

TRIDENT TEXOFAB PRIVATE LIMITED

REGD.OFFICE: 2004, 2ND FLOOR, NORTH EXTENSION, FALSAWADI, BEGUMPURA, NODH-4/1650,
SAHARA DARWAJA, SURAT-395003, GUJARAT
CIN: U17120GJ2008PTC054976

Email Id: ttpl@ksjca.com

Tel No: 0261-2476671

Ref:

Date:

NOTICE

Notice is hereby given that 9th Annual General Meeting of the members of Trident Texofab Private Limited will be held at the Registered Office of the Company at 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat, Surat-395003, Gujarat on Wednesday, 24th May, 2017 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date, cash flow statement for the year ended on that date, along with the report of the Directors and Auditors thereon.
2. Ratification of Appointment of 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s K.S. Jagirdar & Co., Chartered Accountants, Surat as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company."

SPECIAL BUSINESS:

3. Conversion of the Company from Private Limited to Public Limited:

To consider and if thought fit, to pass with or without modifications if any, the following resolution as a special resolution:



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"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions and rules of the Companies Act, 2013, the approval of the members be and is hereby accorded to the conversion of the status of the company from private limited into a public company by removing the word private from its name and that the articles of the association of the company be altered by substituting in its place a new set of articles of association of the company and consequently the name of the Company be and is hereby changed from "Trident Texofab Private Limited" to "Trident Texofab Limited" by deletion of the word "Private" from the name of the Company.

RESOLVED FURTHER THAT the word "Private" wherever appearing in the Memorandum and Articles of Association of the Company in the name of the Company be and is hereby deleted.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and are hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

To consider and if thought fit, to pass with or without modifications if any, the following resolution as a special resolution;

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.

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RESOLVED FURTHER THAT any one director of company, be and is hereby authorized for and on behalf of company to sign & submit form MGT-14 with Ministry of Corporate Affairs and to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary for the purpose.

5. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

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 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the existing Part B and Part C of Clause III, being Objects Clauses of Memorandum of Association of the company be replaced with new Part B viz. "Matters which are Necessary for furtherance of the Objects Specified in Clause III (A)".

"RESOLVED FURTHER THAT the existing Part C titled 'Other Objects' of the Objects Clause In the Memorandum of Association of the Company be deleted"

"RESOLVED FURTHER THAT the Board of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

6. Regularize additional director:

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

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"RESOLVED THAT pursuant to Section 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Amit Bhupendra Halvawala who was appointed as an Additional director on May 18, 2017 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation in terms of Section 149 (10) & (11) and 152(6)(e) of the Companies Act, 2013 to hold office for a term of five years w.e.f 24th May 2017.

RESOLVED FURTHER THAT Form No. DIR-12 be filed with Registrar of Companies and that any one of the directors be and is hereby authorized to sign the above form and to do all such acts, deeds and thing as may be necessary to give effect to this resolution."

7. Authorization under Section 180 (1) (a):

To consider and if thought fit, to pass, with or without modification, the following resolution as an Special resolution:

"RESOLVED THAT pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modifications thereof the consent of the Company be and is hereby accorded to the board of directors of the company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding two times of the aggregate of the paid-up capital of the Company and its free reserves.

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

8. Borrowing Power Section 180 (1) (c):

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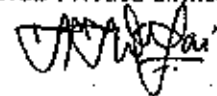
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To consider and if thought fit, to pass, with or without modification, the following resolution as an Special resolution:

"RESOLVED that pursuant to the provisions of Section 180 (1) (c) and (2) of Companies Act, 2013 or any amendment or modifications thereof, the consent of the Company be and is hereby accorded to the board of directors of the company to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such borrowing shall not exceed two times of the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

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

By Order Of the Board
For Trident Texofab Private Limited



Hardik Jigishkumar Desai
Director

DIN: 01358227

Date: 18.05.2017

Place: Surat

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy form is enclosed.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is enclosed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED SETTING OUT MATERIAL FACTS.

Item No. 3

The Company is carrying on the business of textile and has done exceedingly well in the past few years. The Board feels that considering the expanding business activities of the Company, the Company should convert itself into a Public Limited Company. Consequent on such conversion, the few Articles in articles of association which lays down certain restrictions in case of Private Limited Companies as per the provisions of the Companies Act should be deleted and certain new articles as required in case of a public limited company should be inserted.

Further the Board of directors of the company, at its meeting held on 18.05.2017 discussed the pros and cons of a public limited company and a private limited company, and decided to convert the company into a public limited company and also decided that the present articles of association of the company, which were adopted by the company when it was incorporated as a private limited company, be also substituted by a new set of articles.

Your directors recommend the proposed special resolution for your consideration.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

Item No. 4

The existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Hence they propose to replace the existing Articles of Association of the Company with complete new set of Articles of Association incorporating new provisions of the AOA so as to comply with provisions of the Companies Act, 2013 and rules framed there under.

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The Adoption of new set of AOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 14 of the Act.

The Board of Directors has accorded its approval for alteration of AOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

Item No: 5

The existing Memorandum of Association (MOA) of the Company was framed pursuant to the Provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 1, 2014 require for stating of the Clauses of MOA in a different manner. In view of the requirements, the Clauses are proposed to be amended

The Objects Clause will now have 2 parts viz. Part A- 'The Main Object of the Company and Part B- 'Matters which are Necessary for furtherance of the Objects Specified in Clause III (A) '

The Alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act.

The Board of Directors has accorded its approval for adoption of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is Concerned or interested, financially or otherwise in the Resolution.

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Item No. 6

Mr. Amit Bhupendra Halvawala was appointed as an additional director of the company by the Board of Directors of the company. As per provision of section 161 of the Companies Act, 2013, he will hold office as director only up to the date of this Annual General Meeting. The Board considers it desirable that the company should continue to avail itself of his services.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. Mr. Amit Bhupendra Halvawala is not disqualified from being appointed as director in terms of Section 160 of the Companies Act, 2013 and has complied with all the necessary requirements of the said Act.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Directors.

Except Mr. Amit Bhupendra Halvawala who is interested in the resolution, as it deals with his appointment, no other directors of the company are concerned or interested.

Your directors commend the resolution for approval.

Item No. 7 & 8

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to sum not exceeding two times of the aggregate of the paid-up capital of the Company and its free reserves. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the

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undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

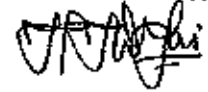
The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

Date: 18.05.2017

Place: Surat

By Order Of the Board
For Trident Texofab Private Limited



Hardik Jigishkumar Desai

Director

DIN: 01358227