

Date: 01<sup>st</sup> July, 2019

To,  
The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai 400 001  
**BSE Scrip Code: 540726**

Dear Sir/Madam,

**Sub: Corrigendum to Notice of Book Closure**

In continuation of our intimation dated June 13, 2019 and Annual Report submitted on July 01, 2019, in which the book closure for purpose of AGM and payment of dividend, if declared at the forthcoming Annual General Meeting has been stated as Monday, July 22, 2019 to Monday July 29, 2019 (both days inclusive), due to legal provisions the same has been changed and now shall be read as *"the Register at Members and the Share Transfer Books of the Company shall remain closed from Saturday, July 20, 2019 to Monday, July 29, 2019 (both days inclusive)."*


Everything else remains the same. This is for your information and records. Corrigendum to date of book closure shall be published in newspaper (English and Gujarati) and shall also be placed on website of the Company. It will be intimated to stock exchanges as well.

Corrigendum to Notice of Book Closure is attached herewith.

Kindly take the above on record.

Yours faithfully,

**For Trident Texofab Limited**

  
**Mehul N. Amareliya**  
Company Secretary  
M. No. A54306



**Encl.: A/a**

**CC:**

National Securities Depository Services Limited (NSDL), Mumbai  
Central Depository Service (India) Limited (CDSL), Mumbai  
Karvy Fintech Private Limited



**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

**CORRIGENDUM TO NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT 2018-19**

Corrigendum to the Notice dated July 01, 2019 ("Original Notice") of 11th Annual General Meeting ("AGM") of the Members of Trident Texofab Limited ("the Company") to be held at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat on Monday, 29th July, 2019, at 11.00 a.m.

Whereas the circumstances have arisen after printing of the Original Notice & Annual Report requiring certain changes to the Original Notice & Annual Report, therefore, the Members are hereby notified as follows:

This Corrigendum shall be deemed to be a part of the Original Notice & Annual Report, and shall be read along with the Original Notice & Annual Report. Further, the Original Notice shall be deemed amended as provided herein:

Please note that due to change of book closure dates from Monday, July 22, 2019 to Monday, July 29, 2019 (both days inclusive), to *Saturday, July 20, 2019 to Monday, July 29, 2019* (both days inclusive), there would be following modification in the notice and annual report and issued on July 01, 2019.

**1. Notice of Annual General Meeting to be held on July 29, 2019**

Particulars	To be read as
<b>Under Notes to Notice, note no. 18:</b> 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 <i>Monday July 22, 2019 to Monday July 29, 2019</i> (both days inclusive) for payment of dividend and AGM.	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 <i>Saturday July 20, 2019 to Monday July 29, 2019</i> (both days inclusive) for payment of dividend and AGM.

**2. 11th Annual Report 2018-19:**

Under Information to shareholders in Corporate Governance Report	
Particulars	To be read as
10(d) Book Closure: The dates of Book Closure are from Monday, July 22, 2019 to Monday, July 29, 2019 both days Inclusive.	Book Closure: The dates of Book Closure are from <i>Saturday, July 20, 2019 to Monday, July 29, 2019</i> both days Inclusive.

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: 01.07.2019

Place: Surat

Date: 01<sup>st</sup> July, 2019

To,  
The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai 400 001

**BSE Scrip Code: 540726**

Dear Sir/Madam,


**Sub: Notice convening the 11th Annual General Meeting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of notice of 11th Annual General Meeting of the Company to be held on Monday July 29, 2019 at 11:00 a.m. at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat. The Notice is also available on the Company's website at [www.tridenttexofab.com](http://www.tridenttexofab.com).

Kindly take the above on record.

Yours faithfully,

**For Trident Texofab Limited**

  
**Mehul N. Amareliya**  
Company Secretary  
M. No. A54306



Encl. As Above

CC:

**National Securities Depository Services Limited (NSDL), Mumbai**  
**Central Depository Service (India) Limited (CDSL), Mumbai**  
**Karvy Fintech Private Limited**



# Notice

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

## ORDINARY BUSINESS:

### 1. Adoption of the financial statements:

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

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

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

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

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

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

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

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

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

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

## SPECIAL BUSINESS:

### 5. Appointment of Statutory Auditor:-

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

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

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

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

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

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

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

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

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

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

“RESOLVED THAT in supersession of the earlier resolutions passed

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

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

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of section 20 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules prescribed there under, the Company may, upon receipt of a request from a member for delivery of any document through a particular mode, levy an amount, approximate of the actual expense as may be incurred by the Company, by way of fees for sending the document in the particular desired mode.

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

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

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

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

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

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

**11. Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director of the Company:-**

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

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

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

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

**12. Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director of the Company:-**

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

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

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

**13. Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director of the Company:-**

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

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

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

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

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

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

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

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

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

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

#### REGISTERED OFFICE:

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

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

Date: 01.07.2019

Place: Surat

## NOTES

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

23. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Fintech Private Limited (Karvy) to provide efficient and better services.

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

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

26. KPRISM- Mobile service application by Karvy:

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

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

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

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

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

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

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

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

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

---

## GREEN INITIATIVE

---

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report, quarterly, half yearly results to shareholders at their e-mail address previously registered with the depository participants (DPs)/ company/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 31-32, Gachibowli Financial District,  
Nanakramguda, Hyderabad-500032, Telangana, India

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

Fax: +91-40-23440674

Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) Website: [www.karisma.karvy.com](http://www.karisma.karvy.com)

# Annexure to Notice

## EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY

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

### FOR ITEM NO. :- 5

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

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

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

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

### Brief Profile of Shah Kailash & Associates:

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

Our Directors recommend the resolution for approval of members.

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

## FOR ITEM NO. :- 6

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

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

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

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

### A. Nature of Duties:

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

### B. Remuneration:

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

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

### 2. Benefits, Perquisites, Allowances:

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

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

### C. Minimum remuneration:

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

### D. Other terms of Appointment:

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



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

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

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

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

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

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

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

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

## FOR ITEM NO. :-7 & 8

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

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

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

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

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

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

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

## FOR ITEM NO. :- 9

As per the provisions of section 20 of the Act, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its AGM.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. The relevant statutory provisions under Section 20 of the Act require the fees to be determined in the AGM.

Accordingly, the Board of Directors recommends the Resolution at Item No. 9 of the Notice for approval of the members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

## FOR ITEM NO.:- 10

The Board had earlier proposed to issue up to 2,00,000 (Two Lacs) CCPS of Rs. 10/- each for cash at a premium of Rs. 91.48/- per CCPS i.e. totaling to Rs. 101.48/- per CCPS aggregating to Rs. 2,02,96,000/- by way of preferential allotment on private basis with an option to the company to convert for equal number of equity shares of face value of Rs. 10/- each to the persons (Promoters and Non Promoters) before the Shareholders for their approval by way of the Notice dated February 11, 2019.

However, the Company inadvertently missed out to make disclosure that neither the issuer nor any of its promoters or directors is a wilful defaulter under the head "Disclosures specified in schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter". The application for seeking In-principle approval was submitted on March 11, 2019 and the same had been granted by BSE Limited on March 18, 2019. Further the undertaking dated March 13, 2019 and March 18, 2019, was submitted to ratify the disclosure that ***neither the issuer or any of its promoters or directors is a wilful defaulter either through postal ballot or in general meeting before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.***

The said approval was subject to the ratification of disclosures that neither the issuer nor any of its promoters or directors is a wilful defaulter by the shareholders either through postal ballot or general meeting before seeking listing approval for the shares so allotted as to be in compliance with Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board has decided to get the disclosures ratified by the shareholders through this resolution.

### Disclosure on wilful defaulter

None of the Promoters or Directors have been categorized as a wilful

defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Accordingly, the Board of Directors recommends the Resolution at Item No. 10 of the Notice for approval of the members by way of special resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution except to the their shareholding.

## FOR ITEM NO.:- 11

At the Extra Ordinary General Meeting of the Company held on June 09, 2017, the Members of the Company approved the appointment of Mr. Hardik Desai as the Managing Director of the Company for a period of five years commencing from June 09, 2017. Then after at the 10th AGM of the company held on July 10, 2018, the members approved increase of remuneration limit from Rs. 1.50 Lacs pm to Rs. 2.50 Lacs pm and also commission on net profit at 6% with authority to the board to revise effective from April 01, 2018.

The remuneration paid to him during the financial year 2017-18 and 2018-19 was under limit as approved by the members. But the remuneration of Rs. 10.50 Lacs and Rs. 16.25 Lacs paid to Mr. Hardik Desai for the financial year 2017-18 and 2018-19 respectively was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Hardik Desai and to the extent of shareholding of his, Mrs. Maniya Desai, his spouse and Mrs. Anjanaben Desai, his mother in the Company.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the effective date, the Board recommends the Special Resolution as set out in Item No. 11 of the Notice for approval of the members.

## FOR ITEM NO.:- 12

At the Extra Ordinary General Meeting of the Company held on June 09, 2017, the Members of the Company approved the appointment of Mr. Chetan Jariwala as the Whole Time Director of the Company for a period of five years commencing from June 09, 2017. Then after at the 10th AGM of the company held on July 10, 2018, the members approved increase of remuneration limit from Rs. 1.00 Lacs pm

to Rs. 1.50 Lacs pm and also commission on net profit at 3% with authority to the board to revise effective from April 01, 2018.

The remuneration paid to him during the financial year 2017-18 and 2018-19 was under limit as approved by the members. But the remuneration of Rs. 6.00 Lacs and Rs. 12.00 Lacs paid to Mr. Chetan Jariwala for the financial year 2017-18 and 2018-19 respectively was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Chetan Jariwala and to the extent of shareholding of his, Mrs. Rupa Jariwala, his spouse and Mrs. Kailashben Jariwala, his mother in the Company.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the effective date, the Board recommends the Special Resolution as set out in Item No. 12 of the Notice for approval of the members.

#### FOR ITEM NO.:- 13

At the Board Meeting of the Company held on October 15, 2018, the board of the Company has appointed Mr. Deepak P. Gandhi as an Additional Director of the Company till the conclusion of ensuing 11th AGM pursuant to section 161 of the act. He was paid Rs. 4.05 Lacs from month of October, 2018 during the financial year 2018-19. The remuneration paid to him during the financial year 2018-19 was under limit as approved by the board. But the remuneration of Rs. 4.05 Lacs paid to Mr. Deepak Gandhi for the financial year 2018-19 was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Deepak Gandhi and to the extent of

shareholding if any (Nil) in the Company.

The Board recommends the Special Resolution as set out in Item No. 13 of the Notice for approval of the members pursuant to the Amendment Act.

#### FOR ITEM NO.:- 14

As per section 197 of the companies act, 2013 as amended by the companies (Amendment) Act, 2017 which has become effective from September 12, 2018, total managerial remuneration payable by the company to its directors, including managing directors and whole time director and its manager in respect of any financial year may exceed 11% of the net profit of the company calculated as per the section 198 of the companies act, 2013, provided that the same has been approved by the members of the company by way of special resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the board of directors of the company in its meeting held on June 13, 2019 recommended to pay the managerial remuneration in respect of any financial year which may exceed the limit as specified in section 197 or schedule V or any other amendment thereto, but subject to maximum limit as the members have approved/revise from time to time as given the resolution till the tenure of their appointment.

