



**TRIDENT TEXOFAB LIMITED**

**(CIN: L17120GJ2008PLC054976)**

***NOTICE OF  
EXTRA ORDINARY GENERAL MEETING***

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Trident Texofab Limited will be held on Saturday, 09<sup>th</sup> March, 2019 at 09.00 A.M. at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat, to transact the following businesses:

### **SPECIAL BUSINESSES:**

#### **1. ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and Companies (Incorporation) Rules 2014 and any other applicable provisions, if any, of Companies Act, 2013, and the rules framed there under and any other applicable laws, rules and regulations, agreements etc (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat, to replaced existing article no. 10 of the Articles of Association of the Company with the following new Article no.10 under the heading 'Issue of Preference Shares'

*“Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, or any other class on such terms and conditions and in such manner as determined by the Board in accordance with the Act.”*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in their absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard and file required forms/returns with the Registrar of Companies or any other government authority/ies including to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company and to do all such acts, deeds and things as may be necessary and expedient to give effect to this Resolution.”

#### **2. CLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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 Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and Article No. 4 of the Articles of Association of the Company (‘AOA’), consent of the members be and is hereby given to increased and altered the Authorized Share Capital of the Company from the existing Rs. 4,00,00,000/- (Rupees Four Crores only) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each TO Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 58,00,000 (Fifty Eight Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,000 (Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each by:

1. creating additional 18,00,000 (Eighteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 1,80,00,000/- (Rupees One Crores Eighty Lacs only); and
2. creating additional 2,00,000 (Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 20,00,000 (Rupees Twenty Lacs only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause V:

*“V. The Authorized Share Capital of the Company is Rs. 5,80,00,000/- divided into 58,00,000 (Fifty Eight Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and Rs. 20,00,000/- divided into 2,00,000 (Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.”*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in their absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard and file required forms/returns with the Registrar of Companies or any other government authority/ies including to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company and to do all such acts, deeds and things as may be necessary and expedient to give effect to this Resolution.”

### 3. ISSUE OF COMPULSORY CONVERTIBLE CUMMULATIVE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS:

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 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) and in accordance with enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, (“SEBI ICDR Regulations”) and subsequent amendments thereto, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”); and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the members of the company be and is hereby accorded to the board of directors to create, issue, offer and allot up to 2,00,000 (Two Lacs) Compulsory Convertible Preference Shares (CCPS) of face value of Rs.10/- (Rupees Ten) each in one or more tranche(s) at a premium of Rs. 91.48 (Rs. Ninety One and forty eight paise only) for an aggregate consideration of upto Rs. 2,02,96,000 (Two Crores Two Lacs Ninety Six Thousand) by way of preferential allotment on private placement basis to the persons as identified by the board and mentioned in the explanatory statement and to issue such number of equity shares as may be required to be issued upon conversion of such CCPS or as may be necessary on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT CCPS shall be issued on the following terms and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment:

<b>The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares</b>	CCPS shall carry a preferential right vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
<b>The participation in surplus fund</b>	CCPS shall be non-participating in surplus funds.
<b>The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid</b>	CCPS shall be non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid.
<b>Rate of dividend</b>	5%
<b>The payment of dividend on cumulative or non-cumulative basis</b>	Cumulative
<b>The conversion of preference shares into equity shares</b>	CCPS shall be compulsorily convertible in to equity shares of the Company after the expiry of 12 (Twelve) months but before the expiry of 18 (Eighteen) months from the date of allotment of CCPS at the option of company
<b>The voting rights</b>	The voting rights of CCPS holder shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory amendments thereto or re-enactments thereof for the time being in force).
<b>The redemption of preference shares</b>	Not applicable as CCPS shall compulsorily convertible into equity shares of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 162 of ICDR Regulations, 2018 and terms of CCPS, the tenure of the CCPS shall not exceed 18 (eighteen) months from the date of their allotment and all the outstanding CCPS as on that date would stand converted into Equity shares. Subject to the approval of all applicable regulatory authorities, as and when the company exercises the option of conversion, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI ICDR Regulations, 2018, each CCPS shall be compulsory convertible into 1 (one) Equity Share of Rs. 10/- each fully paid-up at a premium of Rs. 91.48/- per Equity Share ("CCPS Conversion Price"), determined on the Relevant Date, as per and in accordance with the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the Equity shares of the Company to be allotted upon conversion of the CCPS, in accordance with its term thereof, shall be subject to the provisions of the Memorandum and Articles of Association of Company and shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company.

