

Notice

NOTICE is hereby given that the 11th Annual General Meeting of the Members of Trident Texofab Limited will be held on Monday, July 29, 2019 at 11.00 A.M. at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the financial statements:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company including the balance sheet as at March 31, 2019, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted."

2. To declare Final Dividend on Equity Shares for the Financial Year 2018-19:-

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend at the rate of 10% i.e. Rs. 1/- per equity share of Rs. 10/- each, be and is hereby declared out of the current profits of the company and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on July 19, 2019.

RESOLVED FURTHER THAT for purpose of giving effect to this resolution board of director be and is hereby authorized to do all such things, acts, matters and deeds as deem necessary, proper or desirable."

3. To declare Dividend on CCPS for the Financial Year 2018-19:-

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, dividend at the rate of 5% i.e. Rs. 0.5/- per Compulsorily Convertible Cumulative Preference Shares (CCPS) of Rs. 10/- each, be and is hereby declared out of the current profits of the company and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on July 19, 2019.

RESOLVED FURTHER THAT for purpose of giving effect to this resolution board of director be and is hereby authorized to do all such things, acts, matters and deeds as deem necessary, proper or desirable."

4. To appoint a Director in place of Mrs. Maniya Hardik Desai (DIN- 05351685), who retires by rotation and being eligible, offers herself for re-appointment:-

"RESOLVED THAT pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, Mrs. Maniya Hardik Desai (DIN-05351685) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Appointment of Statutory Auditor:-

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 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Shah Kailash & Associates, Chartered Accountants, Surat, with registration number 109647W be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Bipinchandra J. Modi & Co., Surat, to hold office of the Statutory Auditor from the conclusion of this annual general meeting till the conclusion of the 16th Annual General Meeting for a period of five years at a remuneration as may be mutually agreed to, Mr. Hardik J. Desai, Managing Director on behalf of the company and the Auditor, plus applicable taxes, out-of-pocket expenses, travelling and other expenses in connection with the work of audit to be carried out by them.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts and take steps as may be considered necessary and expedient to give effect to this Resolution."

6. Appointment of Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) as a Director:-

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 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), rules made there under, pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Deepak Prakashchandra Gandhi (DIN: 08256996), who was appointed as an Additional Director of the Company with effect from October 15, 2018 under Section 161 of the Companies Act, 2013, who is eligible for reappointment and signifying his intention to appoint as Director of Company, be and is hereby appointed as a Director(Executive) of the Company liable to retire by rotation upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, with liberty to the Board of Directors

(hereinafter referred to as “the Board” which term shall include the Committee of the Board) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Deepak Prakashchandra Gandhi.

RESOLVED FURTHER THAT the Board of Directors of the Company (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 or expedient to give effect to this Resolution.”

7. Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1)(a) of the Companies Act, 2013:-

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the members of the Company and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage/ hypothecation/ pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and /or other instruments or non fund based facilities availed / to be availed by the company and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company on such terms and conditions as may be considered suitable by Mr. Hardik Desai, Managing Director on behalf of the Company in respect of such borrowing up to an amount of Rs. 100 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalize and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person.

8. To increase the borrowing power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013:-

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

“RESOLVED THAT in supersession of the earlier resolutions passed

by the members of the Company and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by Mr. Hardik Desai, Managing Director on behalf of the company up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs.100 Crores.

RESLOVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalize and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person.”

9. Determining the fees for delivery document through a particular mode of delivery to a member:

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 20 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules prescribed there under, the Company may, upon receipt of a request from a member for delivery of any document through a particular mode, levy an amount, approximate of the actual expense as may be incurred by the Company, by way of fees for sending the document in the particular desired mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member as advance prior to the dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel (KMP) as defined under section 2(51) of the Companies Act, 2013) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid by the member in advance.”

10. Ratification of the Disclosures pursuant to issue of Compulsorily Convertible Cumulative Preference Shares (CCPS) by way of Preferential Allotment on Private Placement Basis in the notice dated February 11, 2019 sent to the shareholders:

