

***NOTICE OF
10th ANNUAL GENERAL MEETING***



TRIDENT TEXOFAB LIMITED

(CIN: L17120GJ2008PLC054976)

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Trident Texofab Limited will be held on Tuesday, 10th July, 2018 at 09.00 A.M. at The Gateway Hotel, Ambika Niketan, Surat Dumas Road, Athwalines, Surat-395007, Gujarat, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 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, 2018, 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 2017-18:-**

“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 03, 2018.

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

3. **To appoint a Director in place of Mr. Chetan Chandrakant Jariwala (DIN-02780455), who retires by rotation and being eligible, offers himself for re-appointment:-**

“RESOLVED THAT pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Chetan Chandrakant Jariwala (DIN-02780455) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

4. **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 subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, pursuant to the recommendations of the Audit Committee, M/s. Bipinchandra J Modi & Co., Chartered Accountants, having Registration No. 101521W be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in the year 2023, for a tenure of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by Mr. Hardik J. Desai, Managing Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

SPECIAL BUSINESS:

5. **Appointment of Mrs. Maniya H. Desai (DIN: 05351685) 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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), in pursuance to the

provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Maniya H. Desai (DIN: 05351685), who was appointed as an Additional Director of the Company with effect from June 01, 2017 under Section 161 of the Companies Act, 2013, who is eligible for reappointment and signifying her intention to appoint as Non-Executive Director of Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

6. Appointment of Mrs. Ankita Jignesh Saraiya as an Independent 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 recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Ankita Jignesh Saraiya (DIN: 08057276) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 01st February, 2018 under section 161 of the Companies Act, 2013 (the act) and who holds office up to the date of the Annual General Meeting, but who is eligible for appointment and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provision of the Section 149, 152 and other applicable provisions, if any, of the Act and rules made there under read with Schedule IV of the Act as amended from time to time, Mrs. Ankita J. Saraiya, who has submitted a declaration that she meets the criteria for independence as provided under section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(Five) consecutive years w.e.f. 01.02.2018 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

7. Authorization under Section 185 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 pursuant to section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, any other act, rule, regulation as applicable, consent of the members of the company be and is hereby accorded to the Board to give loan to Company’s Directors or to any other person in whom the directors is interested of such amount, rate, terms and conditions etc. as may be decided by the board but up to total amount of Rs. 5 Crores.

RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to above mentioned persons and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

8. Authorization Under Section 180 (1) (A):

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

“RESOLVED THAT 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 in respect of such borrowing up to an amount of Rs. 35 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, finalise 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.

9. Borrowing Power Under Section 180 (1) (C):

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

“RESOLVED THAT 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 Board of Director up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs.35 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, finalise 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.”

10. Approve Investment, providing Guarantee and loan to Any Body Corporate, Bank, And Financial Institutions under Section 186 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 pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute/person authorized to exercise the power conferred by this Resolution) to:

a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds rupees 15 Crores;

b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds rupees 15 Crores;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

11. Revision in limit of Remuneration payable to Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company and payment of Commission:

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

"RESOLVED THAT subject to the earlier resolutions passed in this regard and pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company for the remainder of his term of office and also pay him commission, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from April 01, 2018, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

12. Revision in limit of Remuneration payable to Mr. Chetan C. Jariwala (DIN: 02780455), Whole Time Director of the Company and payment of Commission:

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

"RESOLVED THAT subject to the earlier resolutions passed in this regard and pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mr. Chetan C. Jariwala (DIN: 02780455), Whole-Time Director of the Company for the remainder of his term of office and also pay him commission, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from April 01, 2018, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution."

By Order of the Board
Trident Texofab Limited

Sd/-
Mehul N. Amareliya
Company Secretary
M. No. A54306

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

Date: 04.06.2018

Place: Surat

NOTES:

1. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
3. 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.
4. 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.
5. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten per cent 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.

6. 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.
7. 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.
8. 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.
9. The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
10. The Notice of the Annual General Meeting is uploaded on the Company's website <https://www.tridenttexofab.com/investors> which may be accessed by the Members.
11. A route map giving directions to reach the venue of the Annual General Meeting (AGM) is given at the end of the Notice.
12. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are **M/s. Karvy Computershare Private Limited (Karvy) having their office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.**
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder 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.
14. **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).**
15. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2017-18 is being sent through permitted mode.
16. The Annual Report 2017-18 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.
17. A copy of the Notice will also be available on the website of the Company viz. <https://www.tridenttexofab.com/investors> 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.
18. 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.
19. **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.**
20. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
21. 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 Wednesday 04th July, 2018 to Tuesday 10th July, 2018 (both days inclusive) for payment of dividend and AGM.
22. Record date for payment of dividend is 03rd July, 2018.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