So from financial year 2019-20, total managerial remuneration may exceed the limit given in section 197 in case profit or schedule V in case of inadequate profit or no profit. But the total managerial remuneration shall not exceed the limit specified by the members from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Hardik Desai, Mr. Chetan Jariwala and Mr. Deepak Gandhi and to the extent of their shareholding along with their relatives in the Company.

The Board recommends the Special Resolution as set out in Item No. 14 of the Notice for approval of the members pursuant to the Amendment Act.

#### 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: 01.07.2019

Place: Surat

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



**TRIDENT TEXOFAB LIMITED**

**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

**11th Annual General Meeting on Monday, 29th July 2019 at 11:00 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 11th Annual General Meeting of the Company held at 5th Floor, Office Building,  
APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat on Monday, July 29, 2019 at 11.00 a.m.

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.**





**TRIDENT TEXOFAB LIMITED**

**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]**

**11th Annual General Meeting on Monday, 29th July 2019 at 11:00 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 11th Annual General Meeting of the Company, to be held on Monday, July 29, 2019 at 11.00 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>ORDINARY BUSINESSES</b>
1.	Adoption of the financial statements
2.	To declare Final Dividend on Equity Shares for the Financial Year 2018-19
3.	To declare Dividend on CCPS for the Financial Year 2018-19
4.	To appoint a Director in place of Mrs. Maniya Hardik Desai (DIN- 05351685), who retires by rotation and being eligible, offers herself for re-appointment
	<b>SPECIAL BUSINESSES</b>
5.	Appointment of Statutory Auditor
6.	Appointment of Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) as a Director
7.	Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1)(a) of the Companies Act, 2013
8.	To increase the borrowing power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013
9.	Determining the fees for delivery of document through a particular mode of delivery to a member
10.	Ratification of the Disclosures pursuant to issue of Compulsorily Convertible Cumulative Preference Shares (CCPS) by way of Preferential Allotment on Private Placement Basis in the notice dated February 11, 2019 sent to the shareholders
11.	Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director of the Company
12.	Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director of the Company
13.	Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director of the Company
14.	Payment of managerial remuneration in excess of limit prescribed under the Act

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

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 11th Annual General Meeting.

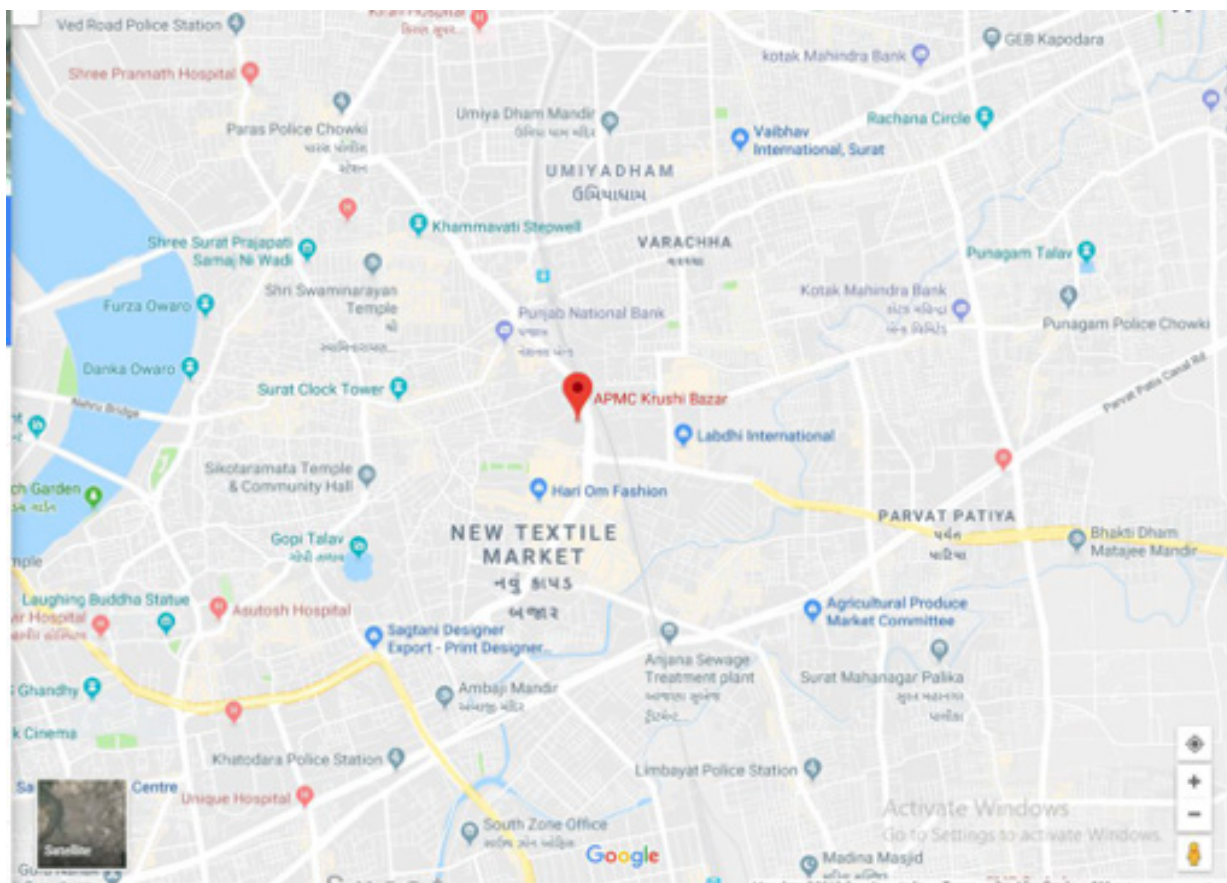
## Notes

[illegible]

## ROUTE MAP OF THE VENUE OF 11TH ANNUAL GENERAL MEETING OF THE COMPANY

MONDAY, 29TH JULY 2019 AT 11:00 AM

AGM Venue: 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat



LANDMARK: RING ROAD



Date: 01<sup>st</sup> July, 2019

To,  
The Manager,  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai 400 001

**BSE Scrip Code: 540726**

Dear Sir/Madam,


**Sub: Annual Report for the Financial Year 2018-19 and Notice convening the  
11th Annual General Meeting**

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Report for the Financial Year 2018-19 along with notice of 11th Annual General Meeting of the Company to be held on Monday July 29, 2019 at 11:00 a.m. at 5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat, as per the Companies Act, 2013. The Annual Report and Notice are also available on the Company's website at [www.tridenttexofab.com](http://www.tridenttexofab.com).

Kindly take the above on record.

Yours faithfully,

**For Trident Texofab Limited**

  
**Mehul N. Amareliya**  
**Company Secretary**  
**M. No. A54306**



**Encl. As Above**



**TRIDENT**<sup>TM</sup>  
**TEXOFAB LTD.**

# Shifting Gears.

# Content

Numbers that matter .....	01
Chairman's letter .....	03
Management Discussion and Analysis .....	05
Corporate Information .....	17
Notice of Annual General Meeting .....	19
Directors' Report and Annexure .....	31
Independent Auditors' Report .....	72
Balance Sheet .....	80
Statement of Profit and Loss .....	81
Cash Flow Statement .....	82
Notes to Accounts .....	83
Attendance Slip .....	95
Proxy Form .....	96
Route Map .....	99



# Shifting

---

“We should keep moving forward, opening new doors, and doing new things, because we're curious and curiosity is what leads down to new paths.”

# Gears

---

The magic of life is having a vision, having faith, and then going for it. Knowing that embedded in this time of taking a new step towards growth and development is the promise of a new foundation, a promise to continue the legacy; if we have the courage and commitment towards making something better than it already was. An important key here is that there should be a tint of adaptability in moving towards growth without compromising the previously established beliefs and principles. Without constant growth and progress, such words as improvement, achievement, and success will have no meaning.

*In line with this philosophy, our company, Trident Texofab Limited has decided to take another step and strengthen its legacy in the textile industry. With our latest endeavor in the manufacturing of textiles and apparel, we aim to deliver a higher benchmark of growth for ourselves.*



# Vision

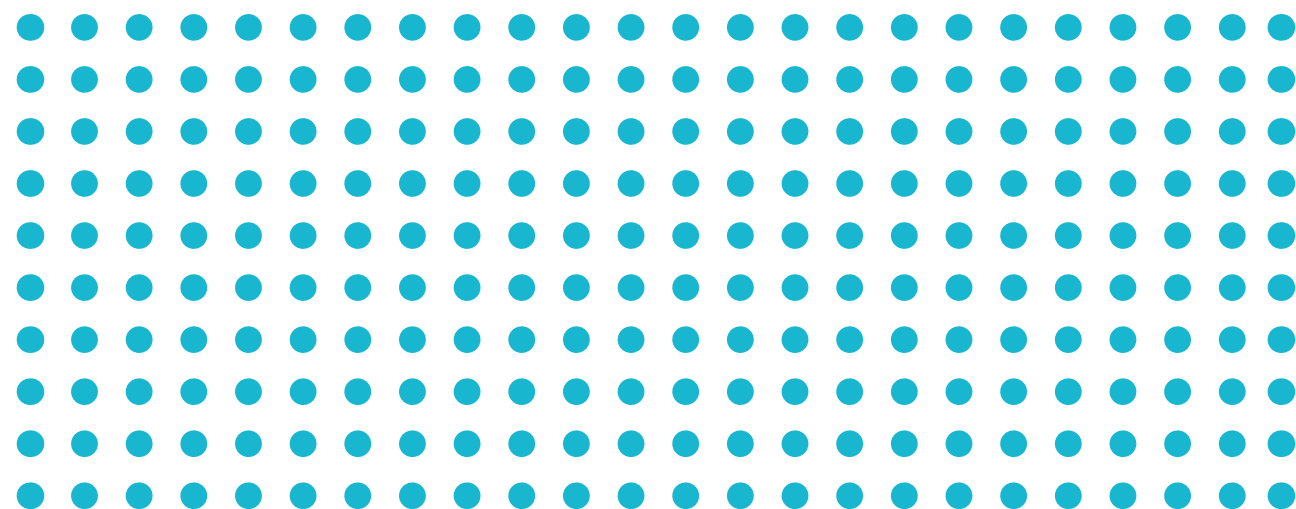
With our quality products and services, we at Trident, understand the need to constantly add value to our clients and try to provide maximum customer satisfaction. Our purpose is to craft a robust brand image in the mind of our customers with a stellar industry reputation.

# Mission

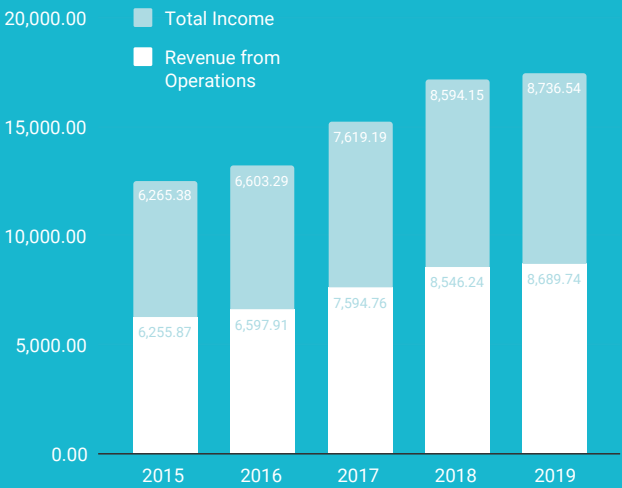
We have decided to dig deeper into the industry and came out with our own brands in the below mentioned segment.

