

TRIDENT TOOLS LIMITED  
AT GUT NO 171, TEMBHODE SHIRGAON ROAD, DHANSAR VILLAGE, PALGHAR - 401 404  
Web : [Magicuttools.com](http://Magicuttools.com) Email: [info@magicuttools.com](mailto:info@magicuttools.com)  
Tel:- 91 22 2884 7191 Fax : 91 22 2846 2388 CIN L29220MH1982PLC027046

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF M/S. TRIDENT TOOLS LTD WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2015 AT 3.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GUT NO 171, TEMBHODE SHIRGAON ROAD, DHANSAR VILLAGE, PALGHAR - 401 404:

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### TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon.
2. None of the Director is liable to retire by rotation.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time) and recommendation of the Audit Committee, consent of members be and is hereby accorded to re-appoint M/s. Girish Patel & Co., Chartered Accountants, Mumbai (Firm Registration No. 103221W) the retiring Auditors of the Company, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”), until the conclusion of the next AGM of the Company to be held in the year 2016 at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### SPECIAL BUSINESS:

1. **Re - Appointment of Mr. Narendra R Gupta (00535619) as Whole-Time Director and fix his remuneration in this regards, To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 164, 196 and 197 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable rules and regulations, if any, to the extent notified for the time being in force including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and subject to the approval of the Central Government or such other competent authority, if required, approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Narendra R Gupta (00535619), being the Executive Chairman of the Company as Whole-Time Director of the Company and designated as Executive

Director of the Company for a further period of Five (5) years with effect from 2nd September, 2015 upon such terms and conditions as set out in the agreement as entered by the and between the Company and Mr. Narendra R Gupta as detailed in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the "Board") and Mr. Narendra R Gupta.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**2. Re - Appointment of Mr. Ravi N Gupta (00106681) as Managing Director and fix his remuneration in this regards, To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 164, 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable rules and regulations, if any, to the extent notified for the time being in force including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and subject to the approval of the Central Government or such other competent authority, if required, approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Ravi N Gupta (00106681) as Managing Director and Key Managerial Personnel of the Company and fixing his remuneration for a further period of Five (5) years (not liable to retire by rotation) with effect from 2<sup>nd</sup> September, 2015 upon such terms and conditions as set out in the agreement as entered between the Company and Mr. Ravi N Gupta as detailed in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the "Board") and Mr. Ravi N Gupta.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**3. Appointment of Ms. Ranjana P Dmello (07121251) as Independent Director in this regards, to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -**

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Ranjana P Dmello (07121251), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and read with the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Ms. Ranjana P Dmello proposing herself as a candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2020

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**4. To Approve Related Party Transactions to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Amendment) Act, 2015 and applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into the following proposed related party Transactions with M/s. Industrial Basket-Commerce Private Limited and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sr. No	Name of Related Party	Nature of transaction	Amount
<u>1</u>	M/s. Industrial Basket E-Commerce Private Limited	Sale, Purchase or supply of Goods and Material	Upto Rs. 5 Crore
<u>2</u>	M/s. Industrial Basket E-Commerce Private Limited	Availing and Rendering of Services	Upto Rs. 5 Crore

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”

**5. Ratification of Appointment of the Ms. Sheetal R. Gupta, Senior Marketing Manager, relative of Directors holding office or place of profit, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 read with The Companies (Amendment) Act, 2015 and applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), the Consent of the Members of the Company be and is hereby accorded to ratify appointment of Ms. Sheetal R. Gupta, as a Senior Marketing Manager of the Company and to pay the Annual remuneration not exceeding Rs. 11,00,000 (Rupees Eleven lakhs only).

**Resolved Further that** the brief terms and conditions of the aforesaid appointment are given below: a) Remuneration not to exceed Rs. 11,00,000 (Rupees eleven lakhs) per annum. b) Statutory prerequisites and other benefits like gratuity, contribution to provident fund, bonus and leave encashment etc., as per the applicable provision of relevant statutes and/or policies of the Company will be the part of aforesaid remuneration. c) The Company will reimburse telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties which will not be included in the aforesaid remuneration.

**Resolved Further that** the Board of Directors of the Company be and is hereby authorized to fix the remuneration and other terms and conditions and vary the same from time to time within the overall limit

approved by the members, and to take all such acts that may be required to give effect to aforesaid resolution."

