



TRINA QUEBEC GEARS LIMITED

Works: 38/4 K M Stone, National Highway 10, Delhi Rohtak Road, Village Jakhoda, Bahadurgarh, Haryana
Tel: +91-1276- 224200-299, 241603/4/6 Fax : +91-1276- 224250
Email: info@trinaquebecgears.com , Website : www.trinaquebecgears.com
Regd Office: 9/46, Kirti Nagar Industrial Area, New Delhi 110015 . Tel: +91-11-25419687, 25927627
CIN NO. : L50103DL1992PLC047174

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the members of Trina Quebec Gears Limited will be held on Wednesday, 30th September, 2015 at 11.00 A.M. at IP Motels & Resorts, Ghevra Mod, PWD Office, Main Rohtak Road, Mundka, New Delhi 110 041, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statements for the year ended 31st March 2015 and the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director

To appoint a Director in place of Mr Rakesh Chander Chadda (DIN - 00793207) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

To appoint Statutory Auditors and to authorize the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made there-under, M/s NM Rajji & Co., Chartered Accountants (Registration No. 108296W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next AGM of the Company, and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS

4. Appointment of Mr Ved Prakash Gupta as an Independent Director

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



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“RESOLVED THAT Mr Ved Prakash Gupta (DIN:07183707), who was appointed as Additional Director by the board of directors of the company w.e.f 14/05/2015 and who holds office up to date of ensuing annual general meeting of the company in terms of section 161 of the Companies Act, 2013, has consented to act as a director of the company, and being eligible for appointment be and is hereby appointed as Director of Company.

Resolved further that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and rules framed there under read with Schedule IV of the Act, as amended from time to time, appointment of Mr Ved Prakash Gupta (DIN:07183707) who meets the criteria of independence as provided under section 149 (6) of the Act as an Independent Director of the Company not liable to retire by rotation, for a period of 5 year, be and is hereby approved.”

5. Appointment of Ms Namisha Kapoor as an Independent/Women Director

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

“RESOLVED THAT Ms Namisha Kapoor (DIN:07172026), who was appointed as Additional Director by the board of directors of the company w.e.f 14/05/2015 and who holds office up to date of ensuing annual general meeting of the company in terms of section 161 of the Companies Act, 2013, has consented to act as a director of the company, and being eligible for appointment be and is hereby appointed as Director of Company.

Resolved further that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and rules framed there under read with Schedule IV of the Act, as amended from time to time, appointment of Ms Namisha Kapoor (DIN:07172026) who meets the criteria of independence as provided under section 149 (6) of the Act as an Independent Director of the Company not liable to retire by rotation, for a period of 5 year, be and is hereby approved.”

6. Change of name 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 the provisions of Section 13 of the Companies Act, 2013 (the Act) and other applicable provisions if any and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, the consent of the members of the company be and is hereby given to change the name of the Company from **“Trina Quebec Gears Limited”** to **“Trina NRE Transportation Limited”** or such other similar name, as may be approved/made available by the Registrar of Companies, NCT of Delhi and Haryana, New Delhi.



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Resolved further that the Clause I of the Memorandum of Association of the Company be substituted with the following new Clause:

I. The Name of the Company is **TRINA NRE TRANSPORTATION LIMITED**.

Resolved further that the name “**TRINA QUEBEC GEARS LIMITED**”, wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the “**TRINA NRE TRANSPORTATION LIMITED**”.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper or expedient, to give effect to this resolution which, *inter alia*, include making application to the Central Government for the aforesaid purpose and agreeing to any terms and conditions, if any, stipulated by the Central Government in this regard.”