Home furnishing products, garments, shirts and other such fabrics.

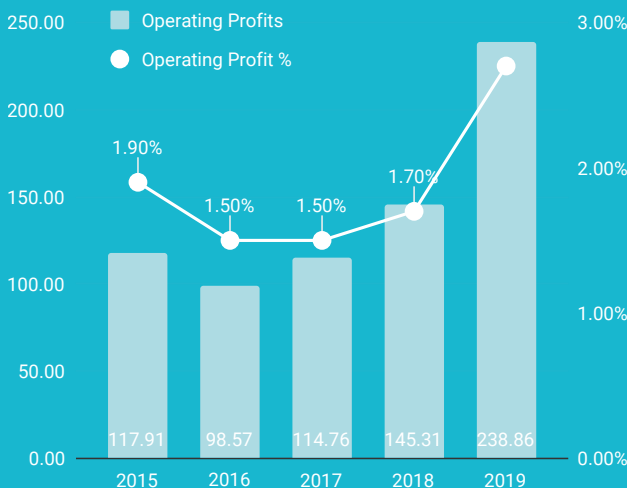
With our brand in place, we continue to scout for new opportunities and strive to explore retail, B2C business segments of our present businesses.



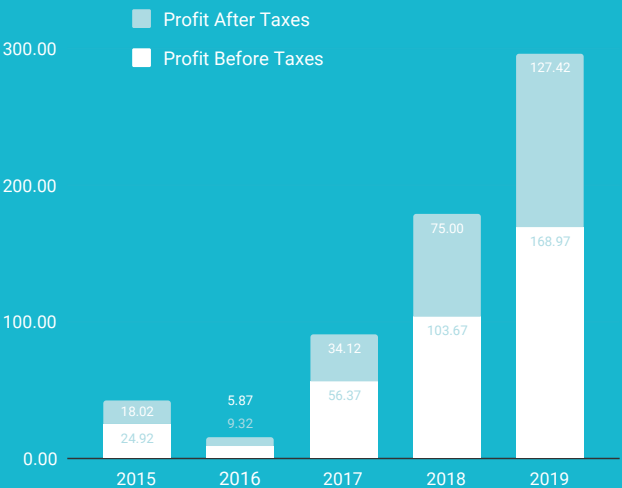
# Numbers that matter



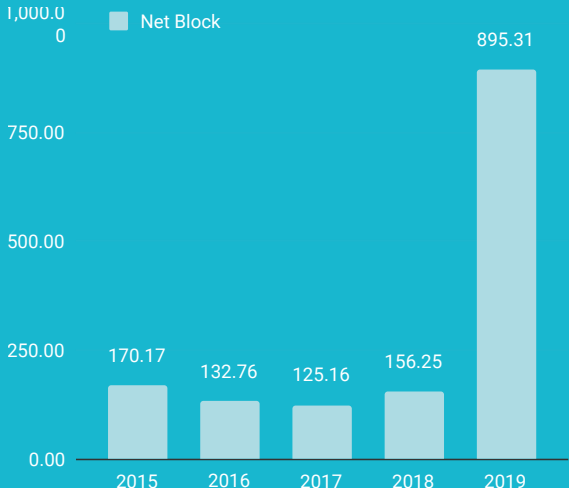
Revenue from Operations and Total Income



Operating Profits



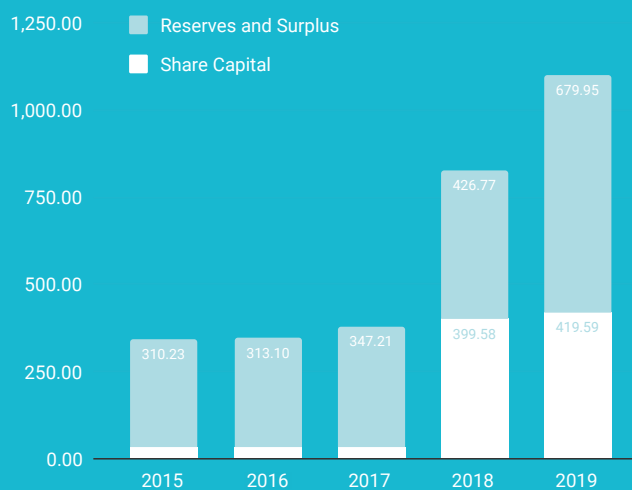
Profit After Taxes and Profit Before Taxes



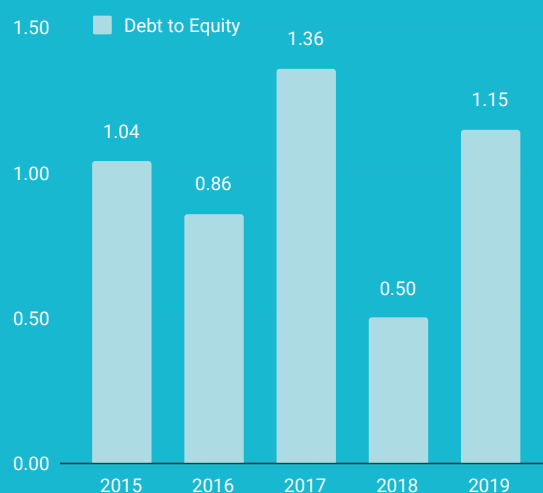
Net Block

Year	Rate of Dividend (%)	Dividend Payout (%)
2017-18	10%	53.3%
2018-19	10% (Common Shares) 5% (Compulsorily Convertible Preference Shares)	32.1%

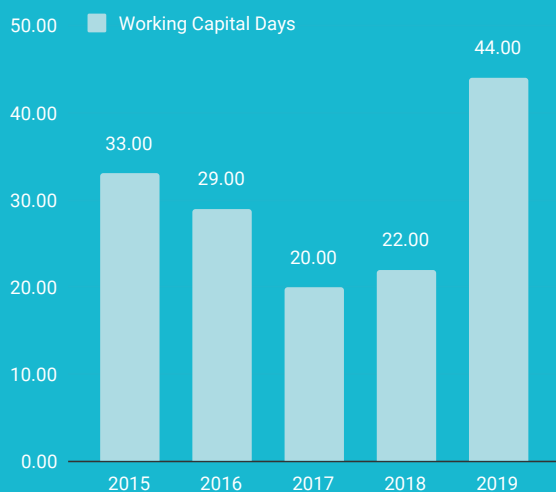
Credit Rating **CARE BB STABLE** on Long Term Bank Facilities



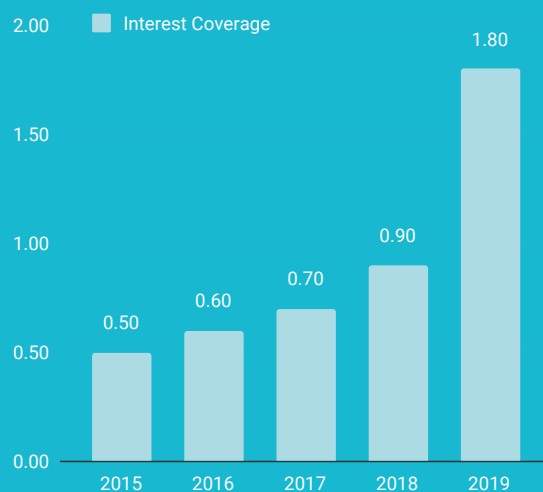
Share Capital and Reserves & Surplus



Debt to Equity



Working Capital Days



Interest Coverage



# Chairman's Letter



**“From this year onwards TTFL has become a one-stop business partner for all of its clients, which augurs higher customer satisfaction and better sales volume from our existing clientele.”**



**The future for TTFL looks very promising, where we plan to grow incrementally from our manufacturing operations while keeping trading operations status quo.**

**Dear Shareholders,**

It gives me immense pleasure to present to you our Annual Report for the financial year 2018-19, this year becomes all the more significant for Trident Texofab Limited and its stakeholders as we begin a new chapter in the life of our company.

After a decade of consistent performance in its core competency - trading of textiles, our company started with the manufacturing of textile products in FY2018-19. Our entire manufacturing setup was not operational throughout the financial year and hence the majority of business was still driven through trading operations. This was because our greenfield weaving unit in Surat got delayed due to increased complexities in compliances and late shipment of machinery, the same got commissioned in April 2019. In the years to come, manufacturing will play a prominent role in the progress of our company. We have, in place, our integrated manufacturing unit, which

undertakes various steps of the value chain like - weaving, stitching, digital printing, heat setting, embroidery, and finished garments. Our company also increased its team strength near 5 times this year, totaling to 97, on account of its new operations.

Not only did our newly incorporated manufacturing operations boost profitability, but it also enhanced our product offering and customer satisfaction. From this year onwards TTFL has become a one-stop business partner for all of its clients, which augurs higher customer satisfaction and better sales volume from our existing clientele.

We witnessed revenue growth of 1.7% over the previous financial year, along with an expansion in operating profit margin from 1.7% in FY2017-18 to 2.7% in FY2018-18, which led to a 69.9% increase in profit after tax over the previous year. This was due to a shift in sales-mix towards manufacturing operations.

The future for TTFL looks very promising, where we plan to grow incrementally from our manufacturing operations while keeping trading operations status quo. We also plan to explore new geographies internationally this year, particularly in the Middle-eastern and Afghanistan region. Our company has raised debt in the current year, to finance the additional capital employed in manufacturing operations. We completed a preferential issue of 2,00,000 compulsory convertible cumulative preference shares (CCPS), at a price of Rs. 101.48 per share, raising a total amount of approximately 203 Lakhs. We have in place the necessary infrastructure, team strength, and capital to cater to the demand for the coming financial year.