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

“RESOLVED THAT in compliance with the requirements of the BSE Limited (“BSE”) and in compliance with Regulation 163(1)(i) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR”) along with section 62(1)(c) read with Section 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, consent of the shareholders be and is hereby accorded to approve / ratify the disclosures w.r.t. that neither the issuer nor any of its promoters or directors is a wilful defaulter to create, offer, issue, and allot, on preferential basis, up to 2,00,000 (Two Lacs) Compulsorily Convertible Cumulative Preference Shares (CCPS) of Rs. 10/- each for cash at a premium of Rs. 91.48/- per CCPS i.e. totaling to Rs. 101.48/- per CCPS aggregating to Rs. 2,02,96,000/- (Rupees Two Crores Two Lacs Ninety Six Thousand Only) or such other price being not less than the price determined in accordance with SEBI (ICDR) Regulations (“Issue Price”), to be convertible at the company in one or more tranches within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company, in the Notice dated February 11, 2019 sent to the shareholders for passing of special resolution.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby authorized to take all necessary steps for giving effect to this resolution including filing of listing application and all other requisite documents with BSE Limited, Registrar of Companies (ROC), Gujarat and other government & Statutory authorities, if any “

11. Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director 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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (“the Act”), read with Schedule V to the Act and subject to all other permissions, sanctions and approvals as may be necessary, consent of the Members be and is hereby accorded for waiver of the recovery of excess remuneration of Rs. 5,46,553/- and Rs. 6,92,172/- paid to Mr. Hardik Desai, Managing Director (DIN: 01358227), for financial year 2017-18 and 2018-19 respectively, which was found to be in excess of the maximum permissible limits under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this

resolution and to settle any question, difficulty or doubt that may arise in this regard.”

12. Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director 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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (“the Act”), read with Schedule V to the Act and subject to all other permissions, sanctions and approvals as may be necessary, consent of the Members be and is hereby accorded for waiver of the recovery of excess remuneration of Rs. 96,553/- and Rs. 2,67,172/- paid to Mr. Chetan Jariwala, Whole Time Director (DIN: 02780455), for financial year 2017-18 and 2018-19 respectively, which was found to be in excess of the maximum permissible limits under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

13. Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director 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 Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (“the Act”), read with Schedule V to the Act and subject to all other permissions, sanctions and approvals as may be necessary, consent of the Members be and is hereby accorded for waiver of the recovery of excess remuneration of Rs. 2,18,434/- paid to Mr. Deepak Gandhi, Director (DIN: 08256996), for financial year 2018-19, which was found to be in excess of the maximum permissible limits under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to

do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

14. Payment of managerial remuneration in excess of limit prescribed under the Act:-

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 197 of the Companies Act, 2013 as amended vide the Companies (Amendment) Act, 2017, read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to pay the managerial remuneration to following directors till their term of appointment in respect of any financial year which may exceed the limit given in Section 197 (in case of profit) or Schedule V (in case of no profit or inadequate profit) of the Companies Act, 2013 or any such amendment thereto, but subject to maximum remuneration payable are as under:

Name & Designation	Maximum remuneration payable for any financial year
Hardik Desai, Managing Director	Rs. 2,50,000/- p.m. and commission on net profit or any such revision made from time to time by the board/members
Chetan Jariwala, Whole Time Director	Rs. 1,50,000/- p.m. and commission on net profit or any such revision made from time to time by the board/members
Deepak Gandhi, Executive Director	Rs. 80,000/- p.m. or any such revision made from time to time by the board/members

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

REGISTERED OFFICE:

2004, 2nd Floor, North Extension,
Falsawadi, Begumpura, Nodh-4/1650,
Sahara Darwaja,
Surat-395003, Gujarat
Tel.: +91-261-2451274/2451284
Email: info@tridenttexofab.com
Website: www.tridenttexofab.com

By Order of the Board
Trident Texofab Limited
Sd/-
Mehul N. Amareliya
Company Secretary
M. No. A54306

Date: 01.07.2019

Place: Surat

NOTES

1. An explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Businesses in the Notice is annexed hereto and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF COMPANY.

The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total Share Capital of the Company carrying voting rights. However, A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.

4. Details under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment and declaration on qualification to act as a director and not barred from any order of SEBI or any other authority to hold position of director.

5. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.

6. The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form are being sent to all the members of the Company, whose names appear on the register of members/record(s) of depositories as on Friday, the June 28, 2019.

7. The Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for year ended March 31, 2019 will also be available on the Company's website www.tridenttexofab.com for their download. Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: cs@tridenttexofab.com.

8. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.

9. A route map giving directions to reach the venue of the Annual General Meeting (AGM) is given at the end of the Notice.

10. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are M/s. Karvy Fintech Private Limited (Karvy) having their office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed there under and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the AGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Karvy/ Depository Participant and who have not opted to receive the same in physical form.

12. Members are requested to support the Green Initiative by registering/ updating their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Karvy (in case of Shares held in physical form).

13. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent through permitted mode.

14. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.tridenttexofab.com and also on the website of the respective Stock Exchanges at www.bseindia.com.