By Order of the Board of Directors
For **TRINA QUEBEC GEARS LIMITED**

Place: Bahadurgarh
Date: 04/09/2015

Sd/-
Pankaj Khara
(Managing Director)
DIN: 01787951
ADDRESS: 3/61, Punjabi
Bagh, New Delhi, 110026



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NOTES

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself and such proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not less than 48 hours before the meeting. Members/ Proxies for members should bring the duly filled in attendance slips with them for attending the meeting.
- 2) 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 their representatives to attend and vote on their behalf at the meeting.
- 3) The Register of members and share transfer books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday 30th September, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
- 4) Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 is annexed hereto in respect of Special Business to be transacted at the meeting.
- 5) Members are requested to kindly bring their copies of the Annual Report to the Meeting.
- 6) Members who have not registered their email-id so far with the company, are again requested to register their email addresses for receiving all communication including Annual report, Notices, Circulars etc from the company electronically.
- 7) Pursuant to the provisions of Sections 108 and 110 of the Act and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement entered with the Stock Exchanges, where the Company is listed, the Company has extended the e-voting facility to all its members to enable them to cast their votes electronically. The Company has availed the services of National Securities Depository Limited (NSDL) to transact the businesses as mentioned in this Notice through e-voting.
- 8) Members also note that the members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- 9) Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be physically present at the meeting shall be provided with polling papers to cast their votes at the meeting.
- 10) Additional information pursuant to Clause 49 of the listing agreement with stock exchange, in respect of the director seeking appointment and re-appointment at the annual general meeting is furnished as annexure to the notice.

By Order of the Board of Directors
For **TRINA QUEBEC GEARS LIMITED**

Place: Bahadurgarh
Date: 04/09/2015

Sd/-
Pankaj Khara
(Managing Director)
DIN: 01787951
ADDRESS: 3/61, Punjabi
Bagh, New Delhi, 110026



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INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING

Voting through Electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 framed there under, the members are provided with the facility to exercise their vote at the 23rd Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging for the first time, please enter user-Id and password provided in the PDF file attached with the e-mail as initial password and then click login.
 - vi. The “Password Change Menu” will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of Trina Quebec Gears Limited. Now you are ready for e-voting as Cast Vote page opens. Members can cast their vote online from Sunday, 27th September 2015 (10:00 A.M.) till Tuesday, 29th September 2015 (5:00 P.M.)
- Note:** E-voting shall not be allowed beyond the said time.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.



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- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to groversanjay13@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B.** In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
 - iii. Login to e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through “Forgot Password” option available on the site to reset the same.
 - iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Other Instructions:

- i. The e-voting facility will be available from 10:00 A. M. To 5:00 P.M. during the following voting period after which the portal will be blocked and shall not be available for e-voting

Commencement of e-voting	27 th September 2015
End of e-voting	29 th September 2015

- ii. Members can opt for only one mode of voting i.e., either through e-voting or by poll. If a member casts votes by both modes, then voting done through e-voting shall prevail and poll shall be treated as invalid.
- iii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communications.



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- iv. The Board of Directors of the Company has appointed Mr. Sanjay Grover, Practicing Company Secretary (ICSI Membership No. F5937 and C.P. No.9654), as the Scrutinizer to scrutinize the e-voting process as well as polling process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report. The Scrutinizer shall submit his report to the Chairman of the Company and in his absence to the Company Secretary of the Company.
- vi. The Chairman and in his absence the Company Secretary shall declare the results after receiving the scrutinizer's report.



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Details of directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting
 (Pursuant to clause 49 of the listing agreement with stock exchanges)

1. Mr Rakesh Chander Chadda – seeking re-appointment in the upcoming AGM

Date of Birth	21/10/1957
Date of Appointment	26/04/2010
Expertise	Accounts and Taxation Expert
Qualifications	Chartered Accountant
Directorship held in Other Companies	1. Rado International Pvt. Ltd. 2. RC Chadda & Co LLP 3. Magic River Exports and Imports Pvt Ltd
Membership/Chairmanship in other Committees of Board	1. Nomination & Remuneration Committee 2. Investors & Shareholders Grievance Committee
No. of Shares held in the Company as on 31.03.2015	Nil
Relationship between Directors	Nil