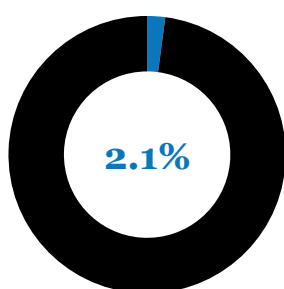
**With warm regards,**  
**Hardik Desai**

# Management Discussion and Analysis

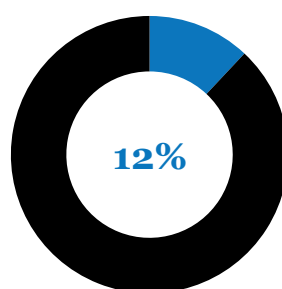


## Indian Textile Industry

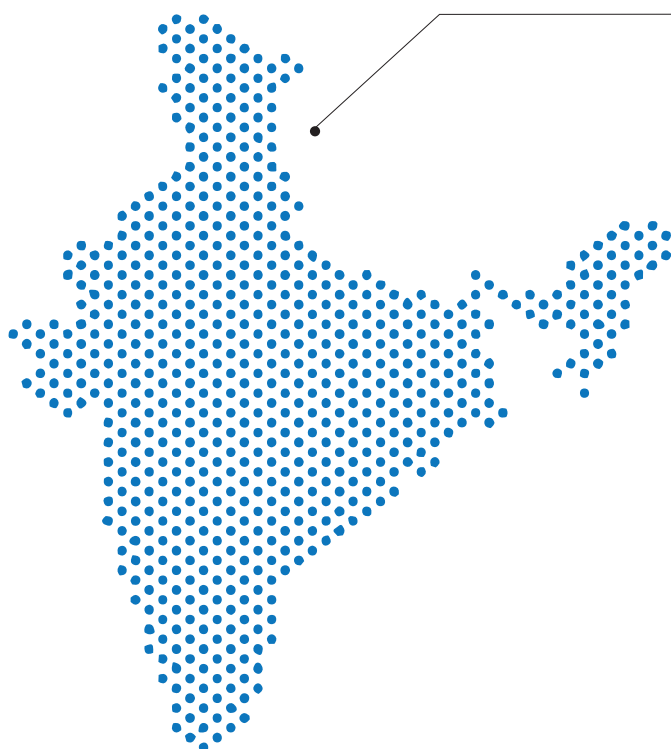
Industry Snapshot



2.1% GVA of  
**TEXTILES AND  
APPAREL** as  
Share of **GDP**



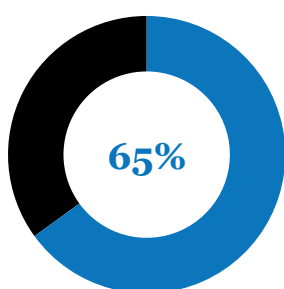
12%  
Contribution  
to **TOTAL  
EXPORTS**



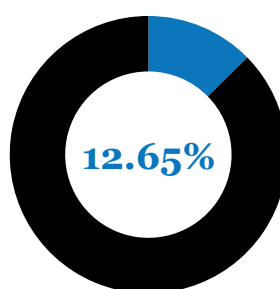
**2nd largest Producer  
of Silk after China,  
FY2017**

**2nd Largest  
Exporting Country  
after China, FY2017**

**2nd Largest  
Polyester Market  
after China, FY2017**



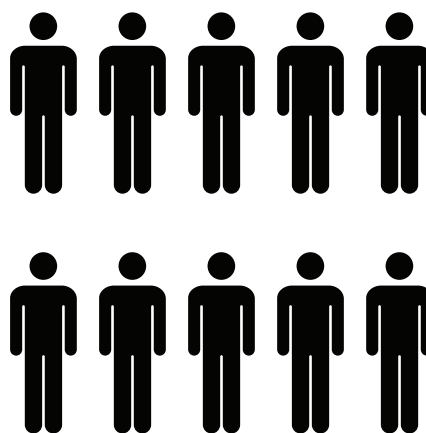
65% Market  
Share of  
**COTTON** in  
Total Fiber  
Consumption



12.65% GVA  
of **TEXTILES  
AND APPAREL**  
as Share of  
Manufacturing  
GVA

# 45+ mn

**DIRECT EMPLOYMENT  
GENERATED**



2nd Largest Employer  
after Agriculture

**LARGELY  
UNORGANIZED AND  
FRAGMENTED, WITH  
SELECT LARGE  
CORPORATES**

\*Unless stated otherwise, data is  
of FY2018.

(Source: CSO, Office of the  
Textile Commissioner, Ministry of  
Commerce and Industry, WTO)



## Industry Overview

Textile is the oldest manufacturing industry in India, dating back to centuries. It is one of the largest textile industries in the world having an ample raw material base and strengths across the value chain. As of FY2017-18 textiles and apparel contributed nearly 2.1% of India's GDP, 12.65% of industrial production and about 12% of Indian exports. India is second only to China, for the production of man-made fiber and filament accounting for a 14% market share globally. India also ranks second to China in the consumption of polyester fiber, however, the per capita consumption of India is far lower than that of China. India's per capita consumption in all the fibers ranks 50% lesser to the global per capita consumption, in 2018. This also

highlights the substantial unrealized potential of Indian consumption.

In terms of structure, the Indian textile market is largely unorganized, fragmented and privatized. The majority of market share is held by a large number of unorganized players with a few select corporates. India also has a presence across the entire textile value chain including - spinning, weaving, knitting, processing, and making garments. In terms of capacity, India hosts 24% of the world's spindle capacity, 8% of global rotor capacity and 63% of loom capacity (including handlooms) as of FY2017-18.

## Recent Developments

Introduction of Goods and Service Tax (GST) in July 2017 has introduced

quite a few changes in the industry. The unorganized industry was hit hard by the implementation of GST, the organized industry, on the other hand, has grown at the cost of the unorganized industry. GST has diluted the tax arbitrage that was previously available to unorganized players, thereby shifting the market towards organized players.

For the textile industry, rates of 5% and 12% are imposed on cotton and man-made fiber respectively, while silk and jute are exempted. On the apparel side, goods costing less than Rs. 1,000 attract a 5% GST rate while goods costing more than Rs. 1,000 attract a 12% GST rate.

While the unorganized space has faced the heat of GST far more





intensely than organized space in domestic markets, it has been equally challenging for organized space in the export front. The introduction of GST discontinued many export incentives, making Indian manufacturers less competitive globally. Added to this was subdued demand from UK and USA, which are the world's largest textile consumption markets.

## Growth Drivers

### Per capita spend on apparel

Per capita spending on apparel in developing countries like India is expected to increase by more than 2 times in the next 10 years (CAGR 9-11%) and will make developing countries the drivers of incremental growth in the global textile consumption.

### Increase in disposable income

Strong economic growth is expected to increase per capita income, resulting in more disposable income to spend on fashionable clothes. The increase in income would improve the general standard of living, which in turn would further propel the demand for apparel.

### Increasing urbanization

Rising urbanization leads to an increase in demand for new designs and fashions to match new lifestyles. A large percentage of these new city dwellers are expected to be in their twenties thus possibly making first-time independent choices for various categories of clothing items including denims, shirts, and footwear.

### E-commerce

With the changing lifestyle and rising

incomes, people are left with less spare time. E-commerce has leveraged this opportunity and is providing consumers with what they want, with just a few simple clicks, making a seamless and faster shopping experience. The huge success of e-commerce companies led Indian textile companies to explore the online market through their own e-commerce platforms.

### Foreign Direct Investments (FDI)

The government has allowed 100% FDI in this sector. The textiles industry in India is experiencing a significant increase in collaboration between global majors & domestic companies. FDI in textiles (including dyed, printed) grew at a CAGR of 17.13% during the period from FY10 to FY17.





**“When we know what we want to achieve, the inspiration to change for better ignites”**



## **Business Model**

Company Overview



At the end of the financial year 2018-19, we had in place the infrastructure required to manufacture grey fabrics, finished garments and other value-added products in embroidery, stitching, and digital printing.

Trident Texofab Limited (TTFL) was incorporated in the year 2008, by our founders and first-generation promoters Mr. Hardik Desai and Mr. Chetan Jariwala. TTFL is based out of the textile city of India, Surat. We started out as a textile trading company dealing in a variety of home furnishing and other products like bed sheets, scarfs, pareos, suiting, shirting and many more. After a decade of steady progress in trading operations and an IPO on BSE SME in 2017, we decided to take it up one notch. Recently in 2018, TTFL commenced manufacturing operations in textiles out of its greenfield facilities set up in Surat. At the end of this financial year 2018-19, we had in place the infrastructure required to manufacture grey fabrics, finished garments

and other value-added products in embroidery, stitching, and digital printing. This new business division was financed through a combination of borrowed funds and owner funds (both fresh infusion and internal accruals).

## Business Segments

### Trading

In the last decade, trading of textile products has single-handedly driven the growth at TTFL. Prior to the current financial year, almost 100% of the business was contributed by trading operations.

Unlike the typical trading model of buying and selling goods, we are present throughout the process of getting the products manufactured and delivered to our customers. We engage right from the receipt of order, identification of a manufacturer, placing an order, supervising manufacturing and delivery of the finished product. This process helps us in providing superior customer satisfaction to our clients.

### Product Basket

We deal in a wide range of products, like home furnishing, bed sheets, curtains, cushion covers, scarfs, pareos, suiting, shirting, technical textile fabrics and many more. Our product basket includes finished, semi-finished and value-added fabrics.

### Performance in FY2018-19

Trading operations contributed 75.1% of revenue from operations in the FY2018-19 as compared to 100.0% in FY2017-18. This was primarily due to the commencement of commercial operations from the manufacturing division.



## Manufacturing

In 2018, we started with the manufacturing of textile products. In the month of May, we established our first unit engaged in value-added segments like digital printing and embroidery. The initial set-up was of 10 digital printing machines, 2 heat transfer machines, and 7 embroidery machines. By September 2018, we began commercial operations of embroidery and stitching units. In the month of April 2019, TTFL commenced manufacturing of grey fabrics at its newly established unit in Surat. By the end of the financial year, we have become fully integrated into our manufacturing operations with the ability to produce finished garments, semi-finished articles and

grey fabrics. Currently, TTFL is working with marquee garment clients like TCNS Clothing Company, Libas and many more.

### Product Basket

Currently, we mainly deal in business-to-business (B2B) trade for manufactured textile products. Our manufacturing product basket can be categorized into two categories. Finished products wherein we produce kurtis, tunics, nighty, gowns suiting and many more; Semi-Finished products where we produce grey fabrics and do job work for digital printing and other value-added products in embroidery and stitching.

### Performance in FY2018-19

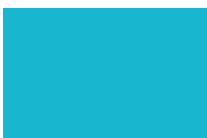
Our manufacturing operations, which started in 2018, contributed 24.9% of revenue from operations in FY2018-19. The majority of contribution was of finished garments, from stitching and digital printing operations.

Product Basket	Capacity	Number
Embroidery Unit	37 Lakh Stitch/Day	7 Machines
Digital Printing Unit	7,200 Meter/Day	6 Machines
Heat Transfer Unit	7,200 Meter/Day	2 Machines
Waterjet	7.5 Lakh Meter/Month	60 Machines
Stitching Unit	-	55 Machines





**“The fact that we can, and  
that we want to change for the  
better, indicates the start of  
something new”**



## Changing Business Dynamics

Post the financial year 2017-18, TTFL houses two different business segments i.e. Trading and Manufacturing operations. Both of these businesses have very different inherent business dynamics. *While earlier TTFL was a textile trading company, it is currently an integrated textile manufacturing and trading company.* In this year and in the years to come, TTFL will witness the following changes in business dynamics.

### Fixed Assets

In the last financial year, we have built an additional net block of 739 Lakhs totaling to 895 Lakhs. This increase has been on account of investment in plant and machinery for the new manufacturing units. With an increase in the net block, we will also witness additional depreciation expenses in the years to come.