**6. To appoint Mr. Satish K Marathe (DIN 02135738) as an Independent Director and in this regard, 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Satish K Marathe (DIN 02135738), who was appointed as an Independent Director in previous Annual General Meeting held on 30th September, 2014, whose term expires at this Annual General Meeting, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Mr. Satish K Marathe proposing himself as a candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2020

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**7. To appoint Mr. Suresh V Bhandary (DIN 02381272) as an Independent Director and in this regard, 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Suresh V Bhandary (DIN 02381272), who was appointed as an Independent Director in previous Annual General Meeting held on 30th September, 2014, whose term expires at this Annual General Meeting, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Mr. Suresh V Bhandary proposing himself as a candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2020

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board of Directors**

**Date: 02/09/2015**  
**Place: Mumbai**  
**CIN L29220MH1982PLC027046**

**Ravi N Gupta**  
**(Managing Director)**  
**DIN: - 00106681**  
**Registered Office Address:**  
 Survey No. 26, Tembhode Shirgaon  
 Road, Dhansar Village, Palghar,  
 Thane, 401404, Maharashtra, India.

**Notes:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors / Managing Director and Whole Time Director under Item No. 4 to 10 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Monday, 24<sup>th</sup> September 2015 to Wednesday, 30<sup>th</sup> September 2015 (both days inclusive), both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Sharex Dynamic India Private Limited (SDIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to SDIPL.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or SDIPL for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or SDIPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been

transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2015, nor shall any payment be made in respect of such claim.

10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories.3
12. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 would be available for inspection by the members at the Annual General Meeting.
13. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting.
14. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
15. **Information and other instructions relating to e-voting are as under:**
  - In Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2015 only shall be entitled to avail the facility of remote e-voting.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 25<sup>th</sup> September 2015 At 9.30 A.M and ends on Monday 29<sup>th</sup> September 2015 at 5.00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
- C. Girish Patel & Co, Practicing Chartered Accountant (Firm Registration No. 103221W), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- D. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- E. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.magicuttools.com](http://www.magicuttools.com) within two days of the passing of the resolutions at the AGM of the Company on 30<sup>th</sup> September, 2015 and communicated to the BSE Limited, where the shares of the Company are listed.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 4**

Mr. Narendra R Gupta (00535619), who has been the Whole Time Director and Executive Chairman of the Company have been proposed for re-appointment for a term 5 years as approved and recommended by the Board of Directors in consultation with Nomination and Remuneration Committee of the Board in compliance with Section 196 and 197 of the Companies Act, 2013 and as per Clause 49 of the Listing agreement.

The Board at its meeting held on 2<sup>nd</sup> September, 2015, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and any statutory or competent authority, if required, re-appointed Mr. Narendra R Gupta as the Whole Time Director of the Company, for a period of Five (5) years commencing from 2<sup>nd</sup> September, 2015.

A copy of the Agreement entered between Mr. Narendra R Gupta and the Company shall be kept open for inspection by the members of the Company at the Registered office of the Company during working hours from 10.a.m to 6.30.p.m. on Weekdays prior to the date of the Meeting and during the Meeting.

None of the Directors/ Key Managerial Personnel's of the Company/their relatives except Mr. Ravi N Gupta are in anyway, concerned or interested, financially or otherwise in the said appointment except to the extent of their shareholding in the Company.

Your Directors therefore recommends the said resolution and your approval is sought by passing of an Ordinary resolution.

The principle terms and conditions of the appointed as entered into agreement between the Company and Mr. Narendra R Gupta are as follows:

1. Term of Appointment : 5 Years
2. Period : 2<sup>nd</sup> September, 2015 – 2<sup>nd</sup> September 2020
3. Remuneration :

<b>Sr. no</b>	<b>Description</b>	<b>Particulars</b>
1	a. Annual Salary	12,00,000
	b. Annual Bonus	NIL
2	Deduction of Tax at Source	Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
3	Benefits/facilities:	Maximum Upto Rs Three lacks
	I. Housing:	
	II. Car and Driver:	
	III. Gas, Electricity & Water charges for the house:	
	IV. Telephone:	
	V. Club Membership:	
	VI. Security and Gardener Maintenance at the house:	
	VII. Satellite TV:	
	VIII. Medical Reimbursement:	
	IX. Gratuity:	
4	End of Contract	The contract of employment may be terminated by either party upon notice of 12 months, to expire at the end of a calendar quarter