15. Members can inspect the registers as required under the Companies Act, 2013, read with Rules (to the extent as permitted and stated under applicable laws) and relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date of the AGM.

16. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting along with Annual Report. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar and Transfer Agents/ Depository Participant.

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.

18. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday July 22, 2019 to Monday July 29, 2019 (both days inclusive) for payment of dividend and AGM.

19. The members whose names appear on the Company's register of members as on July 19, 2019 (Cut off date) will be eligible to attend and vote at the meeting.

20. The payment of dividend will be made to all members holding Preference shares (as applicable) in respect of shares held in dematerialized form and/or in physical form (if any), as per the data made available by the National Securities Depository Limited (NSDL) and/or the Central Depository Services (India) Limited (CDSL) and/or Registrar & Share Transfer Agent as of the close of business hours on July 19, 2019 (Record Date).

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.

22. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meetings so that the information required may be made available at the meeting.

23. 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, Karvy Fintech Private Limited (Karvy) to provide efficient and better services.

24. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

25. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.

26. KPRISM- Mobile service application by Karvy:

"Members are requested to note that, Registrar and Share Transfer Agents, M/s Karvy Fintech Private Limited have launched a new mobile application - KPRISM and website <https://kprism.karvy.com> for online service to shareholders.

Members can download the mobile application, register yourself (onetime) for availing host of services viz., consolidated portfolio view serviced by Karvy, Dividends status and send requests for change of Address, change / update Bank Mandate. Through the Mobile app, members can download Annual reports, standard forms and keep track of upcoming General Meetings, IPO allotment

status and dividend disbursements. The mobile application is available for download from Android Play Store or scan the below QR code. Alternatively visit the link <https://kprism.karvy.com/app/> to download the mobile application."

27. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI:

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

28. General instructions/information for Members for voting on the Resolutions:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (2) of Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, exemption is provided for a Company referred to in Chapter XB/IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018 to provide facility to vote by electronic means. So the Voting Rights shall be exercised only through ballot paper and there will be no e-voting facility available to the Members.

- Voting at AGM: The Members have to cast their vote through ballot, thereby exercising their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting.
- The voting rights of Members shall be in proportion to their Share in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. Friday, July 19, 2019. Members are eligible to cast their vote at the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- Mr. Praful N. Vekariya (ACS 21367, COP 10858), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the ballot at the AGM, in a fair and transparent manner.
- The Scrutinizer after scrutinizing the votes cast at the Meeting by ballot, will, not later than 48 hours of conclusion of the Meeting, make a Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman or a person duly authorized by the Chairman who shall counter sign the same and declare the results of the voting.

The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.tridenttexofab.com/investors> immediately after the results was declared and will simultaneously be forwarded to BSE Limited SME Platform, where Equity Shares of the Company are listed.

GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report, quarterly, half yearly results to shareholders at their e-mail address previously registered with the depository participants (DPs)/ company/registrar and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the Endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Karvy Fintech Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number/client id.

REGISTRAR & SHARE TRANSFER AGENT:

Karvy Fintech Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad-500032, Telangana, India

Tel.: +91-40-33211500/33215570/33215571

Fax: +91-40-23440674

Email: einward.ris@karvy.com Website: www.karisma.karvy.com

Annexure to Notice

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

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY

Name of Director	Maniya Hardik Desai (DIN: 05351685)	Deepak Prakashchandra Gandhi (DIN: 08256996)
Date of Birth	24/09/1984	16.02.1964
Date of Appointment	01/06/2017	15.10.2018
Relationship with other Directors Inter se	Spouse of Managing Director	NIL
Qualification	Graduation	Graduation
Profile & Expertise in Specific functional Areas	Mrs. Maniya Hardik Desai has many years of experience in Textile industry.	Mr. Deepak Gandhi has over 20 years of rich experience in Textile industry.
No. of Equity Shares held in the Company	32644	0
List of other Companies in which Directorships are held	NIL	NIL
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	Member of 1. Audit Committee 2. Nomination and Remuner-ation Committee 3. Stakeholder Relationship Committee of Trident Texofab Limited	Member of Management Committee of Trident Texofab Limited

FOR ITEM NO. :- 5

The Members of the Company at the 10th Annual General Meeting ('AGM') held on July 10, 2018, had approved the appointment of M/s. Bipinchandra J. Modi & Co., (Firm Registration No. 101521W), as the Auditors of the Company for a term of five years, till the conclusion of the 15th AGM to be held in the year 2023. M/s. Bipinchandra J. Modi & Co. has since tendered their resignation as the Auditors of the Company letter dated 08.06.2019, reason stating that due to death of founder senior partner Mr. Bipinchandra J. Modi, the firm is under reorganization. So their will not be able to accept post of statutory auditor of the company from F.Y. 2019-20. Accordingly their will not act as the statutory auditor of the company w.e.f. conclusion of forthcoming AGM.