### Margin Profile

Manufacturing operations records superior profitability margins as compared to trading operations. With the commencement of manufacturing operations in the current financial year, we have witnessed an increase in the gross margins from 4.5% in FY2017-18 to 7.0% in FY2018-19 and operating margins from 1.7% in FY2017-18 to 2.7% in FY2018-19. With increasing contribution from manufacturing operations, the blended profitability margins are also expected to increase.

### Working Capital Cycle

Prior to the financial year 2018-19, we have historically maintained a net working capital cycle of under or around 30 days. This has been possible

due to the stringent management of inventory, debtors, and creditors. However, manufacturing operations inherently have a longer working capital cycle as compared to trading operations. In the coming years, we expect to witness a stretch in the working capital cycle due to an increase in inventory levels.

### Human Resource

We have increased our team size nearly 5 times in the financial year 2018-19. The majority of employee additions have been on the manufacturing front, by the end of the financial year TTFL has become a team of 97 members. Subsequently, we have also witnessed an increase in employee benefit expenses from 67 Lakhs in FY2017-18 to 192 Lakhs in FY2018-19.

## Capital Structure

This year witnessed a massive increase in total capital employed (debt and equity) in the company from 1243 Lakhs in FY2017-18 to 2366 Lakhs in FY2018-19. The majority of the additional capital was employed in fixed assets followed by working capital. TTFL increased its borrowings from 417 Lakhs in FY2017-18 to 1267 in FY2018-19 and its shareholders' funds from 826 Lakhs in FY2017-18 to 1100 Lakhs in FY2018-19. TTFL raised 203 Lakhs from a preferential issue and rest was financed from internal accruals. This year witnessed an increase in the total debt to equity ratio from 0.50 times in FY2017-18 to 1.15 times in FY2018-19. However, the interest coverage also improved on account of better operating profits from 0.9 times in FY2017-18 to 1.8 times in FY2018-19.



We have increased our team size nearly 5 times in the financial year 2018-19

**895** Lakhs  
Total Net Block

**7%**  
Gross Margins

**2.7%**  
Operating Margins

With increasing contribution from manufacturing operations, the blended profitability margins are also expected to increase.





“We are constantly changing, indeed, but the decision of how and what kind of change we want depends upon us.”

### Strategy going ahead

#### Improved Customer Satisfaction

With the commencement of manufacturing operations, we will be able to provide, our clients, with all kinds of products and services such as weaving, printing, embroidery, and stitching under one roof. It will also help us in on-boarding more clients with a variety of requirements.

#### Expanding geographical reach

TTFL is planning to tap export markets, in middle-eastern region and Afghanistan, with its products basket of finished garments. Export operations are expected to commence in the financial year 2019-20, which will mark another milestone in our history.

### Quality assurances

We strive to maintain the quality of products in each of our business segments, be it manufacturing or trading. Engaging with select manufacturers which meet our internal quality criteria, helps us in controlling and maintaining the quality of each product that comes out of TTFL.

#### Improving Operational Efficiencies and Cost Competitiveness

We at TTFL, intend to maintain the highest level of operational efficiencies in our manufacturing operations. We aim to bring down our cost of operations without compromising the quality of our products.

S

**Strengths**

First-generation, experienced and entrepreneurial promoters, and management team.

Long-standing client relationships and market reputation.

W

**Weakness**

Presence in a highly competitive market.

O

**Opportunities**

Shift from a pure trading business model to integrated manufacturing as well as trading business model.

Expansion into value-added products.

T

**Threats**

Price competitiveness and price under-cutting in a highly competitive market.

A slowdown in the consumption of textile products.

**Internal Controls and Adequacy**

The Company has in place an adequate system of internal control commensurate with the size and nature of its business. These have been designed to provide reasonable assurance that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the prescribed policies and procedures of the Company. The Audit Committee and the management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same.

**Human Resource Development and Industrial Relations**

Our Company firmly believes that its human resources are the key enablers for the growth of the Company and important asset. Hence, the success of the Company is closely aligned with the goals of the human resources of the Company. Taking into this account, our Company continued to Invest in developing its human capital and establishing its brand on the market to attract and retain the best talent. Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and our Company is committed to maintaining good relations with the employees.

**Cautionary Statement**

Statements in the Management Discussion and Analysis, describing the Company's objective, projections, estimates, expectations, may be forward-looking statements. Actual results may differ materially from those expressed or implied due to various risks and uncertainties. Important factors that could make a difference to the Company's operations include economic and political conditions in India and other countries in which the Company operates, volatility in interest rates, changes in government regulations and policies, tax laws, statutes, and other incidental factors. The Company does not undertake to update these statements.

# Corporate Information

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Name	Designation	Date of Appointment
Mr. Hardik Jigishkumar Desai (DIN: 01358227)	Chairman & Managing Director	05.09.2008
Mr. Chetan Chandrakant Jariwala (DIN: 02780455)	Whole Time Director	20.02.2013
Mrs. Maniya Hardik Desai (DIN: 05351685)	Non-Executive Non-Independent Director	01.06.2017
Ms. Natasha Francis Dsouza (DIN: 07846132)	Non-Executive Independent Director	09.06.2017
Mrs. Ankita Jignesh Saraiya (DIN: 08057276)	Non-Executive Independent Director	01.02.2018
Mr. Deepak Prakashchandra Gandhi (DIN: 08256996)	Executive Director	15.10.2018
Mr. Jenish B. Jariwala (PAN: AJYPJ1986B)	Chief Financial Officer	01.06.2017
Mr. Mehul N. Amareliya (PAN: BFPPA7066D)	Company Secretary and Compliance Officer	24.02.2018

For details of change in management please refer director report attached herewith.

### Committees:

#### 1. Audit Committee:

Ms. Natasha Francis Dsouza- **Chairperson**  
 Mrs. Ankita Jignesh Saraiya - Member  
 Mrs. Maniya Hardik Desai - Member

#### 2. Nomination And Remuneration Committee:

Ms. Natasha Francis Dsouza- **Chairperson**  
 Mrs. Ankita Jignesh Saraiya - Member  
 Mrs. Maniya Hardik Desai - Member

#### 3. Stakeholders Relationship Committee:

Ms. Natasha Francis Dsouza- **Chairperson**  
 Mrs. Ankita Jignesh Saraiya - Member  
 Mrs. Maniya Hardik Desai - Member

#### 4. Management Committee:

Mr. Hardik J. Desai -**Chairman**  
 Mr. Chetan C. Jariwal - Member  
 Mr. Deepak P. Gandhi -Member

### STATUTORY AUDITORS:

M/s. Bipinchandra J.Modi & Co.  
 Chartered Accountants  
 B.No. 18/A, Prakash Co-Op.Hsg.Society,  
 B/h Intelligent Guidance Classes,  
 Athwalines, Surat-395 001  
 Email: bjmodi@gmavil.com

### BANKER TO THE COMPANY:

BANK OF BARODA  
 Man Darwaja Branch,  
 Near Kinneri Cinema, Ring Road,  
 Surat, Gujarat 395002

### INTERNAL AUDITOR:

Mr. Dhaval K. Baman  
 Surat

### 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

### DIGITAL DIVISION:

Plot No. 21/1/2, Chorawala Compound, Road No.12,  
 Nr. Komal Circle, Bamroli Road, Surat-394210

### EMBROIDERY DIVISION:

Plot No.99-100,Vishal Industrial Society, Nr. Navjivan Circle,  
 Surat-395007, Gujarat

---

**FACTORY:**

---

B-15/11, Hojiwala Industrial Estate,  
Sachin Palsana Road,  
Surat-394230, Gujarat

---

**REGISTRAR & SHARE TRANSFER AGENT:**

---

Karvy Fintech Private Limited  
Karvy Selenium Tower B, Plot Nos. 31 & 32 | Financial District  
Nanakramguda | Serilingampally Mandal | Hyderabad -500032  
Tel.: +91-40-33211500/33215570/33215571  
Fax: +91-40-23440674  
Email: einward.ris@karvy.com  
Website: www.karvyfintech.com

---

**SECRETERIAL AUDITOR:**

---

Mr. Praful N. Vekariya  
Practicing Company Secretary  
8-A, Hira Panna Complex  
Opp. Rajhans Point (Gitanjali),  
Varachha Road, Surat-395006  
Email:pnvekariya12@gmail.com

---

**CORPORATE IDENTITY NUMBER:**

---

L17120GJ2008PLC054976

# Notice

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

## ORDINARY BUSINESS:

### 1. Adoption of the financial statements:

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

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

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

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

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

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

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

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

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

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

## SPECIAL BUSINESS:

### 5. Appointment of Statutory Auditor:-

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

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

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

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

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

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

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

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

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

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

“RESOLVED THAT in supersession of the earlier resolutions passed

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

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

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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to the provisions of section 20 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules prescribed there under, the Company may, upon receipt of a request from a member for delivery of any document through a particular mode, levy an amount, approximate of the actual expense as may be incurred by the Company, by way of fees for sending the document in the particular desired mode.

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

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



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

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

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

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

**11. Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director of the Company:-**

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

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

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

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

**12. Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director of the Company:-**

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

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

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

**13. Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director of the Company:-**

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

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

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

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

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

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

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

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

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

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

#### REGISTERED OFFICE:

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

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

Date: 01.07.2019

Place: Surat

## NOTES

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

23. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Fintech Private Limited (Karvy) to provide efficient and better services.

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

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

26. KPRISM- Mobile service application by Karvy:

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

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

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

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

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

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

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

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

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

---

## GREEN INITIATIVE

---

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

---

## REGISTRAR & SHARE TRANSFER AGENT:

---

### Karvy Fintech Pvt. Ltd.

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

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

Fax: +91-40-23440674

Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) Website: [www.karisma.karvy.com](http://www.karisma.karvy.com)

# Annexure to Notice

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

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

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

#### FOR ITEM NO. :- 5

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

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

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

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

#### Brief Profile of Shah Kailash & Associates:

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

Our Directors recommend the resolution for approval of members.

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

#### FOR ITEM NO. :- 6

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

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

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

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

#### A. Nature of Duties:

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

#### B. Remuneration:

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

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

#### 2. Benefits, Perquisites, Allowances:

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

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

#### C. Minimum remuneration:

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

#### D. Other terms of Appointment:

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



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

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

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

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

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

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

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

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

## FOR ITEM NO. :-7 & 8

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

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

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

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

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

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

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

## FOR ITEM NO. :- 9

As per the provisions of section 20 of the Act, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its AGM.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. The relevant statutory provisions under Section 20 of the Act require the fees to be determined in the AGM.

Accordingly, the Board of Directors recommends the Resolution at Item No. 9 of the Notice for approval of the members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution.

## FOR ITEM NO.:- 10

The Board had earlier proposed to issue up to 2,00,000 (Two Lacs) CCPS of Rs. 10/- each for cash at a premium of Rs. 91.48/- per CCPS i.e. totaling to Rs. 101.48/- per CCPS aggregating to Rs. 2,02,96,000/- by way of preferential allotment on private basis with an option to the company to convert for equal number of equity shares of face value of Rs. 10/- each to the persons (Promoters and Non Promoters) before the Shareholders for their approval by way of the Notice dated February 11, 2019.