**Information required under Listing agreement**

- A. A brief resume of the director; (Given under Corporate Governance Report)
- B. Nature of his expertise in specific functional areas;(Annexure I)
- C. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (Annexure I)
- D. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) (Annexure I)

**Item No.5**

Mr. Ravi N Gupta (00106681), who has been appointed as the Managing Director of the Company and whose term has been expired, being proposed for re-appointment for a further period of 5 years as approved and recommended by the Board of Directors in consultation with Nomination and Remuneration Committee of the Board in compliance with Section 196, 197 and 203 of the Companies Act, 2013 and as per Clause 49 of the Listing agreement.

The Board at its meeting held on 2<sup>nd</sup> September, 2015, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government (if required), re-appointed Mr. Ravi N Gupta the Managing Director of the Company, for a period of Five (5) years commencing from 2<sup>nd</sup> September, 2015. As per the requirement of section 196 and 197 of the Companies Act, 2013 read with Schedule V and the Companies (Appointment of Key Managerial Personnel) Rules, 2014, the above appointment shall be approved by the shareholders in their meeting.

A copy of the Agreement entered between Mr. Ravi N Gupta and the Company shall be kept open for inspection by the members of the Company at the Registered office of the Company during working hours from 10.a.m to 6.30.p.m. on Weekdays prior to the date of the Meeting and during the Meeting.

None of the Directors/ Key Managerial Personnel's of the Company/their relatives except Mr. Narendra R Gupta are in anyway, concerned or interested, financially or otherwise in the said appointment except to the extent of their shareholding in the Company.

Your Directors therefore recommends the said resolution and your approval is sought by passing of an Ordinary resolution.

The principle terms and conditions of the appointed as entered into agreement between the Company and Mr. Ravi N Gupta are as follows:

1. Term of Appointment : 5 Years
2. Period : 2<sup>nd</sup> September, 2015 – 2 September 2020
3. Remuneration :
- 4.

<b>Sr. no</b>	<b>Description</b>	<b>Particulars</b>
1	c. Annual Salary	24,00,000
	d. Annual Bonus	Nil
2	Deduction of Tax at Source	Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.

- |   |   |   |
|---|---|---|
| 3 | Benefits/facilities:<br>I. Housing:<br>II. Car and Driver:<br>III. Gas, Electricity & Water charges for the house:<br>IV. Telephone:<br>V. Club Membership:<br>VI. Security and Gardener Maintenance at the house:<br>VII. Satellite TV:<br>VIII. Medical Reimbursement:<br>IX. Gratuity: | Maximum Upto Rs Three lacks   |
| 4 | End of Contract   | The contract of employment may be terminated by either party upon notice of 12 months, to expire at the end of a calendar quarter |

**Information required under listing agreement**

- A. A brief resume of the director; (Given under Corporate Governance Report)
- B. Nature of his expertise in specific functional areas;(Annexure I)
- C. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (Annexure I)
- D. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) (Annexure I)

**Item No. 6.**

The Board of Directors, at its meeting held on 28<sup>th</sup> March, 2015 appointed Ms. Ranjana P Dmello as an Additional independent Director of the Company with effect from 28<sup>th</sup> March 2015, pursuant to section 161 of the Companies Act, 2013, read with Articles of Association of the Company 2013, Ms. Ranjana P Dmello will hold office upto the date of ensuing Annual General Meeting. The Company has received notice in writing under section 160 of the Companies Act, 2013 as required by law, along with the deposit of Rs. 1, 00,000 from Ms. Ranjana P Dmello signifying her candidature for the position of Independent Director of the Company.

The Company has received from Ms. Ranjana P Dmello (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act (iii) declaration that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In accordance with the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, appointment of a Director requires approval of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Ranjana P Dmello to be appointed as a Independent Director of the Company. The appointment of Ms. Ranjana P Dmello shall be effective upon approval by the members in the Meeting.

In the opinion of the Board, Ms. Ranjana P Dmello fulfills the conditions for her appointment as Independent Director as specified in the Act and the Listing Agreement. Ms. Ranjana P Dmello is independent of the management and possesses appropriate skills, experience and knowledge.