In accordance with provision of the Act, the casual vacancy caused by the resignation of Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the Members of the Company within three months of the recommendation of the Board.

Therefore based on recommendation of audit committee, the Board of Directors at the Board Meeting held on June 13, 2019 recommended the appointment of M/s. Shah Kailash & Associates, Chartered Accountants (Firm Registration No. 109647W), Surat, to fill the casual vacancy caused due to resignation of M/s. Bipinchandra J. Modi & Co., Surat to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 16th Annual General Meeting for a period of five years.

Accordingly, the Board of Directors have recommended the appointment of M/s. Shah Kailash & Associates, Chartered Accountants Surat to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution.

Brief Profile of Shah Kailash & Associates:

M/s. Shah Kailash & Associates (Firm Registration No. : 109647W), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1990 and is a partnership firm incorporated in India. Its head office is at 505, 21st Century Business Center, Near World Trade Center, Ring Road, Surat-395002 and has branch offices in Ahmedabad and Mumbai. The Audit Firm has valid Peer Review certificate. The Audit Firm renders services includes include Statutory Audits, Forensic Audit, Concurrent Audits, Due Diligence, Stock Audits, Revenue Audits, Expenditure Audits, Branch Audits, Internal Audit, Risk Assessment Operations Audit, Valuations: Business, Assets, Brands etc., MIS & Internal Control Systems, Insolvency Professional, Project Finance, Joint Ventures, Investment Advisory, Mergers & Acquisitions, Corporate Law, Direct & Indirect taxation, Forensic Accounting & Investigation etc. Its clients include Banks, insurance companies, Public Sector Undertaking and big companies. M/s. Shah Kailash & Associates, Chartered Accountants, Surat, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Our Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 5 except to the extent of their shareholding.

FOR ITEM NO. :- 6

Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) was appointed as an Additional Director by the Board of Directors in its meeting held on October 15, 2018 pursuant to section 161 of the Companies Act, 2013 ('Act') on the recommendation of the Nomination and Remuneration Committee. Mr. Deepak P. Gandhi is entitled to hold office upto the date of 11th Annual General Meeting. The Board at its meeting held on May 29, 2019, recommended regularizes/appointment of Mr. Deepak P. Gandhi as Executive Director of the Company, subject to approval of the members. This recommendation/appointment was made based on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Board.

Mr. Deepak P. Gandhi has vast experience in field of textile industry. He is currently handling digital, stitching and embroidery division of the company.

A copy of draft letter of Appointment of Mr. Deepak Prakashchandra Gandhi as an Executive Director setting out the terms and conditions is available for inspection at registered office of the company during normal business hours on all working days upto the date of Annual General Meeting.

The principal terms and conditions of Mr. Deepak P. Gandhi's appointment as Executive Director (hereinafter referred as "ED") are as follows:

A. Nature of Duties:

The ED shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and Board of Directors, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company, including performing duties as assigned by the Board from time to time, by serving any other executive body or a committee of such a company.

B. Remuneration:

So long as the ED performs his duties and conforms to the terms and conditions contained in the resolution, he shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

1. Basic Salary- Rs. 67,500/- per month, up to a maximum of Rs. 80,000/- per month, with authority to the Board or NRC to fix his basic salary within the said maximum amount, based on the recommendation of the NRC in consonance with the individual performance and the performance of the Company.

2. Benefits, Perquisites, Allowances:

In addition to the Basic Salary referred to in (1) above, the ED shall be entitled to:

- I. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- II. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- III. Any other one time / periodic retirement allowances / benefits as may be decided by the Board at the time of retirement.

C. Minimum remuneration:

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of the tenure of the Executive Director, the company has no profits or its profits are inadequate, the company will pay remuneration to the ED by way of Basic Salary, benefits, perquisites and allowances, as specified above.