However, the Company inadvertently missed out to make disclosure that neither the issuer nor any of its promoters or directors is a wilful defaulter under the head "Disclosures specified in schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter". The application for seeking In-principle approval was submitted on March 11, 2019 and the same had been granted by BSE Limited on March 18, 2019. Further the undertaking dated March 13, 2019 and March 18, 2019, was submitted to ratify the disclosure that ***neither the issuer or any of its promoters or directors is a wilful defaulter either through postal ballot or in general meeting before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.***

The said approval was subject to the ratification of disclosures that neither the issuer nor any of its promoters or directors is a wilful defaulter by the shareholders either through postal ballot or general meeting before seeking listing approval for the shares so allotted as to be in compliance with Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board has decided to get the disclosures ratified by the shareholders through this resolution.

### Disclosure on wilful defaulter

None of the Promoters or Directors have been categorized as a wilful

defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Accordingly, the Board of Directors recommends the Resolution at Item No. 10 of the Notice for approval of the members by way of special resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the aforesaid resolution except to the their shareholding.

## FOR ITEM NO.:- 11

At the Extra Ordinary General Meeting of the Company held on June 09, 2017, the Members of the Company approved the appointment of Mr. Hardik Desai as the Managing Director of the Company for a period of five years commencing from June 09, 2017. Then after at the 10th AGM of the company held on July 10, 2018, the members approved increase of remuneration limit from Rs. 1.50 Lacs pm to Rs. 2.50 Lacs pm and also commission on net profit at 6% with authority to the board to revise effective from April 01, 2018.

The remuneration paid to him during the financial year 2017-18 and 2018-19 was under limit as approved by the members. But the remuneration of Rs. 10.50 Lacs and Rs. 16.25 Lacs paid to Mr. Hardik Desai for the financial year 2017-18 and 2018-19 respectively was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Hardik Desai and to the extent of shareholding of his, Mrs. Maniya Desai, his spouse and Mrs. Anjanaben Desai, his mother in the Company.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the effective date, the Board recommends the Special Resolution as set out in Item No. 11 of the Notice for approval of the members.

## FOR ITEM NO.:- 12

At the Extra Ordinary General Meeting of the Company held on June 09, 2017, the Members of the Company approved the appointment of Mr. Chetan Jariwala as the Whole Time Director of the Company for a period of five years commencing from June 09, 2017. Then after at the 10th AGM of the company held on July 10, 2018, the members approved increase of remuneration limit from Rs. 1.00 Lacs pm

to Rs. 1.50 Lacs pm and also commission on net profit at 3% with authority to the board to revise effective from April 01, 2018.

The remuneration paid to him during the financial year 2017-18 and 2018-19 was under limit as approved by the members. But the remuneration of Rs. 6.00 Lacs and Rs. 12.00 Lacs paid to Mr. Chetan Jariwala for the financial year 2017-18 and 2018-19 respectively was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Chetan Jariwala and to the extent of shareholding of his, Mrs. Rupa Jariwala, his spouse and Mrs. Kailashben Jariwala, his mother in the Company.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the effective date, the Board recommends the Special Resolution as set out in Item No. 12 of the Notice for approval of the members.

#### FOR ITEM NO.:- 13

At the Board Meeting of the Company held on October 15, 2018, the board of the Company has appointed Mr. Deepak P. Gandhi as an Additional Director of the Company till the conclusion of ensuing 11th AGM pursuant to section 161 of the act. He was paid Rs. 4.05 Lacs from month of October, 2018 during the financial year 2018-19. The remuneration paid to him during the financial year 2018-19 was under limit as approved by the board. But the remuneration of Rs. 4.05 Lacs paid to Mr. Deepak Gandhi for the financial year 2018-19 was found in excess of the maximum permissible limit as prescribed under Section 197 of the Act.

As per the provisions of Section 197 of the Act, If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company may waive the recovery of any sum refundable to it under section 197 pursuant to the receipt of permission from the Members of the Company through special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Deepak Gandhi and to the extent of

shareholding if any (Nil) in the Company.

The Board recommends the Special Resolution as set out in Item No. 13 of the Notice for approval of the members pursuant to the Amendment Act.

#### FOR ITEM NO.:- 14

As per section 197 of the companies act, 2013 as amended by the companies (Amendment) Act, 2017 which has become effective from September 12, 2018, total managerial remuneration payable by the company to its directors, including managing directors and whole time director and its manager in respect of any financial year may exceed 11% of the net profit of the company calculated as per the section 198 of the companies act, 2013, provided that the same has been approved by the members of the company by way of special resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the board of directors of the company in its meeting held on June 13, 2019 recommended to pay the managerial remuneration in respect of any financial year which may exceed the limit as specified in section 197 or schedule V or any other amendment thereto, but subject to maximum limit as the members have approved/revise from time to time as given the resolution till the tenure of their appointment.

So from financial year 2019-20, total managerial remuneration may exceed the limit given in section 197 in case profit or schedule V in case of inadequate profit or no profit. But the total managerial remuneration shall not exceed the limit specified by the members from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Hardik Desai, Mr. Chetan Jariwala and Mr. Deepak Gandhi and to the extent of their shareholding along with their relatives in the Company.

The Board recommends the Special Resolution as set out in Item No. 14 of the Notice for approval of the members pursuant to the Amendment Act.

#### REGISTERED OFFICE:

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

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

Date: 01.07.2019  
Place: Surat

# Director's Report

To,  
The Members,  
Trident Texofab Limited

Our Directors are pleased to present hereunder the 11th Annual Report on the Business and operations of the Company along with audited statement of accounts of our Company for the Financial Year ended March 31, 2019.

## 1. FINANCIAL PERFORMANCE OF THE COMPANY:

Particulars	2018-19 in Lacs	2017-18 in Lacs
Revenue from Operations	8689.74	8546.25
Other Income	46.80	47.92
Less: Expenditure	8450.88	8400.94
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>285.66</b>	<b>193.23</b>
Less: Finance Cost	86.47	76.96
Depreciation	30.39	12.59
Extra Ordinary Items	-0.17	0.00
<b>Profit Before Tax</b>	<b>168.97</b>	<b>103.68</b>
Less: Provision For Taxation		
-Current Tax	42.50	28.13
-Deferred Tax Liability	-0.95	0.55
<b>Profit After Tax</b>	<b>127.42</b>	<b>75.00</b>

## 2. FINANCIAL HIGHLIGHTS:

The Key highlights pertaining to the business of the company for the year 2018-19 and period subsequent there to have been given hereunder:

Our Directors inform you that, during the year under review, the Company have revenue from operations of Rs. 8689.74 Lacs and EBIT of 285.66 Lacs as against Rs. 8546.25 Lacs and Rs. 193.23 Lacs respectively in the previous year. During the year under review the Company has earned net profit after tax amounting to Rs. 127.42 Lacs as against Rs. 75.00 Lacs in the previous year. Barring unforeseen circumstance, our Directors are hopeful to achieve better financial performance in the coming years.

## 3. CHANGE IN THE NATURE OF THE BUSINESS:

During the year, the company has started Digital Printing Division, embroidery and stitching unit. Digital printing refers to methods of printing from a digital-based image directly to a variety of media. It usually refers to professional printing where small-run jobs from desktop publishing and other digital sources are printed using large-format and/or high-volume laser or inkjet printers. Digital printing has a higher cost per page than more traditional offset printing

methods. The company has also installed and started Embroidery and Stitching machines.

Further the company has initiated manufacturing plant with weaving machines at Plot No. B/15/10 Road No. 12, Hojiwala Industrial Estate, Sachin Palsana Road centrally located in Surat.

The commercial production at above manufacturing plant has been started in the month of April, 2019.

## 4. PUBLIC DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

## 5. APPROPRIATIONS:

### (i) DIVIDEND:

The Board of Directors has recommended a dividend of Rs. 1.00/- (Rupees One) per share of Rs. 10/- each equivalent to 10% on

each equity share and Rs. 0.50/- (Rupees fifty paise) per share of Rs. 10/- each equivalent to 5% on each Compulsorily Convertible Cumulative Preference Shares (CCPS) of the Company for the financial year ended March 31, 2019. The Dividend, if approved by the shareholders at the ensuing Annual General Meeting shall be paid to those shareholders whose name appeared on the Register of Members as on Friday, July 19, 2019 as per details furnished by the Depositories for this purpose. This dividend will be paid when declared by the shareholders in accordance with law out of accumulated profits and will be free of tax in the hands of the shareholders. The Company will have to pay dividend distribution tax @ 15% plus applicable surcharge and education cess on the dividend.

The Company has declared 10% dividend per equity share of Rs. 10/- each during previous year and same was fully paid to all the eligible members.

#### (ii) TRANSFER TO RESERVE:

The company has transferred the whole amount of Profit to Reserve and surplus account as per attached audited Balance sheet for the year ended on March 31, 2019.

### 6. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The newly setup Manufacturing unit of the Company situated at Plot No. B-15/11, Hojiwala Industrial Estate, Sachin Palsana Road, Surat-394230, Gujarat has started its commercial production and operations in month of April, 2019. The Manufacturing Unit has been set up for manufacture of Grey Fabrics.

### 7. PREFERENTIAL ISSUE OF CCPS:

During the year under review, our company had come with the preferential issue of 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) of Rs. 10/- each at a premium of Rs. 91.48/- per share aggregating to Rs. 2,02,96,000/- on private placement basis. Subsequent to the Preferential Issue of CCPS, issued, subscribed and paid up capital of our company stands at Rs. 3,99,58,750/- divided into 39,95,875 equity shares of Rs. 10/- each and Rs. 20,00,000/- divided into 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS). The Company has fully spent / utilized the proceeds of the funds raised under the Preferential Issue as per the object of the issue as stated in the notice to the general meeting (i.e. working capital requirement). The said CCPS will be converted into equity shares of the company after 12 months from the date of allotment but within 18 months from the date of allotment and one new equity share will be issue against each CCPS.

### 8. AUTHORISED SHARE CAPITAL:

During the financial year under review, the authorized share capital of the Company increased and classified from Rs. 4,00,00,000/- divided into 40,00,000 Equity Shares of Rs. 10/- each to Rs. 6,00,00,000/- divided into 58,00,000 Equity Shares of Rs. 10/- each

and 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) of Rs. 10/- each.

### 9. PAID UP SHARE CAPITAL:

The paid up equity share capital of the company as on March 31, 2018 is Rs. 3,99,58,750/- divided into 39,95,875 Equity Shares of Rs. 10/- (Rupees ten only) each. During the year under review, the company has made the preferential issue of 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) (Unlisted) of Rs. 10/- each at a premium of Rs. 91.48/- per share aggregating to Rs. 2,02,96,000/- on private placement basis. So at the end of March 31, 2019, total paid up capital was Rs. 4,19,58,750/- divided into 39,95,875 Equity Share of Rs. 10/- each and 2,00,000/- Preference share of Rs.10/- each.

As on the date of this report, the all equity shares of the Company are continuance listed on SME platform of BSE w.e.f. October 05, 2017 and the Company has paid the annual listing fees for the year 2019-20.

### 10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

All the Directors have varied experience and specialized knowledge in various areas of relevance to the Company. The Board consists of directors appointed as per the provisions of the Companies Act, 2013.