RESOLVED FURTHER THAT the CCPS and the Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under SEBI ICDR Regulations.

RESOLVED FURTHER THAT the terms of the CCPS do not confer to the Proposed Allottees any rights similar to that of the equity shareholders of the Company, including voting rights unless converted into resultant Equity Shares.

RESOLVED FURTHER THAT the draft of private placement Offer Letter as approved by the Board of Directors of the company be and is hereby approved.

RESOLVED FURTHER THAT as per the Regulation 161 of ICDR Regulations, 2018, the "Relevant Date" for the purpose of determining the issue price of convertible securities being the date 30 (Thirty) days prior to the date of this Extraordinary General Meeting, is Wednesday, 06th February, 2019.

RESOLVED FURTHER THAT in accordance with the Regulation 170 of the ICDR Regulations, 2018 or any other permissible time, CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing of the resolution by the Members, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the equity shares to be allotted to the Investors upon conversion of CCPS, be listed on BSE and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottees upon conversion of CCPS and for admission of such CCPS and the equity shares with the depositories, viz National Securities Depositories Limited and/or Central depository Services (India) Limited, and for the credit of such CCPS and the equity shares to be allotted upon conversion of CCPS to the demat account of Proposed Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of the CCPS without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of CCPS, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Listing Regulations with the Stock Exchange(s), and applicable guidelines, notifications, rules and regulations in this regard and requisite shareholder and/or Proposed Allottee's approval (if applicable).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, board of the company be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary and desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of 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

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

Date: 11.02.2019

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 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 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 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.
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. Corporate members intending to send their authorized representative to attend the 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.
8. The Notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) with depositories as on Friday, February 08, 2019.
9. A route map giving directions to reach the venue of the Extra Ordinary General Meeting (EGM) 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) is **M/s. Karvy Fintech Private Limited (Karvy/KFPL) having their office at Karvy Selenium, Tower B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally, 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, Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/RTA 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 Notice of the aforesaid Extraordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
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. 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](mailto:cs@tridenttexofab.com).
14. 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 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 EGM.
15. **Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting along with Notice. Copies of the Notice 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.**
16. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
17. 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.
18. 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.
19. **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 as amended, 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.

  - a. **Voting at EGM:**

The Members have to cast their vote through ballot, thereby exercising their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM 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. **Friday, 01st March, 2019**. Members are eligible to cast their vote at the EGM 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 EGM, 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 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 No - 31 & 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India

Tel.: +91-40-67162222/ 33211000/6716 1606/1776

Fax: +91-40-23440674

Email: mohammed.shanoor@karvy.com

Website: www.karvyfintech.com

**ANNEXURE TO NOTICE**

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

**FOR ITEM NO.:- 1**

The existing Article of Association (AOA) of the company contains article-10 for redeemable preference shares. But the board has proposed to issue of convertible preference shares for which required authority should be there in AOA. So it is proposed to replace existing article 10 of AOA with new article which empower the board/company to issue of convertible preference shares. Therefore, the Board of directors at its meeting held on 11th February, 2019 has decided to replace with new article - 10 in place of existing Article-10 of AOA of the company and seeks members' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for alteration of AOA. Your approval is sought in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 as amended. A copy of the AOA after proposed alteration would be available for inspection for the members at the Registered Office of the company during the office hours on any working day, except Saturdays, between 10:00 a.m. to 6:00 p.m.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at Item No. 1 for the approval of the members of the company as a special resolution.

**FOR ITEM NO.:- 2**

The Authorized Share Capital of the company as reflected in the MOA & AOA as on date is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity shares of Rs. 10/- each. As the Members are aware that the company had passed resolution at the Extra Ordinary General Meeting of the company held on April 12, 2017 increasing the Authorized Share Capital of the company from Rs. 1,00,00,000/- (Rupees One Crores) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- each to Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- each. The Board of directors of the company at their meeting held on February 11, 2019 has, subject to requisite approvals and consents, resolved to offer preference Shares by way of private Placement, to raise funds to a tune upto Rs. 2.03 Crores (Rupees Two Crores Three Lacs). Therefore, the Authorized Share Capital of the company is required to be increased from Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) equity shares of Rs. 10/- each to Rs. 6,00,00,000/- (Rupees Six Crores) divided into 58,00,000 (Fifty Eight Lacs) Equity shares of Rs.10/- each and 2,00,000 (Two Lacs) Preference shares of Rs. 10/- each. Consequent to the increase of Authorized Share Capital, the Authorized Share Capital Clause contained in Clause V of the MOA of the company are required to be altered as indicated in resolution.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

The Board of directors recommends the resolutions set out at item. No 2 for the approval of the members of the company as an Ordinary Resolution.