D. Other terms of Appointment:

1. The terms and conditions of the appointment of the ED may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the ED, subject to such approvals as may be required.
2. The appointment may be terminated by either party by giving to the other party one month notice of such termination.
3. The Employment of the ED may be terminated by the Company without notice or payment in lieu of notice:
 - I. If the ED is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or
 - II. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the ED of any of the stipulations contained in the resolution; or
 - III. In the event the Board expresses its loss of confidence in the ED.
4. In the event the ED is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
5. The ED shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
6. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the ED, unless specifically provided otherwise.
7. The ED is appointed as a Director by virtue of his employment in

the Company and his appointment shall be subject to the provisions of Sections 164 and 167 of the Act.

8. The terms and conditions of appointment of the ED also include clauses pertaining to the adherence of TTFL Code of conduct, no conflict of interest with the Company, protection and use of intellectual properties, non-solicitation post termination of service and maintenance of confidentiality.

9. If and when the appointment is terminated for any reason whatsoever, the ED will cease to be the Executive Director, and also cease to be the Director. If at any time, the ED ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director. If at any time, the ED ceases to be in the employment of the company for any reason whatsoever, he shall cease to be Director and Executive Director of the Company.

10. Details of remuneration paid /drawn by Mr. Deepak P. Gandhi for the year 2018-19 are given in the Corporate Governance Report, which is part of this Annual Report. Further details of Mr. Deepak P. Gandhi have been given in the Annexure to this Notice.

The Company has received consent in writing to act as a Director and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and also not debarred to hold position of director by virtue of any order of SEBI or any other authority.

After considering recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, after reviewing the provisions of the Act, are of the opinion that Mr. Deepak P. Gandhi proposed to be appointed as Director (Executive).

The resolution seeks approval of the members for the appointment of Mr. Deepak P. Gandhi as Director (Executive) of the Company pursuant to provisions of the Act and Rules made there under and that he shall be liable to retire by rotation.

None of the other Directors or the Key Managerial Personnel or their relatives is in any way interested or concerned, financially or otherwise in this Resolution except Mr. Deepak P. Gandhi.

FOR ITEM NO. :-7 & 8

Being into the new business of textile manufacturing, the Company requires more funds from various lenders of repute to run its operations smoothly and consistently. The total borrowings from banks and other financial institutions including unsecured loans were Rs. 1266.94 Lacs as on March 31, 2019. As the business requirements of the Company is growing at a fast pace and to enable an active borrowing program by the Company and to access funds at most competitive rate(s), the Company may consider undertaking different forms of borrowings including but not limited to term loan(s), working capital facilities, inter corporate deposit(s), commercial paper, debentures, sub-debt, other non-convertible or convertible debt instruments and/or other fund based facilities whether secured or unsecured or structured or unstructured as may be allowable to be mobilized by the Company. In this regard, it is, therefore, proposed to increase the present borrowing limits from Rs. 35 Crore (Rupees Thirty Five Crore only) to Rs. 100 Crore (Rupees

Hundred Crore only) over and above the paid-up share capital, free reserves and securities premium of the Company. Pursuant to section 180(1)(c) of the Companies Act, 2013 read with Article 172 of Articles of Association (AOA), a Company will require Members approval if the money borrowed together with the money already borrowed by it exceeds aggregate of paid-up share capital, free reserves and securities premium, apart from temporary loans from its bankers' in the ordinary course of business.

Accordingly, it is proposed to seek approval of the members under section 180(1)(c) of the Companies Act, 2013, to authorize the Board of Directors to borrow monies in excess of the paid-up share capital, free reserves and securities premium of the Company so however, that the total amount so borrowed shall not exceed at any point in time (excluding any interest on such borrowings) a sum equivalent to Rs. 100 Crore (Rupees Hundred Crore only) over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company, other than borrowings which are to be excluded in computing such limits pursuant to the provisions of the said section.

Further, pursuant to section 180(1)(a) of the Companies Act, 2013 read with Article 172 of AOA, approval of the members by special resolution is required to create charge on the movable or immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge on all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, subject to the limits approved by members under section 180(1) (a) of the Act. At present, the Company can borrow upto Rs. 35 Crore (Rupees Thirty Five Crore only).

Accordingly, it is proposed to seek approval of the members under section 180(1)(a) of the Companies Act, 2013, to authorize the Board of Directors to offer and create charge on the movable or immovable which can be pledged, mortgage and/or charged and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a fixed or floating charge on all or any movable or immovable properties of the Company and the whole of the undertaking of the Company, in favour of the Banks, Financial Institutions, any other lenders or debenture trustees for the purpose of securing the borrowing(s) of the Company for a sum equivalent to Rs. 100 Crore (Rupees Hundred Crore only).

The Board of Directors of the Company in its Board Meeting held on May 29, 2019 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 7 & 8 of the Notice, by members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.