2. Mr Ved Prakash Gupta – seeking regularization in the upcoming AGM

Date of Birth	13/04/1951
Date of Appointment	14/05/2015
Expertise	For more than 36 years worked throughout the country in overseeing, monitoring and planning in Material management, Energy management and Introduction of new products
Qualifications	B Tech (Electrical) IIT, Delhi
Directorship held in Other Companies	Nil
Membership/Chairmanship in other Committees of Board	Nil
No. of Shares held in the Company as on 31.03.2015	Nil
Relationship between Directors	Nil



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3. Ms Namisha Kapoor – seeking regularization in the upcoming AGM

Date of Birth	23/07/1980
Date of Appointment	14/05/2015
Expertise	Legal
Qualifications	Advocate
Directorship held in Other Companies	Nil
Membership/Chairmanship in other Committees of Board	1. Audit Committee 2. Nomination and Remuneration Committee
No. of Shares held in the Company as on 31.03.2015	Nil
Relationship between Directors	Nil



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EXPLANATORY STATEMENT **(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013)**

ITEM NO. 4

The Board of Directors of the Company at their meeting held on 14th May, 2015 had appointed Mr. Ved Prakash Gupta as Additional Director of the company to hold office up to the date of ensuing annual general meeting of the company. The company has received a notice from a shareholder proposing his candidature as Director (Independent) under section 149 & 152 of the companies Act, 2013. The resolution seeks appointment of Mr Ved Prakash Gupta as Independent Director of the company for a term of 5 years. Further he shall not be liable to retire by rotation.

The Board of Directors considered that his association with the company would be of immense benefit and therefore recommends the resolution for appointment of Mr Ved Prakash Gupta as Independent Director of the company for your approval by way of Ordinary resolution.

No Director/KMP other than Mr Ved Prakash Gupta in his personal capacity is considered to be interested in this resolution. This explanatory statement may also be regarded as a disclosure under Clause 49 of the listing agreement.

ITEM NO. 5

The Board of Directors of the Company at their meeting held on 14th May had appointed Ms Namisha Kapoor as Additional Director of the company to hold office up to the date of ensuing annual general meeting of the company. The company has received a notice from a shareholder proposing her candidature as Women Director (Independent) under section 149 & 152 of the companies Act, 2013. The resolution seeks appointment of Ms Namisha Kapoor as Women/Independent Director of the company for a term of 5 years. Further she shall not be liable to retire by rotation.

The Board of Directors considered that her association with the company would be of immense benefit and therefore recommends the resolution for appointment of Ms Namisha Kapoor as Women/Independent Director of the company for your approval by way of Ordinary resolution.

No Director/KMP other than Ms Namisha Kapoor in her personal capacity is considered to be interested in this resolution. This explanatory statement may also be regarded as a disclosure under Clause 49 of the listing agreement.



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ITEM NO. 6

The Collaboration Agreement of the Company with Quebec Gear Works Limited, Canada has been expired. The company has made NREC (National Railway Equipments Co.) USA as its foreign collaborator. The company has entered into an agreement with NREC, USA pursuant to which, it is deemed fit to change the name of the company by incorporating name of its foreign collaborator i.e NREC. Therefore the board of directors has proposed to change the name of the company from “Trina Quebec Gears Limited” to “Trina NRE Transportation Limited” or such other similar name as may be approved of Registrar of Companies, NCT of Delhi & Haryana..

The above resolution requires amendment in the Memorandum and Articles of Association of the company under section 13 of the Companies Act, 2013. The board of directors recommends the resolution for your approval by way of Special Resolution. No directors/KMP are considered to be interested in this resolution.

By Order of the Board of Directors
For **TRINA QUEBEC GEARS LIMITED**

Place: Bahadurgarh
Date: 04/09/2015

Sd/-
Pankaj Khara
(Managing Director)
DIN: 01787951
ADDRESS:3/61,Punjabi
Bagh, New Delhi, 110026