The Board seeks approval of the members for the appointment of Ms. Ranjana P Dmello as Independent Director of the Company for five consecutive years with effect from 30th September,2015 to 29th September, 2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions except to the extent of their shareholding interest, if any, in the Company.

- A. A brief resume of the director; (Annexure II)
- B. Nature of her expertise in specific functional areas;(Annexure II)
- C. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (Annexure II)
- D. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) (Annexure II)

#### **Item 7**

Approval for Related Party Transactions Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement, which has come into operation with effect from October 1, 2014, has also prescribed seeking of shareholders' approval for related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts / arrangements / transactions are require the approval of the unrelated shareholders of the Company by an Ordinary resolution:

Sr. No	Name of Related Party	Name of Directors are related	Relationship	Maximum Value of Transactions per annum with effect from 1 <sup>st</sup> October, 2015 (Rs. crore)	Nature and Material Terms/Particulars of the contract or arrangement
1	Industrial Basket E-Commerce Private Limited (IBECPL)	Mr. Ravi N. Gupta Mr. Narendra R. Gupta	Common Directorship	Five Crore	The M/S. Trident Tools Ltd will Sale, Purchase or supply their goods to IBECPL in the ordinary course of business.
2	Industrial Basket E-Commerce Private Limited (IBECPL)	Mr. Ravi N. Gupta Mr. Narendra R. Gupta	Common Directorship	Five Crore	The M/S. Trident Tools Ltd will Avail or Render Services From / to IBECPL.

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

Except Mr. Ravi N Gupta and Mr. Narendra R Gupta, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

#### **Item 8**

As per Section 188 of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, read with rules of the Companies Act 2013, no relative etc. of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by a Ordinary Resolution or same shall be ratified within the period of 3 months.

The Board has appointed of the Ms. Sheetal Ravi Gupta, as a Senior Marketing Manager the Company with effect from 1<sup>st</sup>August 2015 and the Board is proposing aforesaid resolution for ratification by the members.

Sr. No	Name of Related Party	Name of Directors are Related	Relationship	Maximum Value of Transactions per annum	Nature and Material Terms/Particulars
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				with effect from 1 <sup>st</sup> August, 2015 (Rs. crore)	of the contract or arrangement
1	Ms. Sheetal Ravi Gupta	1) Ravi N Gupta 2) Mr. Narendra R Gupta	1) Wife 2) Daughter in law	11,00,000	Employment

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

Except Mr. Ravi N Gupta and Mr. Narendra R Gupta, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

### **Item 9**

As per section 149 of the Companies Act, 2013 ("the Act"), the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re – appointment on passing of a special resolution by the company and no Independent Director shall hold office for more than two consecutive terms.

Mr. Satish K Marathe was appointed as an Independent Directors on 30<sup>th</sup> September 2014 according to the provision of section 149 of the Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 for the period of one year and his tenure comes to an end on 30<sup>th</sup> September 2015. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re- appointment of an Independent Director requires special resolution of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Satish K Marathe to be re- appointed as an Independent Director of the Company. The appointment of Mr. Satish K Marathe shall be effective upon approval by the members in the Meeting .The Company has received notice in writing under section 160 of the Companies Act, 2013 as required by law, along with the deposit of Rs. 1, 00,000 from Mr. Satish K Marathe signifying his candidature for the position of Independent Director of the Company.

Mr. Satish K Marathe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Satish K Marathe that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Satish K Marathe fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Satish K Marathe is independent of the management and possesses appropriate skills, experience and knowledge.

The Board seeks special resolution of the members for the appointment of Mr. Satish K Marathe as Independent Director of the Company for five consecutive years with effect from 30<sup>th</sup> September,2015 to 29<sup>th</sup> September, 2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

Except Mr. Satish K Marathe , no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

### **Information required under listing agreement**

- A. A brief resume of the director; (Given under Corporate Governance Report)
- B. Nature of his expertise in specific functional areas; (Annexure II)
- C. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (Annexure II)
- D. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) (Annexure II)

**Item 10**

As per section 149 of the Companies Act, 2013 ("the Act"), the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re – appointment on passing of a special resolution by the company and no Independent Director shall hold office for more than two consecutive terms.