**FOR ITEM NO.:- 3**

To meet the working capital requirements of the Company considering the growth plans and strategies set out by the management of the Company, the Company proposes to create, offer, issue and allot up to 2,00,000 (Two Lacs) compulsory convertible preferential shares (CCPS) of Rs.10/- (Rupees Ten) each at a premium of Rs. 91.48/- (Rupees Ninety One and Forty Eight paise only) each for an aggregate consideration of upto Rs. 2,02,96,000/- (Two Crores Two Lacs Ninety Six

Thousand) into one or more tranche(s) to the persons specified herein below including existing members. The tenure of the CCPS shall not exceed 18 (eighteen) months from the date of their allotment.

Sr. No	Name of the proposed Allottees	Maximum No. of shares proposed to be issued
1	HARDIK J JIGISHKUMAR DESAI	15000
2	CHETAN CHANDRAKANT JARIWALA	10000
3	AMIT BHUPENDRA HALVAWALA	20000
4	VICKY DIPAKKUMAR BRIJWASI	15000
5	LOKESHKUMAR RAMDAS GUPTA	5000
6	SONA ALOK MEHTA	3000
7	PINKI MITUL MEHTA	3000
8	MITTAL CHIRAG SHAH	20000
9	ASHMI CHINTAN KESARIA	15000
10	DHRUV RAKESH BACHKANIWALA	5000
11	SHRAVAN H PATEL	8000
12	NIKUNJ ANILKUMAR MITTAL	20000
13	MANISH DHIRAJLAL HALWAWALA	20000
14	KANAIYA NARESHKUMAR KADHIWALA	20000
15	PARTHIV BHARATBHAI PATEL	10000
16	AMISH SATISH LAKDAWALA	10000
17	SHIRISH KANCHANLAL KANIA	1000
	TOTAL	200000

In terms of the provisions of Section 55 read with Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder ("the Act"), and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations

**1. The Objects of the Preferential Issue:**

The proceeds of the issue will be utilized for meeting of the working capital requirements of the Company considering the growth plans and strategies set out by the management of the Company.

**2. The manner of issue:**

CCPS shall be issued by way of preferential allotment on private placement basis.

**3. The proposal of the promoters, Directors or Key Managerial Personnel's of the Issuer to subscribe to the offer:**

Except Mr. Hardik J. Desai and Mr. Chetan C. Jariwala, none of the Promoters, directors or key managerial personnel is proposing to subscribe to any CCPS under this preferential issue.

**4. The Total number of shares or other securities to be issued:**

2,00,000 (Two Lacs) Compulsory Convertible Preference Shares ("CCPS") of Rs. 10/- (Rupees Ten) each at premium of Rs. 91.48/- (Rupees Ninety One and forty eight paise only) each for an aggregate consideration of Rs. 2,02,96,000/- (Two Crores Two Lacs Ninety Six Thousand) into one or more tranches(s) to above mentioned persons. Each CCPS shall be convertible into 1 (One) fully paid equity share of the Company having face value of Rs.10/- each.

**5. The Equity Shares to be issued pursuant to conversion of CCPS in the terms of this resolution shall rank pari passu with existing equity shares of the company in all respects.**



## 6. Nature of securities:

CCPS shall be (1) cumulative i.e. the dividend on CCPS shall be paid on cumulative basis; (2) non-participating i.e. CCPS shall be non-participating in surplus funds, non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid; and (3) compulsorily convertible into equity shares of the Company at any time after the expiry of 12 months but before the expiry of 18 months from the date of allotment of CCPS at the option of the company.

## 7. Terms of issue:

CCPS shall carry a dividend of 5.00 % per annum. Other terms of issue of CCPS are as specified in the Resolution proposed.

## 8. Terms of conversion:

Each CCPS shall be convertible into 1 (One) fully paid equity share of the Company having face value of Rs.10/- each with a premium of Rs. 91.48/- per Equity Share ("CCPS Conversion Price"), determined on the Relevant Date, as per and in accordance with the SEBI ICDR Regulations, 2018.