Mrs. Ankita Jignesh Saraiya was regularized by the members of the Company in the 10th Annual General Meeting held on July 10, 2018.

Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) was appointed as an additional Director w.e.f. October 15, 2018 till conclusion of ensuing AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended his regularization as a director for consideration of the members.

Mrs. Maniya H. Desai (DIN: 05351685), who is liable to retire by rotation and being eligible, offers herself for re-appointment in the ensuing AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended her reappointment for consideration of the members.

Brief resume of Mr. Deepak Gandhi and Mrs. Desai and their educational/professional qualifications, nature of their working experience, achievements, name(s) of the companies in which their holds Directorships, Memberships and Chairmanships in various Committees and their relationship between directors inter-se are provided the notice convening the 11th AGM of our Company.

The Board confirms that none of the Directors of the Company is disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and necessary declaration has been obtained from all the Directors in this regard.

The board also confirms that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

There was no change in the Key Managerial Personnel during the year under review.

Appropriate resolutions for the re-appointment are being placed for your approval at the ensuing AGM.

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Listing Regulations.

## 11. NUMBER OF BOARD MEETING HELD:

During the year 09 meetings of the board of director's were held as under:-

14.04.2018, 28.05.2018, 15.09.2018, 15.10.2018, 29.10.2018, 11.02.2019, 26.02.2019, 20.03.2019 & 30.03.2019 and their attendance are under-

Directors	No. of meeting held	No. of meeting Attended	Whether 10th AGM has attended (Yes/No)
Hardik Jigishkumar Desai	09	08	Yes
Chetan Chandrakant Jariwala	09	09	Yes
Maniya H. Desai	09	09	Yes
Natasha Francis Dsouza	09	09	Yes
Ankita J. Saraiya	09	08	Yes
Deepak P. Gandhi(1)	05	04	NA

(1) Mr. Deepak P. Gandhi was appointed w.e.f. 15.10.2018.

The company has complied with the provisions of Secretarial Standard 1 (relating to board meetings) and Secretarial Standard 2(Relating to general meeting) whenever applicable.

## 12. MEETING OF INDEPENDENT DIRECTORS:

The independent directors of company met one time during the year on Saturday, March 23, 2019 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 13. DECLARATION BY AN INDEPENDENT DIRECTORS:

A declaration by an Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the company. It has been provided in an Annexure-I which forms part of the Directors' Report.

## 14. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

A policy on familiarization program for independent directors has been adopted by the Company. All new Independent Directors inducted to the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures. The policy is available at company's website <http://www.tridenttexofab.com/home/wp-content/uploads/2019/05/Ind.-Director-Familiarisation-Programme.pdf>.

## 15. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, our Directors make the following statements in terms of the Section 134(3) (c) of the Companies Act, 2013:

- 1) That In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- 2) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- 3) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) That the directors had prepared the annual accounts on a going concern basis.
- 5) That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- 6) That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.



## 16. COMMITTEES OF BOARD OF DIRECTORS:

There are four committees constituted by the company as applicable as under:

### A. AUDIT COMMITTEE:

The constituted Audit Committee comprises following members:

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. All the recommendations made by the Audit committee were accepted by the Board whenever made.

The audit committee met five (5) times during the year on April 12, 2018, May 28, 2018, September 20, 2018, October 29, 2018 and on February 23, 2019 where all the member directors were present.

Name of Director	Status in Committee	Nature of Directorship
Natasha Francis Dsouza	Chairperson	Non-Executive Independent Director
Ankita Jignesh Saraiya	Member	Non-Executive Independent Director
Maniya Hardik Desai	Member	Non-Executive Director

### B. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprise the following:

The Nomination and Remuneration Committee acts in accordance

with the terms of reference specified by the Board of Directors of the Company. The Nomination and Remuneration Committee met two (2) times during the year on May 19, 2018 and October 15, 2018 where all the member directors were present.

Name of Director	Status in Committee	Nature of Directorship
Natasha Francis Dsouza	Chairperson	Non-Executive Independent Director
Ankita Jignesh Saraiya	Member	Non-Executive Independent Director
Maniya Hardik Desai	Member	Non-Executive Director

### C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee comprises of the following members:

The Stakeholder's Relationship Committee acts in accordance with

the terms of reference specified by the Board of Directors of the Company.

The Stakeholder's Relationship Committee met one (1) times during the year on March 23, 2019 where all the member directors were present.

Name of Director	Status in Committee	Nature of Directorship
Natasha Francis Dsouza	Chairperson	Non-Executive Independent Director
Ankita Jignesh Saraiya	Member	Non-Executive Independent Director
Maniya Hardik Desai	Member	Non-Executive Director

Details of Investor's grievances/ Complaints:

No investor complaints received during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2019 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of 31st March 2019.

course of one or two board meetings. The Boards can establish committees for nearly any need that they have to maximize their efficiency. A committee of the board allows board members the proper time required to research various issues and permits broader participation by all board directors. So the board has constituted a committee of board called Management Committee.

The Management Committee comprises of the following members:

### D. MANAGEMENT COMMITTEE:

Certain board issues are of such a complex nature that they demand substantially more time than a board can commit to during the

The Management Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company.

Name of Director	Status in Committee	Nature of Directorship
Hardik J. Desai	Chairman	Managing Director
Chetan C. Jariwala	Member	Whole Time Director
Deepak P. Gandhi	Member	Executive Director

The Management Committee does not meet anytime during the year.

The Company Secretary of the Company acts as the Secretary to the all above four Committees.

## 17. AUDITORS:

### (1) STATUTORY AUDITORS:

M/s Bipinchandra J Modi & Co., Chartered Accountants, bearing FRN No. 101521W have been appointed on the recommendation of the Audit Committee and the Board of Directors, as the Statutory Auditors of the Company for the period of 5 years from the conclusion of the 10th AGM till the conclusion of the 15th AGM at last AGM. M/s Bipinchandra J Modi & Co., Chartered Accountants, have tendered their resignation from post of statutory auditor of the company w.e.f. conclusion of forthcoming AGM by letter dated 08.06.2019. The reason which was stated in their resignation letter is that due to death of founder senior partner Mr. Bipinchandra J. Modi, the firm is under reorganization. Hence, they will not be able to accept post of statutory auditor of the company from FY. 2019-20. Accordingly their will not act as the statutory auditor of the company w.e.f. conclusion of forthcoming AGM.

The board hereby stated that no any such reason of resignation other than as stated in resignation letter.

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

Therefore based on recommendation of audit committee, the Board of Directors at the Board Meeting held on June 13, 2019 recommended the appointment of M/s. Shah Kailash & Associates, Chartered Accountants (Firm Registration No. 109647W), Surat, to fill the casual vacancy caused due to resignation of M/s. Bipinchandra J. Modi & Co., Surat to hold office from the conclusion of the ensuing 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting for a period of five years.

M/s. Shah Kailash & Associates, Chartered Accountants, Surat, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Board has placed on record its sincere appreciation for the services rendered by M/s Bipinchandra J Modi & Co., as Statutory Auditors of the Company.

During the year under review, the Auditors had not reported any matter under section 143 (12) of the Act, therefore no details are required to be disclosed under section 134 (3)(ca) of the Act. The Auditors' Report is unmodified and does not contain any qualification, reservation, adverse remark or disclaimer.

### (2) SECRETARIAL AUDITOR:

In terms of section 204 of the Companies Act, 2013 and rules framed there under, the Board of Directors of the Company had appointed Mr. Praful N. Vekariya, Practicing Company Secretary (COP No. 10858) as the Secretarial Auditor of the Company for the financial year 2018-19. The Secretarial audit report as provided by Mr. Praful N. Vekariya, PCS is also annexed to this Report, in the prescribed Form MR-3, as Annexure-II. During the year under review, the Secretarial Auditors had not reported any adverse matter under section 143 (12) of the Act, therefore no details are required to be disclosed under section 134 (3)(ca) of the Act. The Secretarial Auditors' Report is self explanatory and does not contain any qualification, reservation, adverse remark or disclaimer.

The Company has received consent from Mr. Praful N. Vekariya, Practicing Company Secretary, for their re-appointment and appointed them as Secretarial Auditor in Board meeting held on May 29, 2019 for the financial year 2019-20.

### (3) INTERNAL AUDITOR:

In terms of Section 138 of the Companies Act, 2013 and rules made there under, Mr. Dhaval Kamlesh Baman, Surat has been appointed as an Internal Auditor of the Company for the financial year 2018-19.

The Company continued to implement his suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

The Company has received consent from Mr. Dhaval Kamlesh Baman, for his re-appointment and appointed them as an Internal Auditor in Board meeting held on May 29, 2019 for the financial year 2019-20.

### (4) Cost Auditors:

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

## 18. EVALUATION OF BOARD'S PERFORMANCE:

The Companies Act, 2013 and SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 stipulates the performance evaluation of the Directors including Chairperson, Board and its Committees. Further, SEBI vide its circular dated January 5, 2017 issued a guidance note on Board Evaluation for listed companies. In view of the same and in terms of Board approved Nomination and Remuneration policy, the annual evaluation of directors of their own performance, Board Committees and individual directors (including Independent Directors) based on criteria for the Directors and the Board are done through separate structured questionnaires.

The performance of Board and its Committees, individual Directors, and Chairpersons were found satisfactory.

## 19. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

## 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company as on March 31, 2019.

## 21. CLASSES OF SHARES:

As on date, the Company has two class of share capital i.e. Equity Shares of Rs. 10/- each and Preference Shares of Rs. 10/- each.

## 22. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Our Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors and the CFO are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and

independence, the Internal Audit function reports to the Audit Committee.

## 23. INTERNAL FINANCIAL CONTROLS:

The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. The Company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. During the year no reportable material weakness in the design or operation were observed.

## 24. RISK MANAGEMENT:

Risk management is embedded in our Company's operating framework. Our Company believes that managing risks helps in maximizing returns. Risk Management is the systematic process of understanding, measuring, controlling and communicating organization's risk exposures while achieving its objectives. Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. We have established processes and guidelines, along with a strong overview and monitoring framework at the Board and Senior Management levels.

## 25. RELATED PARTIES TRANSACTIONS:

During the financial year 2018-19, there was no materially significant related party transaction with the Company's promoters, directors, the management or their relatives which may have potential conflict with the interest of the Company at large. However Form AOC 2 related with particulars of contract or arrangements with related parties are annexed herewith as Annexure III.

## 26. EXTRACT OF ANNUAL RETURN:

The details of forming part of the extract of the annual return in Form MGT-9 in terms of Section 92(3) of the Companies Act, 2013 for the financial year under review is annexed herewith as Annexure IV and also available at website of the company [www.tridenttexofab.com](http://www.tridenttexofab.com).

## 27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has duly complied with the provision of section 186 of the Companies Act, 2013 and Rules made there under. Details on loans or investments are mentioned in financial statements of this Annual Report. The Company has not given any guarantee on behalf of a third party.

## 28. CORPORATE GOVERNANCE:

Our company provides utmost importance to best Governance Practices and are designated to act in the best interest of its stakeholders. Better governance practices enable the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase stakeholders' understanding of the key activities and policies of the organization.