Mr. Suresh V Bhandary was appointed as an Independent Directors on 30<sup>th</sup> September 2014 according to the provision of section 149 of the Companies Act, 2013 any other applicable provisions of the Companies Act, 2013 for the period of one ad his tenure comes to an end on 30/09/2015. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re- appointment of an Independent Director requires special resolution of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Suresh V Bhandary to be re- appointed as an Independent Director of the Company. The appointment of Mr. Suresh V Bhandary shall be effective upon approval by the members in the Meeting. The Company has received notice in writing under section 160 of the Companies Act, 2013 as required by law, along with the deposit of Rs. 1, 00,000 from Mr. Suresh V Bhandary signifying his candidature for the position of Independent Director of the Company.

Mr. Suresh V Bhandary is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Suresh Bhandary that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Suresh V Bhandary fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Suresh V Bhandary is independent of the management and possesses appropriate skills, experience and knowledge.

The Board seeks special resolution of the members for the appointment of Mr. Suresh V Bhandary Independent Director of the Company for five consecutive years with effect from 30th September,2015 to 29th September, 2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

Except Mr. Suresh V Bhandary, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

**Information required under Listing Agreement**

- A. A brief resume of the director; (Given under Corporate Governance Report)
- B. Nature of his expertise in specific functional areas; (Annexure II)
- C. Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (Annexure II)
- D. Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) (Annexure II)

**By Order of the Board of Directors**

**Date: 02/09/2015**  
**Place: Mumbai**  
**CIN L29220MH1982PLC027046**

**Ravi N Gupta**  
**(Managing Director)**  
**DIN: - 00106681**  
**Registered Office Address:**  
 Survey No. 26, Tembhode Shirgaon Road,  
 Dhansar Village, Palghar, Thane, 401404,  
 Maharashtra, India.

## ANNEXURE TO THE NOTICE

Details of the Directors seeking ~~Appointment~~/ Re-appointment at the Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreement)

I. ~~Director~~/Independent Directors.

Particulars	Mr. Narendra R Gupta	Mr. Ravi N Gupta
Date of Birth	14/08/1948	05/08/1973
Date of Appointment	29/04/1982	01/06/2010
Qualifications	B.Com	B.Com, MBA (Australia)
Expertise	Has been instrumental in setting up various businesses. Started his career with manufacture of Engine Bearings & gradually expanded to manufacture products such as Diesel Engine Spares, Copper Alloys and Cutting Tools. Has vast experience spanning over four decades in the Industry and has travelled to most parts of the World.	Started his career with Magicut Tools Ltd and has extensive experience of this industry. After taking over management responsibility has developed various new clients. Instrumental in taking the company forward by adding various new products in the manufacturing line of the company along with all other recent developments.
Directorship in Companies	Annexure III	Annexure IV
Memberships / Chairmanships of committees in Companies	Annexure III	Annexure IV
Relation between Directors	Father of Ravi N Gupta	Son of Narendra R Gupta
Number of Shares held in the Company as on 31/03/2015	495,000	1,603,100

## ANNEXURE TO THE NOTICE

Details of the Directors seeking ~~Appointment~~/ Re-appointment at the Annual

## General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

II. ~~Director~~/ Independent Directors.

Particulars	Mr. Satish K Marathe	Mr. Suresh V Bhandary	Ms. Ranjana P Dmello
Date of Birth	01 <sup>st</sup> February, 1950	04 <sup>th</sup> March, 1946	02/05/1969
Date of Appointment	01 <sup>st</sup> December, 2008	01 <sup>st</sup> December, 2008	28/03/2015
Qualifications	Bachelor in Commerce & Law	B.Sc.	B.A, B.Ed.
Expertise	Were formerly the Chairman & Managing Director of United Western Bank and CEO of Jankalyan Bank. He is currently an Advisor to various companies	Worked in Indian Army as a Captain before joining Punjab National Bank where he has worked for 35 years. Has the special distinction of taking part in the Indo-Pak war in 1971.	Ms. Ranjana P Dmello has diversified exposure to various management practices in areas such as training and development, HR, consulting and soft skills. She is also a prominent voice for women's role in leadership and the Learning and Development industry