24. 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.
25. 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 Computershare Private Limited (Karvy) to provide efficient and better services.
26. 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.
27. **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 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 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.
- a. 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.
- b. 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. **Tuesday, 03rd July, 2018**. 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.
- c. 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.
- d. 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 are 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/registrars 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 Computershare 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 Computershare 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: tridenttexofab.ipo@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 10TH ANNUAL GENERAL MEETING OF THE COMPANY
Mrs. Maniya H. Desai - Non Executive Non Independent Director

Name of Director	MANIYA HARDIK DESAI (DIN: 05351685)
Date of Birth	24.09.1984
Date of Appointment	01.06.2017
Relationship with other Directors Inter se	Spouse of Managing Director
Qualification	Graduation
Profile & Expertise in Specific functional Areas	Mrs. Maniya Hardik Desai has over 10 years of rich experience in Textile industry. She is also having expertise in Pharma industry.
No. of Equity Shares held in the Company	26644
List of other Companies in which Directorships are held	NIL
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	Membership - Audit Committee -Nomination and Remuneration Committee -Stakeholder Relationship Committee of Trident Texofab Limited

Mrs. Ankita Jignesh Saraiya- Non Executive Independent Director

Name of Director	ANKITA JIGNESH SARAIYA (DIN: 08057276)
Date of Birth	10.06.1980
Date of Appointment	01.02.2018
Relationship with other Directors Inter se	None
Qualification	Graduation
Profile & Expertise in Specific functional Areas	Mrs. Ankita Jignesh Saraiya has good experience of taking policy decisions related to business.
No. of Equity Shares held in the Company	0
List of other Companies in which Directorships are held	NIL
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	Membership - Audit Committee -Nomination and Remuneration Committee -Stakeholder Relationship Committee of Trident Texofab Limited

FOR ITEM NO.:- 5

Mrs. Maniya H. Desai (DIN: 05351685) was appointed as an Additional Director by the Board of Directors in its meeting held on June 01, 2017 pursuant to section 161 of the Companies Act, 2013 ('Act'), Mrs. Maniya H. Desai is entitled to hold office upto the date of 10th Annual General Meeting. Mrs. Maniya H. Desai has vast experience in field of textile industry and pharma industry. The Company has received consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force). After considering recommendation of Nomination and Remuneration Committee, the Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mrs. Maniya H. Desai proposed to be appointed as Non Executive Director. A copy of draft letter of Appointment of Mrs. Maniya H. Desai as Non 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 resolution seeks approval of the members for the appointment of Mrs. Maniya H. Desai as Non Executive Director of the Company pursuant to provisions of the Act and Rules made there under and that she shall be liable to retire by rotation.

Mrs. Maniya H. Desai is interested in passing of this resolution by virtue of her directorship and to the extent of her shareholding in the Company. Mrs. Desai holds 26466 equity shares of Rs. 10 each in the Company is interested in passing of this resolution to the extent of her shareholding.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except Mr. Hardik J. Desai, her spouse holding 2285211 equity shares and as Director and Mrs. Anjanaben J. Desai, her Mother in law holding 12010 equity shares is interested to the extent their shareholding.

FOR ITEM NO.:- 6

The Board of Directors of the Company had appointed Mrs. Ankita J. Saraiya as an additional Independent Director w.e.f. 01st February, 2018 in accordance with provisions of section 161 of the Companies Act, 2013 to hold office only up to the date of forthcoming Annual General Meeting. She further submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment.

She is Bachelor of Commerce from South Gujarat University and has good experience of taking policy decisions related to business. She is active in various social activities particularly women's organization of Surat.

The Board considering Mrs. Ankiya J. Saraiya's ability and in taking in to account the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Ankita j. Saraiya at the board meeting held on 01.02.2018 as an additional independent director of the Company, not liable to retire by rotation w.e.f. 01.02.2018 to 31.01.2023 subject to approval of members.

The board considers that her association would be of immense benefit to the Company. In the opinion of the Board, Mr. Ankita J. Saraiya fulfills the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an independent director of the Company and is independent of the Management. A copy of draft letter of appointment of Mrs. Ankita J. Saraiya as an independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

Accordingly, the Board recommends the resolution in relation to the appointment of Mrs. Ankita J. Saraiya as an Independent director, considering recommendation of the Nomination and Remuneration Committee for the approval by the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives, except Mrs. Ankita J. Saraiya, is interested or concerned in the resolution.

FOR ITEM NO.:-7

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance loan to its directors, relatives and associates directly or indirectly for purpose of business activity of loan taken entity as per section 185 of Companies Act, 2013 which requires approval of members by a Special Resolution as per the Companies (Amendment) Act, 2017.

Further the board shall taken into consider interest of the company whenever the Company give loan as above and said loan shall be granted for business purpose only.

The Board of Directors Recommend the Special Resolution for approval by the members. None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except whenever loan will be given.

FOR ITEM NO.:-8 &9

The shareholder of the company had, in their meeting on 09.06.2017, given consent for borrowing limits of the company and authorized the Board of Directors to borrow funds, from time to time, for the business of the company, up to an amount of Rs. 25 Crores and to create charge on properties of the Company to secure the repayments of the borrowings.

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing / future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on 28th May, 2018, considered and approved subject to the approval of the shareholders, the borrowing limits of the company to Rs. 35 crores and creation of security on the properties of the Company

and recommends Resolution no. 8 & 9 of the accompanying Notice to the shareholder for their approval by way of special resolution.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Director to borrow moneys up to the said limits and create security in respect thereof.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8 &9.

FOR ITEM NO.:- 10

In view of increased turnover and profitability during past years, sometime company may have spare funds. For better utilization of these liquid funds in the hands of company may be invested into securities. It may also require to giving loan, guarantee or provide security during course of business in the interest of company. In terms of the provisions of Section 186 of the Companies Act, 2013 ('the Act'), where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds (a) sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account, or (b) hundred percent of its free reserves and securities premium account, whichever is more, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

It is, therefore, proposed that the Board of Directors of the Company be authorized to give loan and/or provide guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs.15 Crore (Rupees Fifteen Crore only) from time to time in/to one or more of the persons/entities i.e. subsidiary/ associate companies/ other bodies corporate/ Statutory bodies/ agencies etc. Since the above guarantees and/or securities proposed together with the aggregate guarantees given, securities provided from time to time by the Company may exceed the limit prescribed; approval of the shareholders is required for the same.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

FOR ITEM NO.:- 11

Mr. Hardik Jigishkumar Desai (DIN: 01358227) was appointed as a Managing Director of the Company vide an Ordinary resolution passed in the Extra Ordinary General Meeting held on June 09, 2017. Mr. Desai oversees the overall management and functioning of the Company. His responsibilities in the Company encompass project execution, technology advancements, quality control and enhancement, process and information technology and customer satisfaction. Mr. Desai has contributed extensively towards the growth of the Company and has been actively responsible for the attainment of highest standards of quality. He has significantly strengthened the foundation of the Company. Mr. Desai is Promoter and member of the Board of Directors since inception of the Company. Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to revise the remuneration payable to Mr. Desai for the remainder of his term as set-out below and also pay him commission.

Basic Salary: Maximum limit not exceeding Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand Only) per month as Basic Salary within which the board may from time to time increase limit upto Rs. 2,50,000/- p.m.

Other Perquisites, allowance, benefits will be same as before the revision of the remuneration.

Further the board has approved to pay him commission @ 06.00% on net profit.

Mr. Desai is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company. Mr. Desai holds 2285211 equity shares of Rs. 10 each in the Company is interested in passing of this resolution to the extent of his shareholding.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except Mrs. Maniya Desai, his spouse holding 26644 equity shares and as Director and Mrs. Anjanaben J. Desai his mother holding 12010 equity shares is interested to the extent their shareholding.

The above may also be treated as an abstract of the terms of contract for revision of remuneration payable to Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company and a memorandum as to the nature of concern and interest of the Directors in the said revision, as required under Section 190 of the Act together with earlier resolution passed by the members dated 09.06.2017.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 11 for approval by the Members. The Board of Directors based on the recommendation of the Nomination and Remuneration recommends the Special Resolution set out in Item No.11 for approval by the Members.

FOR ITEM NO.:- 12

Mr. Chetan Chandrakant Jariwala (DIN: 02780455) was appointed as a Whole-Time Director of the Company vide an Ordinary resolution passed in the Extra Ordinary General Meeting held on June 09, 2017. Mr. Jariwala oversees the overall management and functioning of the Company. He supervises the functioning of various departments in the organisation such as Sales & Marketing, Estimation, Customer Relationship Management, Value Engineering, Landscaping, Human Resources, QST, Purchase, Corporate Communications, Architects and Process & IT etc. In his term of office, Mr. Jariwala has contributed extensively towards the growth of the Company and has been actively responsible for the attainment of highest standards of quality in respect of various matters. He has significantly strengthened the foundation of the Company. Mr. Jariwala is a Promoter and a member of the Board of Directors since 2013. Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to revise the remuneration payable to Mr. Jariwala for the remainder of his term as set-out below and also pay him commission:

Basic Salary: Maximum limit not exceeding Rs. 1,50,000/- (Rupees One Lacs Fifty Thousand Only) per month as Basic Salary within which the board may from time to time increase limit upto Rs. 1,50,000/- p.m.

Other Perquisites, allowance, benefits will be same as before the revision of the remuneration.

Further the board has approved to pay him commission @ 03.00% on net profit.

Mr. Jariwala is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company. Mr. Jariwala holds 507980 equity shares of Rs. 10 each in the Company. His relatives, Mr. Rupa C. Jariwala hold 10 equity shares in the Company and are interested in passing of this resolution to the extent of their shareholding.

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.

The above may also be treated as an abstract of the terms of contract for revision of remuneration payable to Mr. Chetan Chandrakant Jariwala (DIN: 02780455), Whole-Time Director of the Company and a memorandum as to the nature of concern and interest of the Directors in the said revision, as required under Section 190 of the Act together with earlier resolution passed by the members dated 09.06.2017.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 12 for approval by the Members.

By Order of the Board
Trident Texofab Limited

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
Date: 04.06.2018
Place: Surat

Sd/-
Mehul N. Amareliya
Company Secretary
M. No. A54306



TRIDENT TEXOFAB LIMITED

(CIN: L17120GJ2008PLC054976)

Regd. Office: 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat

Phone: +91-261-2451284/274 Email: info@tridenttexofab.com

Website: www.tridenttexofab.com

FORM 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]

10th Annual General Meeting on Tuesday, 10th July 2018 at 09:00 AM

Name of the members(s): _____

Registered Address : _____
(With Pin) _____

Email ID : _____

Folio No. / Client ID : _____

DP ID : _____

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

1. Name:

Address:

Email Id.....Signature.....
or failing him

2. Name:

Address:

Email Id.....Signature.....
or failing him

3. Name:

Address:

Email Id.....Signature.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on Tuesday, July 10, 2018 at 09.00 a.m. at The Gateway Hotel, Ambika Niketan, Surat Dumas Road, Athwalines, Surat-395007, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2.	To declare Final Dividend on Equity Shares for the Financial Year 2017-18.
3.	To appoint a Director in place of Mr. Chetan Chandrakant Jariwala (DIN-02780455), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of Statutory Auditor.
	SPECIAL BUSINESS
5.	Appointment of Mrs. Maniya H. Desai (DIN: 05351685) as a Director.
6.	Appointment of Mrs. Ankita Jignesh Saraiya as an Independent Director.
7.	Authorization under Section 185 of the Companies Act, 2013.
8.	Authorization Under Section 180 (1) (A).
9.	Borrowing Power Under Section 180 (1) (C).
10.	Approve Investment, providing Guarantee and loan to Any Body Corporate, Bank, And Financial Institutions under Section 186 of the Companies Act, 2013.
11.	Revision in limit of Remuneration payable to Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company and payment of Commission.
12.	Revision in limit of Remuneration payable to Mr. Chetan C. Jariwala (DIN: 02780455), Whole Time Director of the Company and payment of Commission:

Signed this _____ day of _____, 2018

Signature of Member(s) _____

Signature of Proxy holder (s) _____

Affix Revenue Stamp of Rs. 1 here

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. In the case of a body corporate, the proxy form should be signed by the authorized person duly enclosing thereto, a certified copy of the resolution of the board under Section 113 of the Companies Act, 2013.
3. A proxy need not be a member of the Company.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the notice of the 10th Annual General Meeting.



TRIDENT TEXOFAB LIMITED

(CIN: L17120GJ2008PLC054976)

Regd. Office: 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat

Phone: +91-261-2451284/274 **Email:** info@tridenttexofab.com

Website: www.tridenttexofab.com

10th Annual General Meeting on Tuesday, 10th July 2018 at 09:00 AM

ATTENDANCE SLIP

**[Please bring this attendance slip to the meeting and hand it over at the entrance duly filled in]
Joint Shareholders may obtain additional slip at the venue of the meeting**

Folio No. / DP ID/Client ID*:

Name of the member (s):

Registered Address:

.....

No. of Shares held:

No. of Shares held (in word):

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company held at The Gateway Hotel, Ambika Niketan, Surat Dumas Road, Athwalines, Surat-395007, Gujarat on Tuesday, 10th July 2018 at 09:00 AM.

Full name of Member's /Proxy
(in Block Letters)

Signature of Member's /Proxy.....

*Applicable for investors holding shares in electronic form.

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

ROUTE MAP OF THE VENUE OF 10TH ANNUAL GENERAL MEETING OF THE COMPANY

TUESDAY, 10TH JULY 2018 AT 09:00 AM

AGM Venue: The Gateway Hotel, Ambika Niketan, Surat Dumas Road, Athwalines,
Surat-395007, Gujarat

