost effective resulting in improved profitability for the merged entity along with increased supply of foreign exchange to the Country.

(viii) **Reduction in Costs:** Consequent upon the amalgamation of the Amalgamating Company into the Amalgamated Company, the Amalgamating Company would be able to optimize the manpower resources required for overall administration & statutory compliances. The Amalgamating Company would be able to use the existing infrastructure including long term supply contracts, distribution contracts, marketing facilities, manufacturing units and power plants/projects of the Amalgamated Company and this would reduce the cost of maintaining and using separate resources. Excise, sales tax, accounts and similar other statutory compliances can be operated from single entity, thus reducing the overall costs of such compliances. Consequent the merger of the Amalgamating Company with the Amalgamated Company, there will be elimination of overlapping activities, optimization of manpower resources in functional areas like service, administration, legal, secretarial, human resources development, finance etc.

(ix) **Enhanced Growth Prospects:** In the present business scenario, the international technology and strategic tie-ups have become the established means of growth. The enhanced net worth, improved financial leverage of the merged entity would form a strong base and competitiveness to effectively negotiate the various tie-ups, long term supply contracts, alternate inputs, etc paving the way for improvement in profitability margins.

J. Recognising the strengths of each other and with the end intent of aligning the business operations undertaken by the Amalgamating Company and the Amalgamated Company, the Amalgamating Company and the Amalgamated Company now propose by way of this Scheme to merge/ amalgamate the Amalgamating Company into and with the Amalgamated Company in accordance with the terms hereof, which would cause benefits to both the entities, the employees, the shareholders, the creditors of such entities and to the public at large.

1.2 Definitions

1.2.1 In this Scheme, unless repugnant to the subject, context or meaning thereof, the following initially and/or fully capitalised words and expressions shall have the meanings as set out herein below :

(a) "**Act**" or "**the Companies Act, 1956**" means the Companies Act, 1956, the rules and regulations made thereunder and will include any statutory modifications, re-enactments and/or amendments thereof and also mean and refer to corresponding sections of Companies Act, 2013 as and when such corresponding sections are notified in the Official Gazette by the Central Government.

(b) "**Amalgamating Company** " or "**TCL**" means Trident Corporation Limited, as defined in Clause 1.1(C) above and includes:

(i) any and all its assets, whether movable or immovable, whether present or future, whether tangible or intangible, all rights, title, interests, covenants, undertakings, liabilities including continuing rights, title and interests in connection with the land and the buildings thereon, whether freehold or otherwise, plant and machinery, whether leased or otherwise, vehicles, bank accounts, together with all present and future liabilities including contingent liabilities and debts appertaining thereto; and

(ii) any and all investments, loans and advances, including accrued interest thereon; and

(iii) any and all approvals, consents, exemptions, registrations, no-objection certificates, clearances, permits, quotas, rights, entitlements, licenses, certificates, tenancies, trade names, trademarks, service marks, copyrights, domain names, sales tax credits, income tax credits, capital subsidy/interest reimbursement/entitlements under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India and the Special Package for Textile Projects of Government of Madhya Pradesh, applications for trade names, trademarks, service marks, copyrights, privileges and benefits of all contracts, agreements relating to purchase of assets, service contracts, other agreements, Letter of Intents, Expression of Interests, approved drawings, maps, Building plans, SIA Approvals, permissions,

sanction letters, special package of incentives granted by State Government, privileges, exemptions, deferrals, bank guarantees, municipal permissions, softwares, data source codes, telephones, telex, facsimiles etc, electricity connections and all other rights including lease rights, licenses and registrations, powers and facilities of every kind and description whatsoever, pertaining to the Amalgamating Company; and

(iv) any and all debts, borrowings and liabilities, present or future, whether secured or unsecured, of the Amalgamating Company; and

(v) any and all employees, who are on the pay roll of the Amalgamating Company, including those engaged at its offices at their current terms and conditions, including all employee benefits such as provident fund, employees' state insurance, gratuity fund, superannuation fund etc; and

(vi) any and all advance monies, earnest monies and/or security deposits, payment against warrants or other entitlements, in connection with or relating to the Amalgamating Company.

(c) "**Amalgamated Company**" or "**TL**" means Trident Limited, as defined in Clause 1.1(A) above.

(d) "**Applicable Law(s)**" means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, approval from the concerned authority, Government resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question.

(e) "**Appointed Date**" means April 1, 2014, being the date with effect from which this Scheme shall be applicable, i.e., with effect from which the Amalgamating Company shall merge with the Amalgamated Company, or such other date as may be approved by the High Court.

(f) **"Board of Directors**" in relation to the Amalgamating Company and/or the Amalgamated Company, as the case may be, shall, unless it be repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors.

(g) "**Board Approval Date**" shall mean October 9, 2013 i.e., the date of approval of the Scheme by the Board of Directors of the Amalgamating Company and the Amalgamated Company

(h) **"Certificate"** shall mean and refer to the certificate issued by the valuer named M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013.

(i) "**Effective Date**" has the meaning assigned to it in Clause 7.7 hereof.

(j) "**Government**" means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof.

(k) "**High Court**" means the Hon'ble High Court of Punjab & Haryana at Chandigarh.

(l) "**Licenses**" has the meaning assigned to it in Clause 3.3.4 hereof.

(m) "**NCLT**" has the meaning assigned to it in Clause 1.2.4 hereof.

(n) "**Record Date**" shall mean the date as may be fixed by the Board of Directors of the Amalgamated Company for the purpose of issue of shares of the Amalgamated Company to the respective shareholders of the Amalgamating Company.

(o) "**Scheme**" means this scheme of amalgamation, in its present form, with or without any modifications, as may be approved or imposed or directed by the shareholders, creditors, the High Court or Stock Exchange/SEBI or any authority .

(p) "**Share Exchange Ratio**" has the meaning assigned to it in Clause 4.2 hereof.

(q) "**Valuation Report**" has the meaning assigned to it in Clause 4.2 hereof.

1.2.2 Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" shall mean the Effective Date.

1.2.3 The terms "hereof", "herein", "hereby", "hereto" and derivative or similar words used in this Scheme refers to this entire Scheme.

1.2.4 The expressions, which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the Regulations made thereunder), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, by-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the Hon'ble High Court in this Scheme, the reference would include, if appropriate, reference to the National Company Law Tribunal ("**NCLT**") or such other forum or authority, as may be vested with any of the powers of a High Court under the Act from time to time.

PART-II

SHARE CAPITAL STRUCTURE

2. CAPITAL STRUCTURE

2.1 **Amalgamated Company**

The capital structure of the Amalgamated Company as on September 30, 2013 is as under:

Share Capital	**Amount in INR (Indian Rupees)**
Authorized Share Capital	
6,08,10,00,000 equity shares of INR 10/- each	60,81,00,00,000/-
3,00,50,00,000 preference shares of INR 10/- each	30,05,00,00,000/-
Total	**90,86,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of INR 10/- each	**3,10,83,71,120/-**

As on September 30, 2013, the Amalgamated Company has outstanding (i) stock options

exercisable into 42,97,826 equity shares of the face value of INR 10/- (Indian Rupees Ten only) each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up.

2.2 **Amalgamating Company**

The capital structure of the Amalgamating Company as on September 30, 2013 is as under:

Share Capital	Amount in INR (Indian Rupees)
Authorized Share Capital	
9,01,20,00,000 equity shares of INR 10/- each	90,12,00,00,000/-
10,00,00,000 preference shares of INR 10/- each	100,00,00,000/-
Total	**91,12,00,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of INR 10/- each	**2,85,65,00,000/-**

2.3 There is no change in the capital structure of the Amalgamating Company and the Amalgamated Company since September 30, 2013.

PART-III

TRANSFER OF AMALGAMATING COMPANY

3. **TRANSFER AND VESTING OF THE AMALGAMATING COMPANY**

3.1 This Scheme shall become effective on occurrence of the Effective Date but shall be deemed to be operative from the Appointed Date.

3.2 Subject to the provisions of the Scheme in relation to the modalities of transfer and vesting, on occurrence of the Effective Date, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the orders passed by the Hon'ble Punjab & Haryana High Court. Without prejudice to the generality of the above, and in particular, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company in the manner described in sub-clauses (a) to (u) below :

(a) All the assets of the Amalgamating Company as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company, with effect from the Appointed Date, and shall become the property and an integral part of the Amalgamated Company. The vesting of property under this sub-clause shall be deemed to have occurred by manual delivery or endorsement and delivery, as appropriate to the property being vested, and the title to such property shall be deemed to have been transferred accordingly.

(b) With effect from the Appointed Date, all movable property of the Amalgamating Company other than those specified in sub-clause (a) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, cash & bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons shall without any act, instrument or deed become the property of the Amalgamated Company.

(c) With effect from the Appointed Date, all immovable property (including land, buildings, offices, sites and any other immovable property, including accretions and appurtenances) of the Amalgamating Company, whether freehold or leasehold, and any documents of title, rights, interest and easements in relation thereto shall stand transferred to and be vested in the Amalgamated Company, without any act or deed done by the Amalgamating Company or the Amalgamated Company. With effect from the Appointed Date, the Amalgamated Company shall be entitled to exercise all rights and privileges and be liable to pay all taxes and charges and fulfil all obligations, in relation to or applicable to such immovable properties. The mutation/substitution of the title to the immovable properties shall be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of the Scheme by the High Court and the Scheme becoming effective in accordance with the terms hereof without demanding any stamp duty, registration fees, transfer fees or charges of whatsoever nature.

(d) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of accounts or disclosed in the balance sheet of the Amalgamating Company, shall become and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company.

(e) With effect from the Appointed Date, the borrowing limits of the Amalgamating Company approved by the shareholders of the Amalgamating Company under Section 293(1)(d) and enabling powers to the Board of Directors of the Amalgamating Company under Section 293(1) (a) of the Act, shall be cumulated with the existing borrowing limits and enabling powers of the Amalgamated Company and consequently, the borrowing limits and the enabling powers of the Amalgamated Company shall stand increased to that extent.

(f) Without prejudice to the generality of the provisions contained herein, all loans raised before the Appointed Date and liabilities incurred by the Amalgamating Company before the Appointed Date for its operations shall be deemed to be liabilities of the Amalgamated Company.

(g) With effect from the Appointed Date, all acknowledgement issued by Secretariat for Industrial Assistance[SIA], Ministry of Commerce & Industry, New Delhi; contracts, deeds, bonds, agreements, schemes, arrangements and other instruments of whatsoever nature in relation to the

Amalgamating Company to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto.

(h) With effect from the Appointed Date, all permits, quotas, rights, entitlements, licenses including those relating to trademarks, tenancies, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto.

(i) With effect from the Appointed Date, any statutory licenses, no-objection certificates, permissions or approvals or consent to establish, consent to operate and any other consents required to carry on operations of the Amalgamating Company or granted to the Amalgamating Company or in process shall stand vested in or transferred to the Amalgamated Company without further act or deed, and shall be appropriately transferred or assigned by the statutory authorities concerned therewith in favour of the Amalgamated Company upon the transfer and vesting of the Amalgamating Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Amalgamating Company shall vest in and become available to the Amalgamated Company pursuant to this Scheme.

(j) Without prejudice to the generality of the foregoing, it is further clarified that the special package of concessions, exemptions, incentives provided by the State/Central Government or any other authority/agency to Amalgamating Company for its Textile Projects and Captive Power Project also referred as Mega Project shall stand transferred to and vested in the Amalgamated Company as if the same were originally given by, issued to or executed in favour of the Amalgamated Company and the rights and benefits under the same shall be available to the Amalgamated Company. Further, it is specifically mentioned that the agreement effected between the Amalgamating Company and the State Government in respect of the Mega Project and any notification issued by the State Government shall stand transferred in favour of the Amalgamated Company without any further act or deed as if the same was originally executed with the Amalgamated Company. All the obligations, duties, exemptions, incentives, concessions and rights under that agreement shall stand transferred to the Amalgamated Company.

(k) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all interest reimbursements/entitlements/subsidies available to the Amalgamating Company under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India shall stand transferred to & vested in and become available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursements/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursements/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(l) On occurrence of the Effective Date and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all capital subsidy receivables/entitlements available to the Amalgamating Company under Technology Upgradation Fund Scheme of Ministry of Textiles, Government of India shall stand transferred to & vested in and become available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursement/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursement/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(m) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all interest subsidies/ reimbursement receivables/ entitlements available to the Amalgamating Company under special package for textile projects of Government of Madhya Pradesh shall stand transferred to & vested in and become

available to the Amalgamated Company pursuant to this Scheme without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Notwithstanding such transfer/ vesting of the reimbursement/entitlements/ subsidies, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the reimbursement/entitlements/ subsidies, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(n) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, State Government approval to extract water from Narmada River to the Amalgamating Company or any agreement regarding withdrawal and usage of water from Narmada River or any other natural resource between the MP State Government and the Amalgamating Company shall stand transferred and vest in favour of the Amalgamated Company without any further act or deed and shall be enforceable as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary thereto. Also, any sanction from appropriate authorities of State/Central Government to extract underground water or any other arrangement of the Amalgamating Company regarding usage of Central/State Water Resources shall pursuant to this Scheme without any further act or deed and shall vest or be automatically get transferred to the Amalgamated Company without imposition of any fees, charges of any nature.

(o) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, the application, entitlements, benefits regarding linkage of coal from Central Electricity Authority for the upcoming Captive Power Project of the Amalgamating Company shall stand transferred and vest with the Amalgamated Company without any further act or deed and without imposition of any fees, charges of any nature. Notwithstanding such transfer/ vesting of the application/entitlements/benefits, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the application/ entitlements/benefits, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(p) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, all the benefits, entitlements, incentives, exemptions, duty drawbacks, reimbursements of Direct Taxation and Indirect Taxation pertaining to Central Government and State Government, which *interalia* include benefits and entitlement of carry forward of losses, deferred taxation, MAT; Export and Import Benefits, VAT/CST, Central Excise, Customs and Service Tax shall stand get transferred and vest with the Amalgamated Company without any further act or deed and without imposition of any fees, charges of any nature. Notwithstanding such transfer/ vesting of the application/entitlements/ benefits, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the incentives/entitlements/benefits/exemptions/ drawback, the Amalgamated Company shall facilitate the statutory authorities by filing such applications after the Effective Date, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

(q) With effect from the Appointed Date, the Amalgamated Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Amalgamating Company.

Provided however, all legal, administrative and other proceedings of whatsoever nature by or against the Amalgamating Company pending in any court or before any authority, judicial, quasi judicial or administrative, any adjudicating authority and/or arising before the Appointed Date and relating to the Amalgamating Company, or its properties, assets, debts, liabilities, duties and obligations shall be continued and/or enforced until the Effective Date by or against the Amalgamating Company; and from the Effective Date, shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Company, had the Scheme not been made. On and from the Effective Date, the Amalgamated Company shall have the right to initiate or defend any legal proceedings in relation to the Amalgamating Company in the same manner and to the same extent as would or might have been initiated by the Amalgamating Company as the case may be, had the Scheme not been made.

If any suit, appeal or other proceeding of whatever nature by or against the Amalgamating Company be pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of the transfer of the Amalgamating Company or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Amalgamated Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Amalgamating Company as if this Scheme had not been made.

(r) On occurrence of the Effective Date, all persons that were employed by the Amalgamating Company immediately before such date shall become employees of the Amalgamated Company with the benefit of continuity of service on the same terms and conditions as were applicable to such employees of the Amalgamating Company immediately prior to such transfer and without any break or interruption of service. It is clarified that the employees of the Amalgamating Company who become employees of the Amalgamated Company by virtue of this Scheme, shall continue to be governed by the terms of employment as were applicable to them immediately before such transfer and shall not be entitled to be governed by employment policies, and shall not be entitled to avail of any benefits under any scheme or settlement or otherwise that are applicable and available to any other employees of the Amalgamated Company, unless and otherwise so stated by the Amalgamated Company in writing in respect of all employees, class of employees or any particular employee. The Amalgamated Company undertakes to continue to abide by any agreement/settlement, if any, entered into by the Amalgamating Company with any of its unions/employees thereof. With regard to provident fund, employees' state insurance obligations, created or existing for the benefit of such employees of the Amalgamating Company, (as more particularly detailed in **Annexure I**), upon occurrence of the Effective Date, the Amalgamated Company shall stand substituted for the Amalgamating Company, for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing provident fund, obligations regarding employees' state insurance , gratuity and compensated leave balances and other insurance policies created by the Amalgamating Company for its employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, the Amalgamated Company shall make the necessary contributions for such transferred employees of the Amalgamating Company and deposit the same in provident fund, employees' state insurance obligations, grauity funds, insurance premiums, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Amalgamating Company in relation to such schemes or funds shall become those of the Amalgamated Company.

(s) Upon the Scheme becoming effective and as a consequence of the amalgamation of the Amalgamating Company with the Amalgamated Company, Loans or advances or other obligations, if any, due *inter se* between the Amalgamating Company and the Amalgamated Company shall stand discharged and there shall be no liability in that behalf. Notwithstanding anything contained in Clause 3.2 (d) of this Scheme, in so far as any securities, debentures or notes issued by the Amalgamating Company, and held by the Amalgamated Company and *vice versa* are concerned, the same shall, unless sold or transferred by holder of such securities, at any time prior to the Appointed Date, stand satisfied and shall have no further effect.

(t) With effect from the Appointed Date, all motor vehicles of any description whatsoever of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company and without further act or deed, the appropriate governmental and registration authorities shall substitute the name of the Amalgamated Company in place of the Amalgamating Company, for statistical records and registration purposes, as the case may be. Insurance policies relating to motor vehicles and third party insurances shall also be transferred accordingly.

(u) It is expressly clarified that with effect from the Appointed Date, all taxes payable by the Amalgamating Company, if any, including all or any refunds of the claims shall be treated as the tax liability or refunds/claims as the case may be of the Amalgamated Company.

3.3 **Procedural Formalities post sanction of the Scheme**

3.3.1 Upon this Scheme becoming effective, the secured creditors of the Amalgamating Company, shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Amalgamating Company, as existing immediately prior to the amalgamation of the Amalgamating Company with the Amalgamated Company. It is hereby clarified that pursuant to the amalgamation of the Amalgamating Company with the Amalgamated Company, the secured creditors of the Amalgamating Company shall not be entitled to any further or additional security over the properties, assets, rights, benefits and interest of the Amalgamated Company.

3.3.2 The Amalgamated Company shall, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds of confirmation or novation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company has been a party , in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company.

3.3.3 Upon the Scheme becoming effective, for all practical purposes and without any separate deed, instrument or writing, the Amalgamating Company and/or the Amalgamated Company shall, if required, simultaneously with the amendment in the register of charges, file particulars of the modified charge with the concerned Registrar of Companies. Any documentation subsequently entered into with the terms lenders or the working capital lenders of the Amalgamating Company and the Amalgamated Company, shall be for the sake of convenience and record only and to reflect the changes in the

security pursuant to the Scheme and there shall be no break in the continuity of such charge and the same shall relate back to the date of its creation thereof in the Amalgamating Company.

3.3.4 Upon the Scheme becoming effective, all statutory permissions, licenses, approvals, consents, privileges, benefits, tax holidays, tax concessions and benefits of filings and all other incorporeal rights emanating from such licenses (together the "**Licenses**", for the purpose of this Clause 3.3.4) relating to the Amalgamating Company (as detailed more particularly in **Annexure II**), shall stand transferred to and vested in the Amalgamated Company without any further act, instrument or deed, as more particularly provided hereinabove. Notwithstanding such transfer/ vesting of the Licenses, if any application is required for the statistical record of the statutory authorities to implement the transfer and vesting of the Licenses, as provided hereinabove, the Amalgamated Company shall facilitate the statutory authorities by filing such applications, which shall be granted/ approved in favour of the Amalgamated Company based on the sanction order of the Scheme by the High Court.

3.3.5 Upon the Scheme becoming effective, the Amalgamated Company is expressly entitled to revise its direct or indirect tax returns and related withholding certificates and/or direct or indirect tax returns and related withholding certificates of the Amalgamating Company and shall be entitled to claim refund, advance tax credits including MAT credit, CENVAT and MODVAT credit etc., tax holidays, exemptions.

3.3.6 From the Effective Date, all bank accounts of the Amalgamating Company shall be permitted to be continued with the same balances as of the Effective Date in the name of the Amalgamated Company and for statistical record the Amalgamated Company shall be permitted to file names and particulars of the new authorised signatories for withdrawals and/ or deposits/ credits in such bank accounts and the relevant bank accounts shall be reconstituted accordingly as may be decided by the Board of Directors of the Amalgamated Company.

3.4 **Conduct of Business between the Board Approval Date and the Appointed Date/Effective Date**

3.4.1 With effect from the Board Approval Date and upto and including the Appointed Date and/or the Effective Date, whichever is later:

(i) the Amalgamating Company undertakes and shall be deemed to have been carrying on all of its business activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all assets, for and on account of and in trust for the Amalgamated Company; and

(ii) all profits accruing to the Amalgamating Company and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of the Amalgamated Company; and

(iii) the Amalgamating Company shall carry on its business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and shall not undertake any such additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/ assets, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in the High Court; or (c) when the same is in pursuance to the implementation of ongoing projects sanctioned prior to the Board Approval Date (c) when a prior written consent of the Amalgamated Company has been obtained in this regard; and

(iv) except by mutual consent of the Board of Directors of the Amalgamating Company and the Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date or as part of this Scheme, pending sanction of this Scheme by the High Court, the Amalgamating Company shall not make any change in its capital structure either by any increase (by issue of equity shares, preference shares, bonus shares, convertible securities, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner, which would have the effect of reorganisation of capital of the Amalgamating Company, except : (a) when the same is expressly provided in this Scheme; or (b) when the same is in the ordinary course of business as carried on by it as on the date of filing of this Scheme in the High Court; or (iii) when a prior written consent of the Amalgamated Company has been obtained in this regard,

(v) the Amalgamating Company shall not vary or alter, except in the ordinary course of its business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of the Amalgamating Company, the terms and conditions of employment of any of its employees, nor shall it conclude settlement with its employees except with the written concurrence of the Amalgamated Company; and

(vi) the Amalgamating Company shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company. However the Amalgamating Company shall implement the ongoing Projects as sanctioned by the Board of Directors of the Amalgamating Company prior to the Board Approval Date; and

(vii) the Amalgamating Company shall not amend its Memorandum of Association and / or its Articles of Association, except with the written concurrence of the Amalgamated Company.

3.5 With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Company as on the close of business on the date preceding the Appointed Date, whether or not provided in their books, and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and

obligations of the Amalgamated Company.

3.6 With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the business of the Amalgamating Company.

3.7 Upon this Scheme becoming effective, the Amalgamating Company shall stand dissolved, without being wound-up.

3.8 For the purpose of giving effect to the amalgamation order passed under Sections 391 to 394 and other applicable provisions of the Act in respect of the Scheme by the High Court, the Amalgamated Company shall, at any time pursuant to the orders on the Scheme, be entitled to get the recordal of the change in the legal right(s) upon the amalgamation of the Amalgamating Company, in accordance with the provisions of Sections 391 to 394 of the Act.

PART-IV

REORGANIZATION OF SHARE CAPITAL AND ACCOUNTING TREATMENT

4. CONSIDERATION

4.1 Upon coming into effect of this Scheme and upon vesting in and transfer of the assets and liabilities of the Amalgamating Company to the Amalgamated Company in accordance with Part III of this Scheme, the Amalgamated Company shall fix a Record Date for the purposes of this Scheme for completion of all allotments to the respective members of the Amalgamating Company existing as on the Record Date as provided herein and without any further act or deed:

(i) Issue and allot 16 (sixteen) equity shares of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 18.61/- (Indian Rupees Eighteen and paise sixty one only) per share, as fully paid up shares in the share capital of the Amalgamated Company to the shareholders of the Amalgamating Company for every 25 (twenty five) equity shares of INR 10/- (Indian Rupees Ten only) each fully paid up shares held by the said shareholders in the Amalgamating Company.

(ii) The equity shares issued and allotted to the shareholders of the Amalgamating Company in the Amalgamated Company shall rank *pari passu* in all respects with existing equity shares of the Amalgamated Company from the Appointed Date. All rights accruing to the shareholders of the Amalgamated Company, inter-alia, dividend rights, shall also accrue to the shareholders of the Amalgamating Company from the Appointed Date.

(iii) No fractional coupons shall be issued by the Amalgamated Company to the shareholders of the Amalgamating Company on Record Date in respect of the residual fractional entitlements (if any), to which the shareholders of the Amalgamating Company may be entitled on issue and allotment of the equity shares of the Amalgamated Company in pursuance of this Clause 4.1, and that such residual fractional entitlements shall be rounded off to 1 (one) equity share and issued as may be decided by the Board of Directors of the Amalgamated Company, provided that any surplus unalloted fractional entitlements shall be disposable by the Board of Directors of the Amalgamating Company at their sole discretion.

(iv) In so far as the issue of new equity shares pursuant to clause 4.1(i) above is concerned, each of the members of the Amalgamating Company holding shares in physical form shall have the option, exercisable by notice in writing by them to the Amalgamated Company on or before the Record Date, to receive, the new equity shares of the Amalgamated Company either in certificate form or in dematerialized form, in lieu of their equity shares in the Amalgamating Company in accordance with the terms hereof. In the event that such notice has not been received by the Amalgamated Company in respect of any of the members of the Amalgamating Company, the equity shares of the Amalgamated Company shall be issued to such members in physical form. Those of the members of the Amalgamating Company who exercise the option to receive the equity shares in the dematerialized form shall be required to have an account with a depository participant and shall provide details thereof and such other confirmations as may be required in the notice provided by such member to the Amalgamated Company. It is only thereupon that the Amalgamated Company shall issue and directly credit the demat account of such member with the new equity shares of the Amalgamated Company.

(v) Notwithstanding anything to the contrary, upon the issue and allotment of new equity shares in the Amalgamated Company to the eligible shareholders of the Amalgamating Company whose name shall appear on the respective register of members of the Amalgamating Company on such Record Date fixed as aforesaid, the share certificates in relation to the shares held by them in the Amalgamating Company shall be deemed to have been automatically cancelled and be of no effect, on and from such Record Date.

(vi) The equity shares so issued and allotted to the shareholders of the Amalgamating Company shall be listed at National Stock Exchange of India Limited and BSE Limited where the existing shares of the Amalgamated Company are listed. The application for listing of the shares shall be filed within 90 days of the Scheme becoming effective.

4.2 The aforesaid share exchange ratio i.e. 16 (sixteen) equity shares of the Amalgamated Company to be issued in lieu 25 (twenty five) equity shares of the Amalgamating Company ("**Share Exchange Ratio**"), as described in Clause 4.1 herein above, has been arrived as per the valuation report of M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013 ("**Valuation Report**"). The Valuation Report has been placed before the Audit Committee of the Amalgamated Company, wherein the Audit Committee of the Amalgamated Company has furnished its report recommending the Scheme and the Share Exchange Ratio based on the Valuation Report. The aforesaid Share Exchange Ratio has been determined by the Board of Directors of the Amalgamating Company based on their independent judgment and taking into account the Valuation Report and the Certificate

issued by M/s B S R and Associates, Chartered Accountants, Mumbai. Further, M/s Motilal Oswal Investment Advisors Private Limited, New Delhi, a SEBI registered category- I merchant banker, has issued a fairness opinion report dated October 9, 2013("**Fairness Opinion Report**") expressing fairness of the recommendation in the Valuation Report of M/s B S R and Associates, Chartered Accountants, Mumbai dated October 9, 2013. The aforesaid Share Exchange Ratio has been determined by the Board of Directors of the Amalgamated Company based on their independent judgment and taking into account the report of the Audit Committee of the Amalgamated Company, the Fairness Opinion of M/s Motilal Oswal Investment Advisors Private Limited, New Delhi, a SEBI registered category- I merchant banker, the Valuation Report of M/s B S R and Associates, Chartered Accountants, Mumbai.

4.3 The share capital of the Amalgamating Company held by the Amalgamated Company and the investment as shown in the balance sheet of the Amalgamated Company, being shares held in the Amalgamating Company, shall stand cancelled.

4.4 It is clarified that the Amalgamating Company and the Amalgamated Company shall not be required to pass separate resolutions for the purpose of issuing the equity shares to the shareholders of the Amalgamating Company in pursuance to Clause 4.1 herein above, under Section 81(1A) of the Act, and it shall be deemed that the shareholders of the Amalgamating Company and the shareholders of the Amalgamated Company while according their consent to the Scheme, have consented to the issuance and allotment of shares on the Record Date to the shareholders of the Amalgamating Company in pursuance to Clause 4.1 of the Scheme.

5. CHANGE IN AUTHORIZED SHARE CAPITAL

5.1 Upon this Scheme becoming effective and upon vesting and transfer of the Amalgamating Company in the Amalgamated Company pursuant to the terms of this Scheme and consideration thereof, the entire authorized share capital of the Amalgamating Company amounting to INR 91,12,00,00,000/- (Indian Rupees Nine Thousand One Hundred Twelve Crores only) divided into 9,01,20,00,000 (Nine Hundred One Crores and Twenty Lacs) equity shares of INR 10/- (Indian Rupees Ten only) each and 10,00,00,000 (Ten crores) preference shares of INR 10/- (Indian Rupees Ten only) each shall stand transferred from the authorized share capital of the Amalgamating Company to the authorized share capital of the Amalgamated Company.

Accordingly, the authorized share capital of the Amalgamated Company shall stand increased by an amount of INR 91,12,00,00,000/- (Indian Rupees Nine Thousand and One Hundred and Twelve Crores only) divided into 9,01,20,00,000 (Nine Hundred One Crores and Twenty Lacs) equity shares of INR 10/- (Indian Rupees Ten only) each and 10,00,00,000 (Ten crores) preference shares of INR 10/- (Indian Rupees Ten only) each and Clause V of the Memorandum of Association of the Amalgamated Company shall stand substituted to read as follows:

"The Authorised Share Capital of the Company is INR 1,81,98,00,00,000/- (Indian Rupees Eighteen Thousand One Hundred Ninety Eighty Crores only) divided into 15,09,30,00,000 (Fifteen Hundred Nine Crores Thirty Lacs) Equity Shares of INR 10/- (Indian Rupees ten only) each and 3,10,50,00,000 (Three Hundred Ten Crores Fifty Lacs) Preference Shares of INR 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, 1956."

5.2 The stamp duty or filing fees paid on the authorized share capital of the Amalgamating Company are permitted to be utilized and applied towards the increase in the authorized share capital of the Amalgamated Company in accordance with this Clause 5, and no further demand of additional stamp duty or fee shall be raised or made upon the Amalgamated Company by any regulatory authorities in relation to such increase in the authorized share capital of the Amalgamated Company, including by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

5.3 It is hereby clarified that for the purposes of increasing the authorized share capital of the Amalgamated Company in accordance with this Clause 5, the consent of the shareholders of the Amalgamated Company to this Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and that no further resolution under Section 16, Section 81, Section 94 or any other applicable provisions of the Act, would be required to be separately passed.

6. ACCOUNTING TREATMENT

6.1 Upon the Scheme coming into effect and subject to the provisions contained herein, the assets and liabilities of the Amalgamating Company, shall be accounted for and dealt with in the books of accounts of the Amalgamated Company in accordance with the "Purchase Method" of Accounting Standard (AS) 14 issued by The Institute of Chartered Accountants of India and as notified by the Companies (Accounting Standards) Rules, 2006 such that:

(i) The Amalgamated Company shall, record the assets and liabilities (difference between the assets and liabilities hereinafter referred to as "**Net Assets**") vested in it pursuant to this Scheme, at the fair values thereof, at the close of business of the day immediately preceding the Appointed Date, which shall be determined and accounted appropriately as may be decided by the Board of Directors of the Amalgamated Company;

(ii) The equity shares, loans and advances *inter-se* between the Amalgamating Company and the Amalgamated Company appearing in the books of the account of either the Amalgamating Company or the Amalgamated Company, if any, shall stand cancelled;

(iii) The Amalgamated Company shall credit to its "Share Capital Account" in its books of account the aggregate face value of the new equity shares issued by it to the respective members of the Amalgamating Company pursuant to this Scheme. Further,

the Amalgamated Company shall credit to its "Securities Premium Reserve Account" in its books of account, the premium on new shares issued by the Amalgamated Company to the respective members of the Amalgamating Company; and

(iv) The aggregate excess, if any, of the Net Assets and net effect of the adjustments as detailed and referred to in Clause 6.1 (ii) herein above, over the value of new equity shares issued & allotted (including Securities Premium Reserve account) as detailed and referred to in Clause 6.1 (iii) herein above shall be credited to the "Capital Reserve Account" in the books of the Amalgamated Company. The deficit, if any, shall be debited by the Amalgamated Company to its "Goodwill Account".

PART-V

MISCELLANEOUS

7. GENERAL TERMS AND CONDITIONS

7.1 The amalgamation in accordance with this Scheme of the Amalgamating Company with the Amalgamated Company shall take place with effect from the Appointed Date and shall be pursuant to and in compliance with the provisions of Section 2(1B) of the Income Tax Act, 1961.

7.2 The Amalgamated Company shall be entitled to file/ revise its income tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, if any, as may be required consequent to implementation of this Scheme. Upon the Scheme becoming effective, the Amalgamated Company shall be entitled to set off losses (if any) of the Amalgamating Company against the profits of the Amalgamated Company as per the provisions of the Income Tax Act, 1961.

7.3 The amalgamation in accordance with this Scheme of the Amalgamating Company with the Amalgamated Company shall take place in compliance with all Applicable Laws including the circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India.

7.4 The Amalgamated Company and the Amalgamating Company, with all reasonable dispatch, may make respective applications to the High Court, under Sections 391 to 394 and other applicable provisions of the Act, seeking orders for dispensing with or for convening, holding and/or conducting of the meetings of the classes of their respective members and creditors (secured and unsecured) as per the requirements of the Act.

7.5 In case dispensation of meeting is not sought in terms of Clause 7.4 herein above, upon this Scheme being approved by the requisite majority of the members and creditors (secured and unsecured) of the Amalgamated Company and by the members and creditors (secured and unsecured) of the Amalgamating Company, the Amalgamated Company and the Amalgamating Company shall, with all reasonable dispatch, file respective petitions before the High Court for sanction of this Scheme under Sections 391 to 394 and other applicable provisions of the Act, and for such other order or orders, as the High Court may deem fit for carrying this Scheme into effect. On this Scheme becoming effective, the members of both the Amalgamated Company and the Amalgamating Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

7.6 The Scheme is conditional upon and subject to the following:

(a) the Scheme being approved by the requisite majority in number and value of the members and creditors of the Amalgamating Company and the Amalgamated Company as required under Applicable Laws and as may be directed by the High Court or any other authority as may be prescribed or notified;

(b) The approval of the public shareholders of the Amalgamated Company shall be obtained through postal ballot and e-voting. The scheme of amalgamation shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it as required under the Securities and Exchange Board of India Circular the circulars CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India;

(c) the Scheme being sanctioned by the Hon'ble High Court of Punjab & Haryana under Sections 391 to 394 of the Act and the necessary orders being obtained in respect of the same;

(d) such other sanctions and approvals including sanctions of any governmental or regulatory authority as may be required by law or contract in respect of the Scheme being obtained; and

(e) the certified copies of the orders of the Hon'ble High Court of Punjab & Haryana referred to in this Scheme being filed with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

7.7 This Scheme shall become effective on such date, whichever is later - (i) when certified copies of the orders of the Hon'ble High Court of Punjab & Haryana sanctioning this Scheme are filed by the Amalgamated Company and the Amalgamating Company with the Registrar of Companies, Punjab, Chandigarh and Himachal Pradesh, or (ii) the Appointed Date, or (iii) when Unique Identification Number transferred or allotted in the name of Amalgamated Company representing transfer of all capital/interest- subsidy receivables/ reimbursements/entitlements as available to the Amalgamating Company under the Technology Upgradation Fund Scheme (TUFS) of Ministry of Textiles, Government of India, to the Amalgamated Company in pursuance to this Scheme. Such later date when the Scheme shall become effective shall be known as the "**Effective Date**".

7.8 Each of the Amalgamated Company and the Amalgamating Company (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the High Court and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable

for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. Each of the Amalgamated Company and the Amalgamating Company (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the High Court or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith. The Amalgamated Company and the Amalgamating Company shall be at liberty to withdraw from this Scheme in case any condition or alteration imposed by the High Court or any other authority is not on terms acceptable to them.

7.9 All costs, expenses, charges, fees, taxes, duties, levies and all incidental expenses arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and matters incidental thereto shall be borne and paid mutually by the Amalgamated Company and the Amalgamating Company.

7.10 Upon the sanction of this Scheme and after this Scheme has become effective, with effect from the Appointed Date, the amalgamation of the Amalgamating Company with the Amalgamated Company in compliance with Section 2(1B) of the Income Tax Act, 1961, in accordance with this Scheme, shall be deemed to have occurred.

7.11 In case any doubt or difference or issue shall arise between the parties hereto or any of their shareholders, creditors and/or other persons entitled to or claiming any right to any equity shares in the Amalgamated Company and the Amalgamating Company, as to the construction thereof or as to any account, valuation or apportionment to be taken or made of any asset or liability transferred to the Amalgamated Company or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to arbitration of Mr S C Gupta, Retired District Attorney under the Indian Arbitration and Conciliation Act 1996, and decision of the Arbitrator in this regard shall be final and binding on all concerned.

7.12 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Amalgamated Company and the Amalgamating Company and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.

7.13 If any part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under Applicable Laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.

7.14 The transfer of properties and liabilities to and the continuance of proceedings by or against the Amalgamated Company as envisaged in Part III of this Scheme above shall not affect any transaction or proceedings already concluded by the Amalgamating Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company, in respect thereto as done and executed on behalf of their selves.

* * *

ANNEXURE I

EMPLOYEE BENEFITS OF AMALGAMATING COMPANY

It is clarified that the following list of employee benefits of the Amalgamating Company is just illustrative and is not exhaustive. Non mention of any benefit or entitlement in the following list shall in no way affect the transfer and vesting of the same in the Amalgamated Company:-

Sr. No	Subject	Code No.	Authority	Address
1	Provident Fund	PB/BTI/39495	Regional Provident Fund Commissioner, Punjab	Regional Provident Fund Commissioner, Punjab at Bhatinda
2		MP/26475	Regional Provident Fund Commissioner, Madhya Pradesh	Regional Provident Fund Commissioner, Madhya Pradesh at Bhopal
3	Group Mediclaim Insurance	4016/81010415/00/000	ICICI Lombard (Co-share with Oriental Insurance)	ICICI Lombard General Insurance Company Limited, 3rd Floor, Kunal Towers, 88 The Mall Road, Ludhiana 141001
4	Group Personal Accident Insurance	4005/77237535/00/000	ICICI Lombard	
5	Workmen Compensation Insurance	4010/72919053/01/000	ICICI Lombard	
6	Group Insurance	337764	LIC of India	Life Insurance Corporation of India, Pension & GS Division, Amar Singh Palace, Sham Nagar Branch, Near Bus Stand, Ludhiana - 141001
7	EDLI Insurance - Sanghera	337554	LIC of India	
8	EDLI Insurance - Budni	337723	LIC of India	
9	Gratuity Insurance	337738	LIC of India	
10	Group Personal Accident Insurance - (Contractor's members)	233400/48/2013/1775	Oriental Insurance	Oriental Insurance Company Limited, Opp. MC Office, Zone 3,Gill Road,Ludhiana-141001

ANNEXURE II

LICENSES AND PERMISSIONS OF AMALGAMATING COMPANY

It is clarified that the following list of licenses and permission of the Amalgamating Company is just illustrative and is not exhaustive. Non mention of any licence, permission, application, benefit in the following list shall in no way affect the transfer and vesting of the same in the Amalgamated Company:-

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
1	Obtaining of IEM	Secretariat of Industrial Assistance, Ministry of Commerce & Industry	806/SIA/IMO/2010 (Manufacture of Made-Up Textile Articles; Except Apparel)	11.03.2010
			471/SIA/IMO/2010 (Generation & Transmission of Electric Energy produced in Coal Based Thermal Power Plants)	15.02.2010
			473/SIA/IMO/2010 (Weaving & Finishing of Cotton Textiles on Powerlooms)	15.02.2010
			1439/SIA/IMO/2013 (Cotton Spinning, Weaving and Processing in Mills)	22.07.2013

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
2	Mutation Order of AGVL Land into TCL	Office of Tehsildaar, Budni	13/A6A/10-11	05.12.2011
3	No Objection Certificate for establishing a Plant	Town & Country planning, Forest and local Municipal or Panchayat	Gram Panchayat	09.06.2012
4	Registration under Provident Fund & Miscellaneous Act	Regional Provident Fund Commissioner, Punjab	PB/BTI/39495	14.09.2011
		Regional Provident Fund Commissioner, Madhya Pradesh	MP/26475	04.05.2012
5	Registration under Excise Acts, if Goods produced is excisable	Central Board of Excise & Customs	AADCT4051GEM002	27.07.2011
6	Registration under Value Added Tax	Commercial Tax Department, Govt. of Madhya Pradesh	TIN : 23339026200	19.07.2011
7	Registration under Central Sales Tax	Commercial Tax Department, Govt. of Madhya Pradesh	23339026200	20.12.2011
8	Service Tax Registration	Central Board of Excise & Customs	AADCT4051GSD001	18.04.2011
9	Registration for IEC code	Office of Joint Director General of Foreign Trade	3010020210	29.03.2011
10	Conversion of Agricultural land into Industrial	Land Registration Authority	61/A-2/11-12	17.07.2012
11	Consent for extracting Ground Water /use of water from Narmada	Water Resource Division, Sehore, Madhya Pradesh	Agreement for Supply of Water to Industrial / Power Plants, Form 7A	19.03.2013
12	State Government Mega Project Agreement of Textiles	MP Trade & Investment Corporation Ltd	Letter No. : MPTRIFAC/ APEX/2011/4775	17.11.2011
13	Property Tax Reduction	Nagar Prishad, Budni	Subject Sr. No. 13	28.12.2012
14	Forwarding & Undertaking Letter from Industry	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	PCB-ID-25316, Inward No 65128 dtd 26.08.2013 for CEE	10.09.2013
15	Form 1 – For Air Consent	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	CTE Expansion – 65128	10.09.2013
16	Form D	Madhya Pradesh Pollution Control Board, Bhopal, Madhya Pradesh	CTE Expansion – 65128	10.09.2013
17	Registration under Building and Other Construction Workers Act	State Labour Department, Bhopal	05/SHR/2012	22.05.2012

Sr.	Nature of Compliances	Authority	Ref. No.	Issue Date
18	Approval for Electricity Connection	Madhya Pradesh Madhya Kshetra Vidyut Vitaran Co. Ltd.	MD/MK/Comm./834	19.07.2013
19	Permission to establish the unit under Water Act, 1974 and Air Act, 1981	Madhya Pradesh Pollution Control Board	5891/TS//MPPCB/2012	09.08.2012
20	Amendment in Permission to establish the unit under Water Act, 1974 and Air Act, 1981	Madhya Pradesh Pollution Control Board	6707/TS/MPPCB/2013	16.09.2013
21	Approval of the Factory Building Plan/Drawings	Director of Factories, Industrial Health & Safety, Indore, Madhya Pradesh	01/Sehore/1(H)/6/2012/5949	29.09.2012
		Chief Inspector Factory, Sehore, Madhya Pradesh	Boilers no. 2013/4777	13.8.2013
22	Registration of Principal Employer under the Contract Labour (Regulation & Abolition) Act, 1970	State Labour Department, Sehore, Madhya Pradesh	01/SHR/Sanvida/2012	22.05.2012
23	Environmental Clearance for Captive Power Project	State Level Expert Appraisal Committee, Bhopal	360/PS-MS/MPPCB/SEAC/TOR (79)/2011 Bhopal	19.11.2011
24	Exemption from Stamps Duty	Madhya Pradesh State Govt.	Gazette Notification no.F-A-3-33-2011-1-V(76)	4.10.2011

Complaints Report in terms of SEBI Circular No. CIR/CFD/DIL/5/2013, dated February 4, 2013 in respect of Scheme of Amalgamation between Trident Limited ("Amalgamated Company") and Trident Corporation Limited ("Amalgamating Company")

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock exchanges	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of Complainant	Date of Complaint	Status (Resolved/Pending)
Not Applicable			

For Trident Limited

(Pawan Jain)
Company Secretary

Date : November 6, 2013

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com

EXPERIENCE THE NEW

DCS/AMAL/LP/24(f)/333/2013-14

December 06, 2013

The Company Secretary
Trident Limited
Trident Complex Raikot Road,
Barnala,
Punjab, 148101

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation/Arrangement of Trident Limited.

We are in receipt of draft Scheme of Amalgamation/Arrangement of Trident Limited (TL) involving Merger of Trident Corporation Limited (TCL) with the company.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated December 05, 2013 received on December 05, 2013 given the following comment(s) on the draft scheme of arrangement:

a) ***The company shall duly comply with various provisions of the aforesaid SEBI circular.***
b) ***The Company to display on their website, i) Audited Financials of TCL for the period ended June 30,2013 ii) Fairness Opinion Report, (iii) Summary Valuation workings and***
c) ***The company to include appropriate disclosures in the explanatory statement(issued along with the notice calling for meeting) to be issued to the shareholders of the Trident Limited providing rationale of Trident Corporation Limited with respect to its coming into existence.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,

Jayesh Ashtekar
Manager

Lalit Phatak
Asst. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref: NSE/LIST/223784-S

December 06, 2013

The Company Secretary
Trident Limited
E-212, Kitchlu Nagar
Ludhiana - 141001

Kind Attn.: Mr. Pawan Jain

Dear Sir,

Sub.: Observation letter for Scheme of Amalgamation between Trident Corporation Limited and Trident Limited.

We are in receipt of the draft Scheme of Amalgamation under sections 391 - 394 of the Companies Act, 1956 between Trident Corporation Limited and its shareholders and creditors and Trident Limited and its shareholders and creditors.