<b>Directorship in other Companies</b>	i. Finacus Solutions Private LTD ii. Paryatan Bharti Foundation iii. Centre For Studies And Research In Co-Operation	NA	
<b>Committee Positions in Trident Tools Ltd</b>	i. Audit Committee-Member ii. Nomination and Remuneration Committee - Member iii. Stakeholders Relationship Committee - Chairman	i. Audit Committee-Member ii. Nomination and Remuneration Committee - Chairman iii. Stakeholders Relationship Committee - Member	N.A
<b>Committee Positions in other Public LTD Companies</b>	NA	NA	NA
<b>Relation between Directors</b>	NIL	NIL	NIL
<b>Number of Shares held in the Company</b>	NIL	NIL	NIL

**Annexure III****Ravi N Gupta****Names of Companies in which I am a Director and hold membership in Committees of the Board**

Sr. No	Name of the Company	Membership in Committee
1	Popular Brass Private Limited	N.A
2	Enakshi Silk Mills Private Limited	N.A
3	Magicut Drills Private Limited	N.A
4	Magicut Carbides Private Limited	N.A
5	Snehal Multitrade Private Limited	N.A
6	Beautifulstone Real Estate Private Limited	N.A
7	Spycade Reality Private Limited	N.A
8	Bhola Commodeal Private Limited	N.A
9	Komal Dealtrade Private Limited	N.A
10	Gagan Management Consultants Private Limited	N.A
11	Trident Tools Limited	Stakeholders Relationship Committee –Member
12	Kundar Real Estate Private Limited	N.A

**Annexure IV****Narendra R Gupta****Names of Companies in which I am a Director and hold membership in Committees of the Board**

Sr. No	Name of the Company	Membership in Committee
1	Popular Brass Private Limited	N.A
2	Enakshi Silk Mills Private Limited	N.A
3	Magicut Drills Private Limited	N.A



4	Magicut Carbides Private Limited	N.A
5	Snehal Multitrade Private Limited	N.A
6	BeautifulStone Real Estate Private Limited	N.A
7	Spycade Reality Private Limited	N.A
8	Bhola Commodeal Private Limited	N.A
9	Komal Dealtrade Private Limited	N.A
10	Gagan Management Consultants Private Limited	N.A
11	Trident Tools Limited	Member in Following Committees; <ol style="list-style-type: none"> <li>1. Audit Committee - Chairman</li> <li>2. Nomination and remuneration -Member</li> <li>3. Stakeholders Relationship Committee –member</li> </ol>
12	Kundar Real Estate Private Limited	N.A
13	Copper Counell and Clifford Pvt Ltd	N.A
14	Shri Hari Metal Extruders (India) Limited	N.A
15	Metal Extruders India Private Limited	N.A
16	Servotech Engineering Industries Limited	N.A
17	Snehal Multitrade Private Limited	N.A
18	Hitkari Hitech Fibres Private Limited	N.A

**Form No. MGT 11**  
**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** L29220MH1982PLC027046

**Name of the Company:** M/S. TRIDENT TOOLS LTD

**Registered office:** Gut No 171, Tembhode Shirgaon Road, Dhansar Village, Palghar - 401 404

<b>Name of the Member (s):</b>
<b>Registered address:</b>
<b>E-mail Id:</b>
<b>Folio No/Client ID:</b>
<b>DP ID:</b>

I/We being the member (s) of ..... shares of the above named Company, hereby appoint

Sr. No.	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting/ Extraordinary general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2015 At 03.30 p.m. at Gut No 171, Tembhode Shirgaon Road, Dhansar Village, Palghar - 401 404 and at any adjournment thereof in respect of such resolutions as are indicated below :

**Resolution No.**

Sr. No	Resolution	Vote (Optional- see note 2 below) (Please mark (v) and No. of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon			
2	To appoint Auditors and fix their remuneration			
<b>Special Business</b>				
3	Appointment of Ms. Ranjana P Dmello (07121251) as Independent Director			
4	Re - Appointment of Mr. Ravi N Gupta (00106681) as Managing Director) as Managing Director and fix his remuneration			
5	Re - Appointment of Mr. Narendra R Gupta (00535619) as Whole-Time Director and fix his remuneration			
6	To Approve Related Party Transactions			
7	Ratification of Appointment of the Ms. Sheetal Ravi Gupta,			

	Senior Marketing Manager, relative of Directors holding office or place of profit,			
<b>8</b>	To appoint Mr. Satish K Marathe (DIN 02135738) as an Independent Director			
<b>9</b>	To appoint Mr. Suresh V Bhandary (DIN 02381272) as an Independent Director			

Signed this..... day of..... 20....

