



TRIDENT GROUP

TRIDENT/CS/2012
May 12, 2012

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

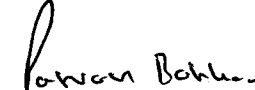
Dear Sirs,

Pursuant to clause 31 of the Listing Agreement entered into by the Company, please find enclosed herewith three copies of the Postal ballot alongwith Notice for the same being sent to shareholders for according their assent/dissent for the matters as specified in the Notice of Postal Ballot.

We hope you will find the same in order.

Thanking you,

For Trident Limited


(Pawan Babbar)
Deputy Company Secretary





TRIDENT GROUP

TRIDENT LIMITED

Regd Office: Trident Group, Sanghera - 148 101, Punjab

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 (the 'Act') read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is seeking consent of its members in respect of Special Businesses, which it proposes to pass through Postal Ballot.

In order to facilitate wider participation of shareholders in approval process, the Company is seeking your approval through Postal Ballot process and is enclosing herewith the proposed resolutions and explanatory statements thereto alongwith a Postal Ballot Form for your consideration.

Mr. S. C. Gupta, Retired District Attorney, has been appointed as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (No other Form or photocopy is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before June 11, 2012. Any response received after June 11, 2012 shall be treated as if no response is received from the member in terms of Rule 6(f) of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and result of the Postal Ballot shall be announced on June 12, 2012 at the Registered Office of Company and through a Press Release.

The date of announcement of result shall be considered as date of passing of resolutions contained in this Postal Ballot Notice.

By Order of the Board
For Trident Limited

Sd/-

(Pawan Jain)

Company Secretary

Place: Sanghera

Date : April 23, 2012

- Enclosed: 1. Resolutions with Explanatory Statements.
2. Postal Ballot Form & Self Addressed postage prepaid envelope.

RESOLUTIONS AND EXPLANATORY STATEMENT

Item No. 1

Appointment of Mr. Deepak Nanda as Director

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

"RESOLVED that Mr. Deepak Nanda, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 and holds office upto the date of forthcoming Annual General Meeting of the Company be and is hereby appointed as a Director of the Company."

Item No. 2

Appointment of Mr. Deepak Nanda as Wholetime Director

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

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, subject to the approval of the Central Government, if so required, the consent of the Company be and is hereby accorded to the appointment of Mr. Deepak Nanda as Wholetime Director of the Company for a period of three years with effect from November 12, 2011 on the following terms and conditions, including remuneration as approved by the Compensation Committee and set out in the Agreement entered into by the Company with Mr. Deepak Nanda, which Agreement is hereby specifically

sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or Agreement as may be agreed to between the Board of Directors and Mr. Deepak Nanda or as may be varied by the Central Government:-

1. Basic Salary: Rs. 2.20 lacs (Rupees two lacs twenty thousand only) per month.
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary.
3. Other Terms:
 - a) The Wholetime Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure, in accordance with the Company's practice, rules & regulations in force from time to time.
 - b) Apart from the above remuneration the Wholetime Director shall also be provided with a car and chauffeur allowance as per the Company's policy.
 - c) Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Wholetime Director.
 - d) The Board of Directors may increase the remuneration and perquisites of Mr. Deepak Nanda, Wholetime Director from time to time within the limits prescribed under the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time."

"RESOLVED FURTHER that the Board be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

Item No. 3

Appointment of Mr. Abhishek Gupta as Director

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

"RESOLVED that Mr. Abhishek Gupta, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 and holds office upto the date of forthcoming Annual General Meeting of the Company be and is hereby appointed as a Director of the Company."

Item No. 4

Appointment of Mr. Abhishek Gupta as Managing Director

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

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 311, 314 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956, subject to the approval of the Central Government, if so required, the consent of the Company be and is hereby accorded to the appointment of Mr. Abhishek Gupta as Managing Director of the Company for a period of three years with effect from April 23, 2012 on the following terms and conditions including remuneration as approved by the Compensation Committee and set out in the draft Agreement to be entered into by the Company with Mr. Abhishek Gupta, which Agreement is placed before the Board and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration and/or Agreement as may be agreed to between the Board of Directors and Mr. Abhishek Gupta or as may be varied by the Central Government:-

1. Basic Salary: Rs. 10.00 lacs (Rupees ten lacs only) per month.
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary.

3. Commission

5 percent of the net profits of the Company as computed under Section 349 of the Companies Act, 1956.