We have perused the draft Scheme of Amalgamation and the related documents /details submitted by Trident Limited including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated December 05, 2013 has given following comments on the draft scheme of amalgamation:

a) Fairness opinion submitted by the company (Trident Limited) is to be displayed on the website of the listed company along with various documents submitted pursuant to the circulars.

b) Trident Limited shall include an appropriate disclosure in the Explanatory Statement (issued along with the Notice calling for meeting) to be issued to the shareholders of Trident Limited providing the rationale of Trident Corporation Limited with respect to its coming into existence.

c) Trident Limited shall ensure that the summary valuation workings and the audited financials of TCL for the period ended June 30, 2013 are displayed on website of the listed company.

d) The company shall duly comply with various provisions of the Circulars.

Accordingly, we do hereby convey our 'no-objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlist@nse.co.in • Web site: www.nseindia.com

Ref: NSE/LIST/223784-S December 06, 2013

The validity of the "Observation Letter" shall be six months from December 06, 2013, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

a. Copy of the High Court approved Scheme;
b. Result of voting by shareholders for approving the Scheme;
c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
d. Status of compliance with the Observation Letter/s of the stock exchanges
e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f. Complaints Report as per Annexure II of this Circular.

Yours faithfully,
For National Stock Exchange of India Limited

SRajdev

Samir Rajdev
Manager

MOTILAL OSWAL
Investment Banking

Motilal Oswal Investment Advisors Pvt. Ltd.
Motilal Oswal Tower,
Junction of Gokhale & Sayani Road,
Prabhadevi, Mumbai - 400 025.
Tel.: +91 22 3980 4380
Fax: +91 22 3980 4315

Date: October 9, 2013

To,
The Board of Directors,
Trident Limited
Trident Group,
Sanghera - 148101

Sub: Fairness Opinion on the report of B S R & Associates, Chartered Accountants, Mumbai with respect to the proposed merger of Trident Corporation Limited into Trident Limited. ("Proposed Transaction")

Dear Sirs,

We, Motilal Oswal Investment Advisors Private Limited ("**MOIAPL**"), refer to our engagement letter dated October 3, 2013 which has been duly accepted by you, whereby you have appointed us as an Independent Merchant Banker for furnishing a "Fairness Opinion" on the valuation carried out by M/s B S R & Associates ("**Valuer**"), Chartered Accountants, Mumbai vide its Valuation Report dated October 9, 2013 pursuant to clause 24(f) of Listing Agreement for the proposed merger of Trident Corporation Limited ("**TCL**" or the "**Amalgamating Company**") with Trident Limited ("**TL**" or the "**Amalgamated Company**") pursuant to the Scheme of Amalgamation under section 391-394 of the Companies Act, 1956 ("**Proposed Transaction**").

TL and TCL are hereinafter jointly referred to as "the Companies".

A. Source of Information

In arriving at our Opinion, we have reviewed and relied on the following source of information for the Proposed Transaction:

a) Draft scheme of Amalgamation between TCL and TL
b) Audited Financials of TCL and TL for the year ended March 31, 2011, March 31, 2012 and March 31, 2013.
c) Limited Reviewed Financials of TCL and TL for the quarter ended June 30, 2013
d) Report of Audit Committee of Trident Limited
e) Valuation Report of B S R & Associates, Chartered Accountants, Mumbai dated October 9, 2013.
f) Such other information, documents, data, reports, discussion and verbal and written explanations from Trident Limited as well as advisors appointed for the Proposed Transaction, public domain websites, as were considered relevant for the purpose of the Fairness Opinion.

Regd. Office : Palm Spring Centre, 2nd Floor, Palm Court Complex, New Link Road, Malad (West), Mumbai 400 064.

B. Background

TRIDENT LIMITED ("AMALGAMATED COMPANY")

- Trident Limited ("**TL**" or the "**Amalgamated Company**") is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. TL was incorporated under the name of "M/s Abhishek Industries Limited" on April 18, 1990 vide Certificate of Incorporation no. 16-10307 of 1990 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. Pursuant to the same, a certificate for commencement of business was issued to TL on April 25, 1990 by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The name of the Amalgamated Company was subsequently changed to Trident Limited and a fresh Certificate of Incorporation (consequent upon change of name) dated April 18, 2011 was issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh to TL.
- TL is engaged in manufacture, trading and sale of yarn, terry towels, paper, chemicals and sale of services. The manufacturing facilities of TL are located at District Barnala in Punjab and District Sehore in Madhya Pradesh. Trident Limited has an installed capacity of 365,904 spindles and 3,584 rotors capable of manufacturing 8,400 tons of cotton and blended yarn per month. The Company also has yarn processing capacities of 6,825 TPA (tonnes per annum). In its home textiles segment, Trident has installed capacity of 388 looms for terry towels of different specifications which are marketed throughout the world. Trident is a manufacturer of wheat straw-based paper with an annual installed capacity of 175,000 tons of paper and 125,000 tons of pulp. It manufactures quality products, marketed across 40 countries. TL is also implementing a Composite Textile Project comprising of two spinning units by installing 1,76,064 additional spindles & other balancing equipment to manufacture cotton yarn of higher count & value added varieties alongwith a bed sheeting unit with a capacity of 500 looms in Budni, Madhya Pradesh. The aforesaid Composite Textile Project will entail a capital outlay of Rs.16,670 million and the expected additional installed capacities of the Amalgamated Company will be as under:

Business	Capital Outlay (Rs. Million)	Additional Installed Capacity	Expected COD
Composite Textile Facilities (Yarn Spinning & Sheeting)	16,670	• 176,064 Spindles • 500 Looms	September, 2015

- The equity shares of the TL are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").
- The Capital Structure of TL as on Sept 30, 2013 is given below:

Share Capital	Amount (Rs Million)
Authorized Share Capital	
6,08,10,00,000 equity shares of Rs. 10/- each	60,810.00
3,00,50,00,000 preference shares of Rs.10/- each	30,050.00
Grand Total	**90,860.00**
Issued, Subscribed and Paid-up Share Capital	
31,08,37,112 equity shares of Rs. 10/- each	3,108.37

- As on September 30, 2013, TL has outstanding (i) stock options exercisable into 42,97,826 equity shares of the face value of Rs. 10.00 each fully paid up (ii) warrants convertible into 6,00,00,000 equity shares of Rs. 10.00 each fully paid up.
- As of date, TL holds 25.42% share capital of TCL.

- The Shareholding Pattern of TL as on Sept 30, 2013 is given below:

Category	No of Shares	% holding
Promoters and Promoter Group	17,19,27,833	55.31
Public	13,89,09,279	44.69
Total	**31,08,37,112**	**100.00**

TRIDENT CORPORATION LIMITED ("TCL" or "AMALGAMATING COMPANY")

- Trident Corporation Limited (**"TCL"** or the **"Amalgamating Company"**) is an existing Company within the meaning of the Companies Act, 1956, having its registered office at Trident Complex, Raikot Road, Barnala, Punjab. TCL was incorporated on February 9, 2010 vide Certificate of Incorporation of same date issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. TCL commenced its business activities and operation *vide* Certificate of Commencement dated February 18, 2010 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh.

- TCL is an Indian unlisted company, currently engaged in the business of trading activities. It has also successfully implemented the textile project by installation of 300 looms to manufacture terry towels at the capital outlay of Rs.11,910 Millions (Rupees Eleven Thousand Nine Hundred Ten Millions only) and the said project is already under trial. TCL is also implementing captive power Project to generate 60 MW power at a capital outlay of Rs. 3,930 millions (Rupees three thousand nine hundred thirty millions only) to feed power to its own manufacturing units as well as manufacturing units of TL besides implementing the open end yarn project by installation of 1920 rotors to manufacture open end yarn at a capital outlay of Rs. 600 millions (Rupees six hundred millions only). All the aforesaid projects of TCL are being implemented in District Sehore in Madhya Pradesh. Post incurring the cumulative capital outlay of Rs. 16,440 millions (Rupees Sixteen thousand four hundred forty millions only), the expected capacities of TCL will be as under:-

Business	Capital Outlay (Rs million)	Installed Capacity	Expected CoD
Terry Towel	11,910	300 Looms	Trials started
Open End Yarn	600	1,920 Rotors	June 2014
Captive Power	3,930	60 MW	March 2015

- The Capital Structure of TCL as on Sept 30, 2013 is given below:

Share Capital	Amount (Rs million)
Authorized Share Capital	
9,01,20,00,000 equity shares of Rs.10/- each	90,120.00
10,00,00,000 preference shares of Rs. 10/- each	1,000.00
Grand Total	**91,120.00**
Issued, Subscribed and Paid-up Share Capital	
28,56,50,000 equity shares of Rs. 10/- each	**2,856.50**

- The Shareholding Pattern of TCL as on Sept 30, 2013 is given below:

Category	No of Shares	% holding
Promoters and Promoter Group	25,56,49,500	89.50
Public	3,00,00,500	10.50
Total	**28,56,50,000**	**100.00**

C. Scope and Purpose of this Report

We understand that the Board of Directors of the TCL as well as Board of Directors of TL have considered and proposed the amalgamation of TCL with TL in order to benefit the stakeholders of both the Companies. Accordingly, the Board of Directors of TCL and TL have formulated this Scheme for Amalgamation of TCL with and into TL pursuant to the provisions of Section 391 to 394 and other relevant provisions of the Companies Act, 1956. As part of the proposed merger, TCL will cease to exist, and as a consideration for their equity shares the shareholders of TCL will be issued equity shares of TL. We understand that the proposed appointed date for the Amalgamation is April 1, 2014.

In order to comply with the requirements of the regulations, the Companies have appointed M/s B S R & Associates, Chartered Accountants, Mumbai as Valuer for the proposed Amalgamation. The Valuer has recommended that the consideration in the form of shares is required to be issued by TL.

In this connection, the Management has engaged MOIAPL to submit a report on the Fairness of the Report provided by B S R & Associates, Chartered Accountants, Mumbai with respect to the Proposed Transaction. Our scope of work includes commenting only on the fairness of the recommendation in the report by the Valuer and not on the fairness or economic rationale of the Amalgamation per se.

This report is our deliverable in respect of our fairness opinion on report by the Valuer for the Amalgamation of TCL into TL.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereunder. As such the report is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This report has been issued only for the purpose of facilitating the Amalgamation and should not be used for any other purpose.

D. Statement of Limiting Conditions

Fairness Opinion analysis and results are specific to the purpose of fairness opinion as per agreed terms of our engagement. It may not be valid for any other purpose. This report, its contents and the results herein are specific to the date of this report. Events occurring after this date may affect this report and the assumption used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report. Also, it may not be valid if done on behalf of any other entity. The fairness opinion analysis and results are substantively based only on information contained in this report and are governed by concept of materiality.

Our opinion rendered in this report only represents the opinion(s) of MOIAPL based upon the information made available to us by the management as of the date hereof and the said opinion shall be considered advisory in nature. Our opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that

might be achieved, which value may be higher or lower than those indicated. We are not expressing any opinion herein as to the prices at which the shares of TL will trade following the announcement or consummation of the Proposed Transaction or as to the prices at which the shares of TL may be transacted.

In the course of the fairness opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have been verified any matter, which a more extensive examination might disclose. We were entitled to the information provided by TL/Valuer without detailed inquiry. Also, we have been given to understand by the management/Valuer that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide informations and clarifications to us for this exercise and that it has been checked about the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and other information given by/on behalf of TL/Valuer. The inaccuracies or misstatements may materially affect our fairness opinion analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by TL/Valuer and their impact on the present exercise.

We have not conducted any evaluation or appraisal of any assets or liabilities for the purpose of this fairness opinion. With regard to Companies' claim to title of assets, we have relied solely on representations, whether verbal or otherwise, made by the management to us for this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets and have assumed Companies claim to such rights, title or interest as valid for the purpose of this report.

We have also assumed that the final Scheme of Arrangement will be substantially the same as the scheme discussed with and reviewed by us.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of TL in arriving at our final Opinion. Our report should not be centred as our recommendation to the Amalgamation or opining or certifying the compliance of the Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such Amalgamation.

Our Opinion does not constitute a recommendation to any shareholder of TL as to how such shareholder should vote on the Proposed Transaction or any matter related thereto. We are not expressing any opinion herein as to the prices at which the shares of the TL will trade following the announcement or consummation of the Proposed Transaction or as to the prices at which the shares of TL may be transacted.

We will receive a fee for our services in connection with the delivery of this Opinion from TL. In addition, TL has agreed to indemnify us for certain potential liabilities arising out of our engagement.

In the ordinary course of business, our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, our affiliates may have maintained relationships with TL and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of TL, and shall not confer rights or remedies upon, any shareholder of TL, or any other person other than the members of the Board of Directors of TL, or be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party including shareholders for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance . Provided however, this opinion may only be disclosed as may be required under any applicable law in India but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

E. Valuer's Recommendation

After using several commonly used and accepted methods of determining the value of equity shares of a company, it has been recommended by the Valuer that the fair exchange ratio for the merger of TCL with TL should be 16 equity shares of TL having fully paid up face value of Rs. 10 each for every fully paid up 25 equity shares of TCL of Rs. 10 each.

F. Our Comment on the Valuer's Report

The fairness opinion has been prepared based on the Valuer's report and our analysis of the various qualitative factors relevant to the Companies, having regard to the information base, Management representations, key underlying assumptions and limitations.

In light of the above and on consideration of all the relevant factors and circumstances, we believe that the Valuer's recommendation that as a consideration16 equity shares having fully paid up face value of Rs. 10 each is required to be issued by TL against 25 equity shares of TCL having fully paid up face value of Rs. 10 each to the shareholders of TCL in our opinion, is fair.

Yours faithfully,

For **MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED**

Nisha

AUTHORISED SIGNATORY
Name: Nisha Shah
Designation: Associate Director

Regd. Office : Palm Spring Centre, 2nd Floor, Palm Court Complex, New Link Road, Malad (West), Mumbai 400 064.

IN THE HIGH COURT OF PUNJAB AND HARYANA AT CHANDIGARH
ORIGINAL COMPANY JURISDICTION

COMPANY PETITION NO. 196 OF 2013

In the matter of Section 391 to 394 of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation of TRIDENT CORPORATION LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab with TRIDENT LIMITED having its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab, both existing companies under The Companies Act, 1956 and their respective equity shareholders and creditors.

And

In the matter of TRIDENT CORPORATION LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamating Company/
Transferor – Company

And

In the matter of TRIDENT LIMITED, a company registered under the Companies Act, 1956 and having its registered office at Trident Complex, Raikot Road, Barnala, Punjab

… … … Petitioner/Amalgamated Company/
Transferee – Company

FORM OF PROXY

I/We _____, the undersigned, Unsecured Creditor of Trident Limited ("the Amalgamated Company"), hereby appoint Mr/Ms_____ of _____, and failing him/her Mr/Ms_____ of _____, as my/our proxy, to act for me/us at the meeting of Unsecured Creditors of the Amalgamated Company to be held at its Registered Office at Trident Complex, Raikot Road, Barnala, Punjab on Saturday, the 25th day of January, 2014 at 3.00 PM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between Trident Corporation Limited and Trident Limited and their respective Shareholders and Creditors, for amalgamation of the Amalgamating Company with the Amalgamated Company and at such meeting and any adjournment thereof, to vote, for me/us and in my/our name(s) _____ (here, if FOR insert 'For' and if AGAINST insert 'Against' and in the latter case, strike out the words below after 'Scheme of Amalgamation') the said Scheme of Amalgamation either with or without modification(s) as my/our proxy may approve.

Dated this ____ day of _____, 20__

Name _____

Address_____

_____

Signature ----- Affix Re 1/- Revenue Stamp here ------

No. of Votes held/Amount outstanding (INR): _____

Notes:

1. The proxy must be deposited at the Registered Office of the Company at least 48 hours before the time of holding the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Strike out which is not necessary.
4. All alterations made in the Form of Proxy should be initialed.
5. Please affix Revenue Stamp before putting signatures.