Signature of shareholder

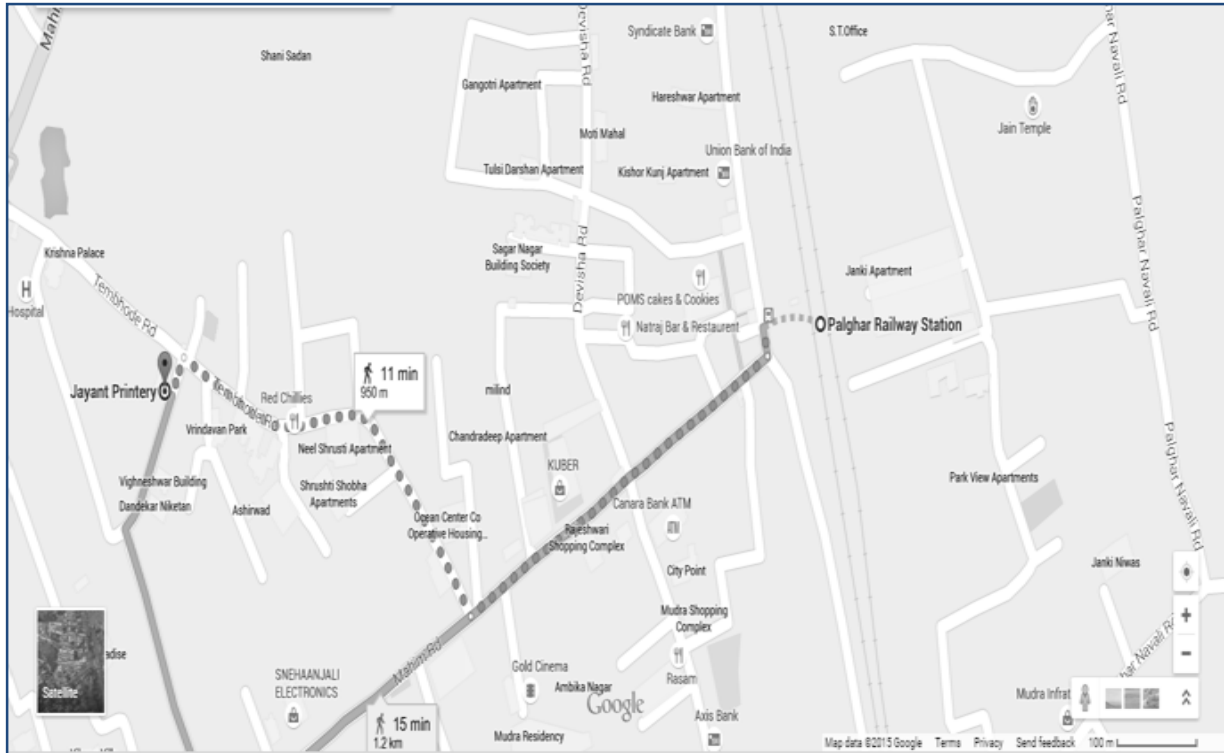
Signature of Proxy holder(s)

Affix Revenue Stamp
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Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If left blank your proxy will be entitled to vote in the manner as s/he deems appropriate.

**Route Map to Reach at Registered office from Palghar station:**



**TRIDENT TOOLS LIMITED**  
**AT GUT NO 171, TEMBHODE SHIRGAON ROAD, DHANSAR VILLAGE, PALGHAR - 401 404**  
**Web : [Magicuttools.com](http://Magicuttools.com) Email: [info@magicuttools.com](mailto:info@magicuttools.com)**  
**Tel:- 91 22 2884 7191 Fax : 91 22 2846 2388 CIN L29220MH1982PLC027046**

**Attendance Slip**

Registered Folio / DP ID & Client ID  
 Name  
 Address of Shareholder  
 No. of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Registered Office situated at Gut No 171, Tembhode Shirgaon Road, Dhansar Village, Palghar - 401 404, on Wednesday, September 30, 2015 at 3.30 p.m.

Signature of Shareholder / Proxy Present.....

**Note: 1.**

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting