



TRIDENT/CS/2013
January 9, 2013

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

Sub: Compliance under clause 31 of the Listing Agreement

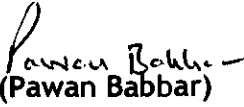
Dear Sirs,

Pursuant to clause 31 and other applicable provisions of the Listing Agreement entered into by the Company, please find enclosed herewith copy of minutes of the resolution passed by shareholders by way of postal ballot on December 18, 2012 & results declared at registered office of the company at Trident Group, Raikot Road, Sanghera, Barnala.

We hope you will find the same in order.

Thanking you,

For Trident Limited


(Pawan Babbar)
Deputy Company Secretary



Encl: As above



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MINUTES OF THE RESOLUTIONS PASSED BY SHAREHOLDERS BY WAY OF POSTAL BALLOT ON DECEMBER 18, 2012 & RESULTS DECLARED AT REGISTERED OFFICE OF THE COMPANY AT TRIDENT GROUP, RAIKOT ROAD, SANGHERA, BARNALA

The Postal Ballot Notice dated October 30, 2012, issued pursuant to Section 192A(2) of the Companies Act, 1956, for passing Resolution by Postal Ballot, was dispatched to the Members of the Company on November 15, 2012.

Mr. S C Gupta, Retired District Attorney, was appointed as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the Postal Ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before the close of working hours of December 15, 2012.

After due scrutiny of all the postal ballot forms received by Mr. S C Gupta up to the close of working hours of December 15, 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Mr. S C Gupta submitted his report dated December 18, 2012 as under:

Resolution No. 1

Alteration in Articles of Association

Following is the details of Postal Ballot received, valid/invalid ballots and vote in favour and against the resolution:-

Total Postal Ballots Received	Valid Ballots	Invalid Ballots
583	531	52

For			Against		
Number	Shares	% age	Number	Shares	% age
508	222887033	99.99	23	23872	0.01

Since, vote cast in favour of resolution is 99.99% of total valid votes, the following resolution is passed as a special resolution:-

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956 and provisions of all other laws and regulations, the Articles of Association of the Company be and is hereby modified/alterd as under:

I. Following Definitions in existing Article 2 shall be inserted:-

"Corporate Advisory Board" means the Advisory Board of the Company constituted by Specified Investor in terms of these Articles.

"Manager" means an individual who, subject to the superintendence, control and direction of the Board of Directors, has the management of the whole, or substantially the whole, of the affairs of the company and includes a Director or any other person occupying the position of manager, by whatever name called and whether under a contract of service or not.

1.

"Registrar & Share Transfer Agent" means any person, who on behalf of the Company maintains the record of holders of securities issued by the Company and deals with all matters connected with the transfer, transmission, dematerialisation, rematerialisation and redemption of securities of the Company or any other connected matter.

II. Following definition shall be deleted from existing Article 2

- Definition of "Chief Executive Officer"

III. Existing Article 70 shall be substituted with following Article 70:

70. All instruments of transfer of shares/debentures which have been registered shall be retained by the Company/ Registrar & Share Transfer Agent of the Company but any instrument of transfer of shares/debentures which the Directors may decline to register shall be returned to the person depositing the same. The Directors may, however, cause to be destroyed all instruments of transfer lying with the Company after such period from the date of approval of instruments of transfer as decided by the Board subject to the provisions of the Act.

IV. Existing Article 136 shall be substituted with following Article 136:

136. Subject to the provisions of the Act and these Articles, votes may be given either personally or by proxy or through e-voting or in the case of a body corporate also by a representative duly authorised under Section 187 of the Act and Article 139 hereof.

V. Existing Article 137 shall be substituted with following Article 137:

137. Subject to the provisions of the Act (particularly of Section 87, 88 and 92 (2) thereof) and of these articles:

1. Upon a show of hands every member holding equity shares and entitled to vote and present in person (including a proxy of a corporation or a representative of a Company as mentioned in Article 139) shall have one vote;
2. Upon poll/ e-voting the voting right of every member holding equity shares and entitled to vote and present in person (including a proxy of a corporation or a representative of a Company present as aforesaid) or by proxy or by e-voting shall be in the same proportion as the capital paid on the Equity share or shares (whether fully paid-up or partly paid-up) held by him bears to the total paid-up Equity capital of the Company;
3. Upon a show of hands or upon poll/ e-voting, the voting right of every member holding preference shares shall be subject to the provisions, limitations and restrictions laid down in Section 87 of the Act.

VI. Existing Article 138 shall be substituted with following Article 138:

138. On poll/ e-voting taken at a Meeting of the Company, a Member entitled to more than one vote or his/her proxy or other person entitled to vote for him/her, as the case may be, need not, if he/she votes, use all his/her votes or cast in the same way all the votes he/she uses.



VII. Following clause shall be inserted immediately after clause (o) of Article 197A of the Articles of Association:

- (p) Appointment, renewal, termination, powers, roles and responsibilities and variation in terms and conditions of Managing Director, Whole Time Director and key managerial personnel heading the key functions of the Company.
- (q) Borrowing money in excess of paid-up share capital and free reserves of the Company.
- (r) Investment of the funds of the company or any proposal to enter into any JV/alliance etc.
- (s) Making of loan, providing any security or guarantee to any person.

VIII. Following Article 197C shall be inserted immediately after Article 197B of the Articles of Association:

197C Specified Investor shall be entitled to constitute a Corporate Advisory Board, a body to represent shareholders' interest in the Company. The powers and functions of the Corporate Advisory Board shall include the following:

- (i) To provide non - binding recommendations/suggestions to the Company's Board on the matters enumerated in Article 197A, 198 and 199 of the Articles of Association of the Company; and
- (ii) To receive such information from the Company as enumerated in Article 197B of the Articles of Association of the Company; and
- (iii) To exercise such additional powers as may be granted to it under the provisions of the Articles of Association of the Company, as amended from time to time.

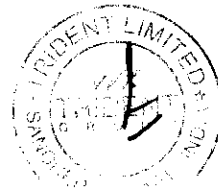
IX. Existing Article 201 shall be substituted with following Article 201:

201(1) The Company may by way of a resolution passed in the meeting of the Board of Directors and being approved by the shareholders either in a general meeting convened for this purpose or through passing of a resolution by means of postal ballot, appoint a person as the Managing Director or Manager of the Company. Provided that the Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel as required by this Act namely:

- a. Managing Director; and
- b. Manager

(2) In case the Company doesn't have a Managing Director and has instead appointed a Manager of the Company, as mentioned under Article 201(1) above, any reference in these Articles to the Managing Director shall, subject to the provisions of the Act and this Article and unless the context thereof restricts such interpretation or intends otherwise deem to include such Manager.

(3) In case the Company doesn't have a Managing Director or Manager and has instead appointed a Wholetime Director of the Company pursuant to section 269 of the Act, any reference in these Articles to the Managing Director shall, subject to the provisions of the Act and this Article and unless the context thereof restricts such interpretation or intends otherwise deem to include such Wholetime Director who shall have the substantial powers of management of the affairs of the Company.



X. Existing Article 203 shall be substituted with following Article 203:

203. The Managing Director or Wholetime Director shall be Executive Director of the Company. A Managing Director or Wholetime Director shall not while holding that office be subject to retirement by rotation but he shall be taken into account in determining the number of Directors to retire by rotation.

XI. Existing Article 209 shall be substituted with following Article 209:

209. Subject to the provisions relating to the issue of Share Certificates, every deed, document, agreement, writings or other instrument to which the Seal of the Company is required to be affixed, shall unless the same is executed by a person duly authorised by the Board/Committee of Board in this behalf, be signed by the Managing Director or Wholetime Director or by two Directors; provided nevertheless that Certificates of Debentures may be signed by one Director only or by the Secretary of the Company or by a person duly authorised by the Board in this behalf and Certificates of Shares shall be signed as provided in these Articles.

XII. Existing Article 223 shall be substituted with following Article 223:

223. Unless otherwise directed any dividend may be paid by direct credit to registered Bank Account of the member or by cheque or warrant or draft sent through post to the registered address of the member or person entitled to the share or in the case of joint- holders to that one of them first named in the Register in respect of the joint holding. Every such cheque or warrant or draft shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or draft lost in transmission how remitted or for any dividend lost to the member or other person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

Mr Deepak Nanda, Wholetime Director after receiving the Scrutinizer's Report, announced that the Resolution in the Postal Ballot Notice dated October 30, 2012 was duly passed by the requisite majority and directed that the resolution be recorded in the minute book of Company as the proceedings of general meetings of the Members.

Place: Sanghera

Date: December 18, 2012

Sd/-

(Deepak Nanda)

Wholetime Director