4. Other Terms

- a) The Managing Director shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure as are granted to the senior executives of the Company, in accordance with the Company's practice, rules & regulations in force from time to time.
- b) Apart from the above remuneration the Managing Director shall also be provided with a car and chauffeur allowance as per the Company's policy.
- c) Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration to the Managing Director.
- d) The Board of Directors may increase the remuneration and perquisites of Mr. Abhishek Gupta, Managing Director from time to time within the limits prescribed under the Companies Act, 1956 and such other guidelines or ceiling fixed by the Government from time to time.

"RESOLVED FURTHER that Board be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

Item No. 5

Approval for Payment of Remuneration to Non-Executive Directors

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

"RESOLVED that pursuant to the provisions of section 198, 309, 310, 314 and other applicable provisions of the Companies Act, 1956, subject to the approval of the Central Government, if so required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make payment of remuneration to the Non-executive Directors by way of commission upto 1% of net profits of the Company as computed under Section 349 of the Companies Act, 1956 or any other percentage of net profits as may be permissible under the provisions of Companies Act, 1956 and such other applicable statutory enactments at the time of payment, over and above the usual sitting fees for attending meetings of Board/ Committees of Board for a period of five years commencing from 1st April, 2012 in such proportion and in such manner, as may be determined by the Board."

"RESOLVED FURTHER that the Board be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

Item No. 6

Approval for Appointment of Ms Neha Gupta as an employee of the Company

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

"RESOLVED that pursuant to provisions of Section 314 and other applicable provisions, rules and regulations and subject to the approval of the Central Government, if so required, the consent of the Company be and is hereby accorded to the appointment of Ms Neha Gupta (D/o Mr Rajinder Gupta, Non-Executive Chairman) as Head (Finance) in the Company with effect from August 1, 2012 on the following terms & conditions including remuneration and in pursuance of the service rules as applicable to the employees of the Company:-

1. Basic Salary : Rs 1.00 lac (Rupees one lac only) per month.
2. Perquisites and allowances: Perquisites and allowances in addition to salary shall be 150% of the basic salary.
3. Other Terms: Ms. Neha Gupta shall also be entitled to the benefits under other benefits, schemes, privileges and amenities, amended salary structure, in accordance with the Company's practice, rules & regulations in force from time to time."

"RESOLVED FURTHER that the consent of the Company be and is hereby accorded for the promotion in due course to Ms Neha Gupta to next higher grade together with the usual allowances and benefits."

"RESOLVED FURTHER that the remuneration payable to Ms Neha Gupta as

aforsaid will be subject to such modification as the Central Government may suggest or require which the Board of Directors are hereby authorised to accept on behalf of the Company and which may be acceptable to Ms Neha Gupta and are not less favourable to the Company."

"RESOLVED FURTHER that the Board be and is hereby authorised to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

By Order of the Board
For Trident Limited

Sd/-

(Pawan Jain)

Company Secretary

Place: Sanghera
Date : April 23, 2012

Explanatory Statement pursuant to Section 192A(2) and Section 173(2) of the Companies Act, 1956.

Item No. 1 to 4

Mr. Deepak Nanda

Mr. Deepak Nanda was appointed as Additional Director on the Board of the Company w.e.f. November 12, 2011. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Deepak Nanda holds office upto the date of forthcoming Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice in writing from a shareholder under Section 257 of the Companies Act, 1956 proposing his name for the appointment as Director of the Company.

Further the Board on the recommendations of Screening Committee & Compensation Committee has approved the appointment of Mr. Deepak Nanda as Wholtime Director of the Company for a period of three years with effect from November 12, 2011 and payment of remuneration thereof on the terms and conditions as are set out in the resolution.

Mr. Deepak Nanda is a Professional Managerial Person & do not hold any shares of the Company. His appointment is governed by Schedule XIII of the Companies Act, 1956 as amended vide MCA Circular No. 14/03/2011/CL.VII dated 14.07.2011 since:

- (a) he is not having any direct or indirect interest in the capital of the company or through any other statutory structures at any time during last two years before or on the date of appointment; and
- (b) he is M.Sc. (Hons) by qualification with expert and specialized knowledge in the field of his profession.

As per the provisions of the Companies Act, 1956, read with Schedule XIII, thereof, approval of shareholders is required for the purpose. Hence, the Board recommends the resolutions for your approval.

Mr. Abhishek Gupta

Mr. Abhishek Gupta has been working with Company as an employee in accordance with the approvals accorded pursuant to Section 314(1B) of the Companies Act, 1956.