## 9. The manner and modes of redemption:

Not applicable as CCPS shall compulsorily convert into equity shares of the Company within a maximum period of 18 months.

## 10. Basis on which the price has been arrived at:

The issue price of Rs. 101.48/- for the CCPS has been arrived at on the basis of the said Relevant Date (06th February, 2019), as required under the SEBI ICDR Regulations.

Relevant Date and Issue Price:

In terms of Chapter V of SEBI ICDR Regulations, since the Equity shares of the Company have been listed on recognized stock exchanges for a period of more than twenty-six weeks as on the Relevant Date, the equity shares proposed to be allotted upon conversion of the CCPS will be issued and allotted at a price not less than the higher of the following in terms of Regulation 164 of the SEBI ICDR Regulations:

- i. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date (as defined below); or
- ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date (as defined below).

The "Relevant Date" as per the SEBI ICDR Regulations, for the determination of applicable price for the issue and the allotment shares upon conversion of the CCPS is **Wednesday, 06th February, 2019** which is the date that is 30 (thirty) days prior to the date of this Meeting to consider the proposed preferential issue. Accordingly, the price per Equity Share at which the CCPS will be converted into Equity Shares and allotted to the Proposed Allottees, is equal to or higher than the price determined in accordance with Regulation 161(a) of the SEBI ICDR Regulations.

## 11. Name and address of valuer who performed valuation;

Name: Gretex Corporate Services Private Limited-Category-1 Merchant Banker

Address: 90, Phears Lane, 5th Floor, Kolkata-700012

## 12. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned above.

## 13. Shareholding Pattern of the Company before and after the Proposed Preferential issue:

The pre-issue and proposed post issue shareholding pattern of the Company is as under\*:

*\*(As per the Register of Members of the Company as on 8th February, 2019)*

Sr. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoter and Promoter Group</b>				
1	Indian				
a	Individuals/HUF	2868865	71.80	2893865	68.97
b	Bodies Corporate	-	-	-	-
	<b>Sub-total(A)(1)</b>	<b>2868865</b>	<b>71.80</b>	<b>2893865</b>	<b>68.97</b>
2	Foreign Promoters				
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-
b	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>2868865</b>	<b>71.80</b>	<b>2893865</b>	<b>68.97</b>
<b>B</b>	<b>Public Shareholding/ Non-promoters' holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
a	Mutual Funds/UTI	-	-	-	-
b	Financial Institution/Banks	-	-	-	-
c	Central Government/ State Government(s)	-	-	-	-
d	Venture Capital Funds	-	-	-	-
e	Insurance Companies	-	-	-	-
f	Foreign Institutional Investors	-	-	-	-
g	Foreign Venture Capital Investors	-	-	-	-
h	Foreign Portfolio Investors	-	-	-	-
i	Any Other (specify)	-	-	-	-
	<b>Sub Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2</b>	<b>Non-Institutional Investors:</b>				
a	Individuals				
	Individual Shareholders holding nominal Share capital up to Rs. 2 Lacs	684990	17.14	801990	19.11
	Individual shareholders holding nominal Share capital in excess of Rs 2 Lacs	137000	3.43	195000	4.65
b	Any Other specify				
	Bodies Corporate	219020	5.48	219020	5.22
	Non Resident Indians	-	-	-	-
	Trusts	-	-	-	-
	Clearing Member	-	-	-	-
	HUF	86000	2.15	86000	2.05
	<b>Sub-Total (B)(2)</b>	<b>1127010</b>	<b>28.20</b>	<b>1302010</b>	<b>31.03</b>
	<b>Sub Total (B)</b>	<b>1127010</b>	<b>28.20</b>	<b>1302010</b>	<b>31.03</b>
	<b>GRAND TOTAL</b>	<b>3995875</b>	<b>100.00</b>	<b>4195875</b>	<b>100.00</b>

Note-

- The figures in the Post-Issue Equity shareholding are on the assumption that all the CCPS will be subscribed, pursuant to the shareholders resolution and all said CCPS will be converted into equity shares. However, if any CCPS are not issued / allotted and the CCPS are not exercised, the figures will change accordingly.
- The figures in the Post-Issue Equity shareholding are on the assumption that conversion price will as per point no. 10 as above.

**14. Proposed time within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of the ICDR Regulations, the CCPS shall be allotted within a period of 15 days from the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**15. Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of CCPS proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue**

Sr. No	Name, address and PAN of the proposed Allottees	Pre-issue % Shareholding		Post issue % Shareholding		Change in Control if any, in the issuer consequent to Preferential issue
		No of Shares	%	No of Shares	%	
1	HARDIK J DESAI 1, Seema Raw House, Opp. Krushi Farm, Ghod Dod Road, Umra, Surat-395007 PAN:AAKPD1044M	2285211	57.19	2300211	54.82	The proposed preferential issue of CCPS shall not result in change of control of the Company
2	CHETAN C JARIWALA 4/4403, Amlī Sheri, Begampura, Surat City, Surat- 395003 PAN:AKGPJ8495A	513980	12.86	523980	12.49	The proposed preferential issue of CCPS shall not result in change of control of the Company
3	AMIT B. HALVAWALA 8-A, Shantikunj Society, Near Shital Shopping Center, Bhatar Road, Surat-395001 PAN: AAHPH6635D	0	0.00	20000	0.48	The proposed preferential issue of CCPS shall not result in change of control of the Company
4	VICKY D BRIJWASI 10/596-A, Khapatia Chakla, Near Jain Pedhi, Gopipura, Surat-395001 PAN:ABXPB0154G	20000	0.50	35000	0.83	The proposed preferential issue of CCPS shall not result in change of control of the Company
5	LOKESHKUMAR RAMDAS GUPTA B-6, G Tower, Ratnajyoti Appartment, Nr. SVR College, Vesu, Surat-395007 PAN: AAWPG3015D	0	0.00	5000	0.12	The proposed preferential issue of CCPS shall not result in change of control of the Company
6	SONA ALOK MEHTA 501, Mahima Hights, Near Chandani Chowk, Piplod, Surat-395007 PAN:AIHPM1868M	0	0.00	3000	0.07	The proposed preferential issue of CCPS shall not result in change of control of the Company
7	PINKI MITUL MEHTA 501, Mahima Hights, Tower-1, Near Chandani Chowk, Piplod, Umra, Surat-395007 PAN:AIHPM5162C	0	0.00	3000	0.07	The proposed preferential issue of CCPS shall not result in change of control of the Company
8	MITTAL CHIRAG SHAH 7b, 7th Floor, Siddshila Appartment, Opp. Jivan Bharti School, Timliyavad, Nanpura,	0	0.00	20000	0.48	The proposed preferential issue of CCPS shall not result in change of

	Surat-395001 PAN:AASPJ2934J					control of the Company
9	ASHMI CHINTAN KESARIA B-602, Basera Appartment, 3rd Cross Road, Lokhandwala Complex, Opp. Highpoint Restaurant, Andheri West, Mumbai-400053 PAN:AFVPM4300B	8000	0.20	23000	0.55	The proposed preferential issue of CCPS shall not result in change of control of the Company
10	DHRUV RAKESH BACHKANIWALA C-3, Himson Bunglow, Near S.M.C. Water Works, City Light Road, Athwalines, Surat-395007 PAN:AWDPB3092L	0	0.00	5000	0.12	The proposed preferential issue of CCPS shall not result in change of control of the Company
11	SHRAVAN H PATEL B-114 Shaligram Part 3, Opp. Arya Bunglows, Vejalpur, Ahmedabad-380051, Gujarat PAN: BZEPP9973M	26000	0.65	34000	0.81	The proposed preferential issue of CCPS shall not result in change of control of the Company
12	NIKUNJ ANILKUMAR MITTAL B-202, Crossgate, 4th Cross Road, Lokhandwala Complex, Andheri West, Mumbai-400053 PAN: AACPM3927E	0	0.00	20000	0.48	The proposed preferential issue of CCPS shall not result in change of control of the Company
13	MANISH DHIRAJLAL HALWAWALA B-802, Water Hills Residency, VIP Road, Shyam Mandir, Althan, Surat-395017	0	0.00	20000	0.48	The proposed preferential issue of CCPS shall not result in change of control of the Company
14	KANAIYA NARESHKUMAR KADHIWALA B-25, Sat Keval Society, Behind Sarjan Society, City Light, Parle Point, Surat-395007 PAN: AIIPK1896N	0	0.00	20000	0.48	The proposed preferential issue of CCPS shall not result in change of control of the Company
15	PARTHIV BHARATBHAI PATEL 6-Bharat Nivas, Maninagar Coop Hou. Soc., Maninagar, Ahmedabad- 380008 PAN: ACNPP3493P	24000	0.60	34000	0.81	The proposed preferential issue of CCPS shall not result in change of control of the Company
16	AMISH SATISH LAKDAWALA 10, Seema Row House, Beside Vikalp Photo Studio, Ghod Dod Road, Surat-395007 PAN: AAGPL7567H	27000	0.68	37000	0.88	The proposed preferential issue of CCPS shall not result in change of control of the Company
17	SHIRISH KANCHANLAL KANIA Shreelok, Opp. Arihant Park, Ambikaniketan Road, Surat- 395007, Gujarat PAN: ACHPK2827J	4000	0.10	5000	0.12	The proposed preferential issue of CCPS shall not result in change of control of the Company
	<b>Total</b>	<b>2904191</b>	<b>72.68</b>	<b>3104191</b>	<b>73.98</b>	

Note-

1. The figures in the Post-Issue Equity shareholding are on the assumption that all the CCPS will be subscribed, pursuant to the shareholders resolution and all said CCPS will be converted into equity shares. However, if any CCPS are not issued / allotted and the CCPS are not exercised, the figures will change accordingly.

2. *The figures in the Post-Issue Equity shareholding are on the assumption that conversion price will as per point no. 10 as above.*

**16. The expected dilution in equity share capital upon conversion of preference shares:**

There is no dilution in equity share capital upon conversion of Preference shares. However total promoters (Mr. Hardik Desai and Mr. Chetan Jariwala) holding will decrease from 70.05% to 67.31% assuming that all the CCPS will be converted at price as mentioned in point no. 10 above.

**17. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**18. Change in control consequent to the preferential issue:**

There will be no change in the control of the Company consequent upon preferential allotment.

**19. Lock in period:**

The Equity Shares, allotted upon conversion of the CCPS, will be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

**20. Requirements as to re-computation of price:**

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than twenty six weeks prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations. The Proposed Allottees of the CCPS shall be required to transfer to the Company full consideration for the subscription of the CCPS (including premium) prior to the allotment of CCPS.

**21. Undertakings**

a. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so – *As the equity shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.*

b. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees – *As the equity shares of the Company are listed with the BSE Limited for more than six (6) months, the same is not applicable to the Company.*

**22. Auditor's Certificate:**

A copy of the certificate of the Company's statutory auditor certifying that the issue is being made in accordance with requirements of ICDR Regulations shall be placed before the shareholders at the Extra-ordinary General meeting of the Company and the same shall be open for inspection at the registered office of the Company on all working days till the date of Extra Ordinary General Meeting.

**23. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.**

The Board of Directors of the Company believes that proposed preferential issue is in the best interest of the Company and its members. Pursuant to the provisions of section 42, 55, 62 of Companies Act, 2013 and any other sections and Regulation 160 of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution.

The Board of Directors recommends passing of the Special resolution at Item No. 3 of the Notice. None of the Directors or the Key Managerial Personnel or their relatives is in any way interested financially or otherwise in this resolution, except and to the extent of their shareholding in the company except Mr. Hardik J. Desai and Mr. Chetan C. Jariwala.

The Board of directors recommends the resolutions set out at Item No. 3 for the approval of the members of the company as a special resolution.

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](mailto:info@tridenttexofab.com)  
Website: [www.tridenttexofab.com](http://www.tridenttexofab.com)  
Date: 11.02.2019  
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]

Extra Ordinary General Meeting on Saturday, 09<sup>th</sup> March, 2019 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 Extra Ordinary General Meeting of the Company, to be held on Saturday, March 09, 2019 at 09.00 a.m. at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	<b>SPECIAL BUSINESS</b>
1.	Alteration Of Article Of Association Of The Company
2.	Classification Of Authorized Share Capital And Consequent Alteration In The Capital Clause Of Memorandum Of Association Of The Company:
3.	Issue Of Compulsory Convertible Preference Shares On Private Placement Basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Signature of Member(s) \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix Revenue Stamp of Rs. 1 here
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**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. 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 Extra Ordinary 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

**Extra Ordinary General Meeting on Saturday, 09th March, 2019 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 Extra Ordinary General Meeting of the Company held at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat on Saturday, 09th March, 2019 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 Extra Ordinary General Meeting are requested to bring their copies of notice.**



## ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

**SATURDAY, 09TH MARCH, 2019 AT 09:00 AM**

**EGM VENUE: 5TH FLOOR, OFFICE BUILDING, APMC, NR. SAHARA DARWAJA,  
SURAT-395003, GUJARAT**