Mr. Abhishek Gupta is a young budding Professional who has led the Corporate Marketing and Innovation Team of Trident Limited, a flagship company of Trident Group. Prior to this, he also successfully led the Company's Commercial, Supply Chain and Logistics Team. He has been instrumental in planning and managing activities involved in sourcing, procurement, conversion, and logistics management leading to strengthening of the process of Supply Chain Management.

Looking at excellent performance, leadership qualities and entrepreneurship skills of Mr. Abhishek Gupta and responsibility and accountability of the position he is holding, he was appointed as Additional Director on the Board of the Company w.e.f. March 30, 2012. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Abhishek Gupta holds office upto the date of forthcoming Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice in writing from a shareholder under Section 257 of the Companies Act, 1956 proposing his name for the appointment as Director of the Company.

Further the Board on the recommendations of Screening Committee & Compensation Committee has approved the appointment of Mr. Abhishek Gupta as Managing Director of the Company for a period of three years with effect from April 23, 2012 and payment of remuneration thereof on the terms and conditions as are set out in the resolution.

As per the provisions of the Companies Act, 1956, read with Schedule XIII, thereof, approval of shareholders is required for the purpose. Hence, the Board recommends the resolutions for your approval.

The necessary information for appointment of Mr. Abhishek Gupta as Managing Director and Mr. Deepak Nanda as Wholetime Director as required under Schedule XIII of the Companies Act, 1956 and Clause 49 of Listing Agreement with the Stock Exchanges is given hereunder:

I. GENERAL INFORMATION

Nature of Industry

Trident Limited is operating in four business segments viz. Yarns, Terry Towels, Paper and Chemicals.

Commercial Production

As on March 31, 2012, the Company is having capacities for manufacture and processing as hereunder:

Sr No	Particulars of Manufacturing/processing	Capacity
1.	Yarn	3,65,904 Spindles
2.	Processed Yarn	6,825 TPA
3.	Open End Yarn	3,584 Rotors
4.	Terry Towels	388 Looms
5.	Writing & Printing Paper	1,75,000 TPA
6.	Sulphuric Acid	1,00,000 TPA
7.	Co generation of Power	50 MW

The Company has undertaken further expansion for its yarn spinning facilities which envisages setting up of 1,34,448 spindles and 2,040 Rotors including other balancing equipment. The commercial production on these facilities is expected to commence in the third quarter of 2013.

During nine months period ended on December 31, 2011, the Company has achieved a net turnover of Rs. 205521.6 million, profit/ (loss) before tax of Rs. (6078.1) million and profit/ (loss) after tax of Rs. (4106.1) million.

Export performance and net foreign exchange

The company is one of the largest exporters of Terry towels from India. During nine months period ended December 31, 2011 the total exports of the Company have been at Rs 10729.8 million and the Company has earned net foreign exchange of Rs 8495.78 million.

Foreign Investments & Collaborations

As on date, Company is holding 24500 Common Stocks (equity shares) of USD 1 each of Trident Global Inc. (Earlier Abhishek Industries Inc) USA. The Company has not entered into any foreign collaboration as on date.

II INFORMATION ABOUT THE APPOINTEES

Particulars	Mr. Abhishek Gupta	Mr. Deepak Nanda
Background details	Mr. Abhishek Gupta, aged 25, holds Bachelor's Degree in Law & Business Studies from The University of Warwick, United Kingdom. He has completed International Marketing Program from Harvard Business School, USA, Diploma in Decision Base Organized by Celemi, Sweden and Entrepreneurial Development Program from Indian School of Business (ISB), Hyderabad. Mr. Abhishek Gupta is a young budding professional who has led the Corporate Marketing and Innovation Team of Trident Limited, a flagship company of Trident Group. Prior to this, he also successfully led the Company's Commercial, Supply Chain and Logistics Team. He has been instrumental in planning and managing activities involved in sourcing, procurement, conversion and logistics management leading to strengthening of the process of Supply Chain Management. He has the passionate desire to better off the things and is constantly looking for ways to improve the activities and processes of the organization.	Mr. Deepak Nanda, aged 52, is B.Sc. (Hons) and M.Sc. (Hons) by qualification and has done his Master of Science and Advance Training in Computer Software and Management. He possesses more than two & half decades of experience & specializes in business development, client relationship, contract negotiations, project implementation and delivery, improving the efficiency & effectiveness of client's business. Before Joining the Company he was the Managing Director of Trident Infotech Limited. Earlier he has worked in a Unit of Ministry of Communication and Information Technology, Government of India (Ex- Department of Electronics, Govt. of India) for 16 Years and run the unit as profit center Head. In this assignment, Mr. Deepak Nanda had over 10 years of experience of working very closely with different State Governments, PSUs, Boards & Corporations, Educational Institutions in North-West India and helping them to develop their e-governance strategies, IT Roadmaps, deploying key solutions & facilitating the change management.
Past remuneration	Mr. Abhishek Gupta was being paid monthly basic salary of Rs 2,40,000/- (Rupees Two lac forty thousand only) plus other allowances and perquisites. Further, he is also entitled to the benefits as are granted to the Senior executives of the Company in accordance with the Company's practice, rules and regulations in force time to time.	Mr. Deepak Nanda, was being paid monthly basic salary of Rs 2,20,000/- (Rupees two lac twenty thousand only) plus other allowances and perquisites. Further, he is also entitled to the benefits as are granted to the Senior executives of the Company in accordance with the Company's practice, rules and regulations in force time to time.
Recognition to Company	Trident Limited has won many awards and accolades, which among others include: - <ul style="list-style-type: none"> Company has been adjudged winner of the 'National Award for Excellence in corporate Governance, 2006' instituted by the Institute of Company Secretaries of India (ICSI) TEXPROCIL Gold Trophy for "Top Exporters - Madeups" in the towels category for the year 2008-9 TEXPROCIL Silver Trophy for outstanding Export Performance for the year 2005-6, 2006-7, 2007-8 and 2009-10 TEXPROCIL Silver Trophy for "Top Exporters - Madeups" in the towels category for the year 2010-11 TEXPROCIL Bronze Trophy for outstanding Export Performance for the year 2010-11 Trident Limited conferred upon the prestigious Rajiv Gandhi National Quality Award 2009 organised by Bureau of Indian Standards Winner of Supplier of the Year & Quality awards from major retailers of world viz: - Wal Mart, JC Penny, IKEA etc. Recognised Star Trading House by Government of India 	
Job profile and suitability	Mr. Abhishek Gupta shall be responsible for the overall affairs of the Company and to lead the team for further growth & development of the Company and its stakeholders.	Mr. Deepak Nanda shall be responsible for all the legal affairs, operations and day to day management of the Company. He is also the occupier of the Company under the Factories Act, 1948. He will also be responsible for the overall well being of the employees of the Company.
Remuneration proposed	Keeping in view the responsibilities assigned to Mr. Abhishek Gupta and his role in the development of the Company, it is proposed to appoint Mr. Abhishek Gupta as Managing Director of the Company on the monthly basic salary of Rs. 10,00,000/- (Rupees ten lacs only) plus other allowances and perquisites as specified in resolution alongwith 5 percent	Keeping in view the responsibilities assigned to Mr. Deepak Nanda and his role, it is proposed to appoint Mr. Deepak Nanda as Wholetime Director of the Company on the monthly basic salary of Rs. 2,20,000/- (Rupees two lac twenty thousand only) plus other allowances and perquisites as specified in resolution.

	commission of the net profits of the Company as computed under Section 349 of the Companies Act, 1956. Further, he would be entitled to the benefits as are granted to the Senior executives of the Company in accordance with the Company's practice, rules and regulations in force from time to time.	Further, he would be entitled to the benefits as are granted to the Senior executives of the Company in accordance with the Company's practice, rules and regulations in force from time to time.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of the appointees, the proposed remuneration is competitive with remuneration paid by other companies to such similar positions.	
Other Directorships held	<ol style="list-style-type: none"> 1. Trident Group Limited 2. Trident Spinning Limited 3. Trident Papers Limited 4. Trident Home Textiles Limited 5. Trident Health Solutions Limited 6. Trident Infra Developers Limited 7. Trident Garments Limited 8. Trident Industrial Corp Limited 9. Trident Annapurna Limited 10. Trident Industrial Chemicals Limited 11. Trident Processors Limited 12. Trident Brands Limited 13. Abhishek Industries Limited 14. Abhishek Industries (India) Limited 	<ol style="list-style-type: none"> 1. MD E-Infra Consultants Private Limited 2. Punjab Venture Capital Limited 3. Trident Chemicals Limited 4. Trident Green Technologies Limited
Details of Committee Memberships	Trident Group Limited - Member - Audit Committee	NIL
Pecuniary relationship with the Company or relationship with the managerial personnel	Mr. Abhishek Gupta is son of Mr. Rajinder Gupta, Non-executive Chairman of the Company.	Except remuneration proposed, Mr. Deepak Nanda do not have any pecuniary relationship with the Company or relationship with any managerial personnel.

III OTHER INFORMATION

Keeping the overall scenario of the industry, the Company is performing reasonably good and has been expanding its capacities across the segment to gain the competitive edge. The company is strengthening its focus on supply chain management, quality control, captive production, Kaizen, strategic market alliances and expansions.

None of the Directors is personally interested in the above resolution except Mr. Abhishek Gupta and Mr. Deepak Nanda, the proposed appointees and Mr. Rajinder Gupta, Chairman, who is father of Mr. Abhishek Gupta.

The above may also be treated as an abstract of the terms of Contract/Agreement entered into/to be entered into between the Company and Mr. Abhishek Gupta, Managing Director pursuant to Section 302 of the Companies Act, 1956.

Item No. 5

Under Article 163 of the Articles of Association of the Company read with Section 309 of the Companies Act, 1956, the Company can pay remuneration to Directors by way of commission with the approval of shareholders by way of a special resolution. The special resolution will remain in force for a period not exceeding five years and may be renewed from time to time.

The Board in its meeting held on April 23, 2012 has subject to approval of members, approved the payment of commission upto 1% of net profits of the Company or any other percentage of net profits, as may be permissible under the provisions of Companies Act, 1956 and such other applicable statutory enactments at the time of payment, over and above the usual sitting fees for attending meetings of Board/ Committees of Board for a period of five financial years commencing from 1st April, 2012, to its Non-executive Directors.

It is proposed that the Company may authorize the Board for payment of commission to its Non-executive Directors within the ceilings provided under Companies Act, 1956 and other applicable statutory enactments with power to the Board to determine the proportion and manner of payment.

As per the provisions of the Companies Act, 1956, approval of share-holders is required for the purpose. Hence, the Board recommends the resolution for your approval by way of special resolution.

All the Non-executive Directors, to the extent of commission payable to them, are interested in the Resolution.

Item No. 6

Under Section 314 of the Companies Act, 1956, it is necessary to obtain the consent of the Company by a special resolution for holding or continuing to hold place of profit under the Company.

Ms Neha Gupta, age 21 years, is currently pursuing her Masters in Finance from Cass University, London. She is academically equipped with the knowledge and has also worked with the Company as a Management Trainee.

As per the Company's recruitment policy a fresher from good Business and Engineering Schools are placed at level which vary from Front Line Entrepreneur to Development Coach depending on course curriculum of the institutes. Therefore, it is proposed to appoint Ms Neha Gupta as Head (Finance) on the terms & conditions and in pursuance of service rules as applicable to the employees of the Company.

It is also proposed to seek authority in favour of the Board to sanction in due course promotion to Ms Neha Gupta to next higher grade together with the usual allowances and benefits.

None of the Directors except Mr Rajinder Gupta, Non-Executive Chairman and Mr Abhishek Gupta, Managing Director, being the father and brother respectively of proposed appointee, is interested in the above resolution.

By Order of the Board
For Trident Limited

Place: Sanghera
Date : April 23, 2012

Sd/-
(Pawan Jain)
Company Secretary



TRIDENT GROUP

TRIDENT LIMITED

Regd Office: Trident Group, Sanghera - 148 101, Punjab

POSTAL BALLOT FORM

Sr. No. _____

1. Name(s) of Shareholder(s)/Beneficial owner
(in block letters)
(including joint holders, if any)

2. Registered address of the sole/
first named shareholder/Beneficial owner

3. Registered Folio No./DP ID No.
alongwith Client ID No.*
(*Applicable to investors holding
shares in dematerialized form)

4. No. of Shares held

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5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the notice dated April 23, 2012 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Sr	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Ordinary Resolution for Appointment of Mr. Deepak Nanda as Director			
2.	Special Resolution for Appointment of Mr. Deepak Nanda as Wholetime Director			
3.	Ordinary Resolution for Appointment of Mr. Abhishek Gupta as Director			
4.	Special Resolution for Appointment of Mr. Abhishek Gupta as Managing Director			
5.	Special Resolution for Payment of Remuneration to Non-Executive Directors			
6.	Special Resolution for Appointment of Ms. Neha Gupta as an Employee of the Company			

Place:

Date:

Signature of the Shareholder

(Refer instruction No. 3 overleaf)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder.
4. Incomplete and/or unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer at the Corporate Office of the Company not later than the close of working hours on June 11, 2011. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
7. In case of shares held by Companies/Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
9. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.