Our Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the company is not filing Corporate Governance Report to stock exchange quarterly. However, the company is giving report on voluntary basis on corporate governance report in annual report of the company. Details regarding Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as "Annexure-V".

A certificate from Mr. Praful N. Vekariya, Practicing Company Secretary, Surat confirming compliance to the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as applicable to the company, is annexed to Corporate Governance Report as "Annexure-VI".

## 29. PARTICULARS OF EMPLOYEES:

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as "Annexure-VII".

Further, no employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence no information as required under the provisions of Section 197 of the Companies Act, 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this report.

## 30. EQUAL EMPLOYMENT OPPORTUNITIES:

Being an equal opportunity employer, the company will do its utmost to ensure that all of its employees are treated fairly during the period of their employment irrespective of their race, religion, sex (including pregnancy), colour, creed, age, national origin, physical or mental disability, citizenship status, ancestry, marital status, veteran status, political affiliation, or any other factor protected by law. All decisions regarding employment will be taken based on merit and business needs only.

## 31. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has always believed in providing a safe and harassment-free workplace for every individual working in premises and always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year ended March 31, 2019, there were no complaints pending as on the beginning of the financial year and no new complaints were filed during the financial year under review.

## 32. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information relating to Conservation of Energy and Technology Absorption as required to be disclosed under Section 134(3) (m) read with Rule 8 of the Companies (Accounts Rules) 2014, is not applicable to the Company.

### Foreign Exchange Earnings and Outgo:

During the year 2018-2019 the company has not earned/utilized any foreign exchange.

## 33. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of the Listing Regulations is given as an "Annexure - VIII" to this report.

## 34. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The policy on nomination and remuneration of Directors, Key Managerial Personnel and other employees has been formulated in terms of the provision of The Companies Act, 2013 and SEBI (LODR) Regulation, 2015 in order to pay equitable remuneration to the Directors, Key Managerial Personnel and employees of the Company and to harmonize the aspiration of human resources consistent with the goals of the Company.

The remuneration policy is aimed at rewarding performance based on review of achievements on a regular basis. The components of the total remuneration vary for different levels and are governed by Industry pattern, practice, qualification and experience of the employees and responsibilities handled by them. The objectives of the remuneration policy are to motivate and encourage the employees to deliver higher performance and to recognize their contribution. The policy is available at company's website <http://www.tridenttextofab.com/home/wp-content/uploads/2019/05/remunerationofdirectorskeymanagerialpersonnelandsenioremployeespolicy-FINAL.pdf>.

### 35. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

### 36. HEALTH, SAFETY & ENVIRONMENT POLICY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company has recognized, health management, occupational safety and environment protection (HSE) as one of the most important elements in the organization's sustainable growth and has closely linked it to its cultural values. The Company continually strives to create a safe working environment by being responsive, caring and committed to the various needs governing the security and well-being of employees.

### 37. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. <http://www.tridenttexpfab.com/home/wp-content/uploads/2018/03/Whistle%20Blower%20Policy.pdf>.

### 38. PREVENTION OF INSIDER TRADING:

The Company has adopted an insider trading policy to regulate, monitor and report trading by insider under the SEBI (Prohibition of insider trading) Regulations, 2015. This policy also includes practice and procedure for fair disclosure of unpublished price sensitive information, initial and continual disclosure. The Board reviews the policy on a need basis. The Company is in full compliance with the SEBI (Prohibition of Insider Trading), Regulations, 2015 w.r.t pre-clearance, closing of trading window etc. The Company has suitable framework and necessary mechanism which was built and developed by entering into an agreement with a service provider whereby the company has maintained and furnished the details of all designated employees and directors including the details of their permanent account number, email id and employee id etc., which helps to track the dealing of Insiders and also help the Company to comply/monitor with SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the year, the Company has amended the policy which is available on the website of the company and can be accessed from the link below: <http://www.tridenttexpfab.com/home/wp-content/uploads/2019/03/Revised-Code-of-conduct-for-insider-trading.pdf>.

### 39. CODE OF CONDUCT:

Our Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Our Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, our Company has laid down a Code of conduct applicable to all the employees of our Company and conducted various awareness sessions across the Company. The Code provides for the matters related to governance, compliance, ethics and other matters. In this regard certificate from Managing Directors as required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received by the Board and the same is attached herewith as per "Annexure – IX".

The Code has been posted on the Company's website: <http://www.tridenttexpfab.com/home/wp-content/uploads/2019/05/CODE-OF-ETHICS-FOR-BOARD-MEMBERS-AND-SENIOR-MANAGERS-FINAL.pdf>.

### 40. MD AND CFO CERTIFICATION:

The MD and CFO of the company required to give annual certification on financial reporting and internal controls to the board in terms of Regulation 17(8) of listing regulation and certification on financial results while placing the financial result before the board in terms of Regulation 33 of listing regulation and same is published in this report as "Annexure – X"

### 41. CREDIT RATING:

After the closure of financial year, CARE (Credit Analysis and Research) has undertaken credit analysis of the bank facilities of our company dated April 23, 2019 and assigned rating "CARE BB; Stable (Double B; Outlook: Stable) for long term Bank facilities of Rs. 15.00 Crores.

### 42. GENERAL DISCLOSURES:

Our Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- Issue of equity shares and differential rights as to dividend, voting or otherwise.
- Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

---

#### 43. CAUTIONARY STATEMENT:

---

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

Place: Surat  
Date: 13.06.2019

---

#### 44. ACKNOWLEDGEMENTS:

---

Our Directors wish to place on record their appreciation, for the contribution made by the employees at all levels but for whose hard work, and support, our Company's achievements would not have been possible. Our Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

For and on behalf of the Board of Directors  
Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

Sd/-  
**Chetan C. Jariwala**  
Whole Time Director  
DIN: 02780455



# Annexure-I

## Declaration of Independence

Date: 01.04.2019

To,  
The Board of Directors,  
Trident Texofab Limited  
2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura, Nodh-4/1650,  
Sahara Darwaja, Surat-395003

**Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015**

I, NATASHA FRANCIS DSOUZA, (DIN: 07846132), hereby certify that I am a Non-Executive Independent Director of Trident Texofab Limited, having its registered office at 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003 and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013 as amended.

### I certify that:

- I possess relevant expertise and experience to be an independent director in the company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- I am not related to promoters/directors/ persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees/remuneration, I have/had no pecuniary relationship/transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

- I. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- II. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c. holds together with my relatives 2% or more of the total voting power of the company; or
- d. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I do hereby declare that I am not disqualified to act as the Director under any of the circumstances stipulated under Section 164 of the Companies Act, 2013 and that I at present stand free from any disqualification from being a director under other provisions of Section 164 of the Companies Act, 2013.
- I am not less than 21 years of age.
- I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,  
Yours faithfully,

Sd/-  
**NATASHA FRANCIS DSOUZA**  
Non-Executive & Independent Director  
DIN: 07846132

## Declaration of Independence

Date: 01.04.2019

To,

The Board of Directors,

Trident Texofab Limited

2004, 2nd Floor, North Extension,

Falsawadi, Begumpura, Nodh-4/1650,

Sahara Darwaja, Surat-395003

### **Subject: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015**

I, ANKITA JIGNESH SARAIYA, (DIN: 08057276), hereby certify that I am a Non-Executive Independent Director of Trident Texofab Limited, having its registered office at 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003 and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013 as amended.

#### **I certify that:**

- I possess relevant expertise and experience to be an independent director in the company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
- I am not related to promoters/directors/ persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees/remuneration, I have/had no pecuniary relationship/transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - e. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - f. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
- III. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

IV. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

g. holds together with my relatives 2% or more of the total voting power of the company; or

h. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I do hereby declare that I am not disqualified to act as the Director under any of the circumstances stipulated under Section 164 of the Companies Act, 2013 and that I at present stand free from any disqualification from being a director under other provisions of Section 164 of the Companies Act, 2013.
- I am not less than 21 years of age.
- I am not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

#### **Declaration**

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-

**ANKITA JIGNESH SARAIYA**

Non-Executive & Independent Director

DIN: 08057276

# Annexure-II

## FORM No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Trident Texofab Limited  
2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura, Sahara Darwaja,  
Surat-395003, Gujarat

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Trident Texofab Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019; complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (during the year under review not applicable to the Company);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (during the year under review not applicable to the Company);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (during the year under review not applicable to the Company);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the year under review not applicable to the Company); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the year under review not applicable to the Company);
- I. Other Applicable Acts,
- a. Employees' State Insurance Act, 1948, and rules made there under;
  - b. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under;
  - c. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
  - d. Payment Of Wages Act, 1936, and rules made there under;
  - e. The Minimum Wages Act, 1948, and rules made there under;
  - f. Maternity Benefit Act, 1961;
  - g. The payment of Bonus Act, 1965;
  - h. The Payment of Gratuity Act, 1972;
  - i. The Equal Remuneration Act, 1976;
  - j. Factories Act, 1948; The Manufacturing division of Trident Texofab Limited is located at Plot No. B-15/11, Hojiwala Industrial Estate, Road No.-12, Sachin Palsana Road, Surat-344230, Gujarat.
  - k. Air (Prevention & Control of Pollution) Act, 1981;
  - l. The Water (Prevention & Control of Pollution) Act, 1974;
  - m. Hazardous and other Waste (Management and Trans Boundry Movement) Rules, 2016;
  - n. The Environment (Protection) Act, 1986 read with The Manufacture, storage and Import of Hazardous Chemicals Rules, 1989;
    - a. The Company has obtained consent from Gujarat Pollution Control Board and certificate is valid upto 02.01.2026.

I have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards of the Institute of Company Secretaries of India,

II. The Listing Agreements entered into by the Company with BSE-SME Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

I further report that based on the information provided by the company, its officers and authorized representative during the conduct of the audit, and also on the review of reports by CS/MD/CFO of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Place: Surat  
Date : 29.05.2019

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has made Preferential issue of 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) of Rs. 10/- each at a premium of Rs. 91.48/- each on private placement basis having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

The Company has obtained approval from members by way of Special Resolution in general meeting in terms of Section 180(1)(c) & Section 180(1)(a) of the Act authorizing the Board to borrow and create charge on assets / undertaking of the Company to secure any current and/or future borrowings.

Sd/-  
**Praful N. Vekariya**  
Company Secretary in Practice  
M. NO. 21367  
COP No. 10858

# Annexure-A

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,  
The Members,  
Trident Texofab Limited  
2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura, Sahara Darwaja,  
Surat-395003, Gujarat

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial

records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 29.05.2019  
Place: Surat

Sd/-  
**Praful N. Vekariya**  
Company Secretary in Practice  
M. NO. 21367  
COP No. 10858

# Annexure-III

## FORM AOC-2 Particulars of Contracts/arrangements made with related parties

(Pursuant to clause (h) sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third provision thereto

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

Trident Texofab Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length.

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

(i) Name of Related Party & nature of relationship	(ii) Nature of contracts/ arrangements/transactions	(iii) Duration
NIL	NIL	NIL
NIL	NIL	NIL
NIL	NIL	NIL

(iv) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL

(v) Date(s) of approval by the Board (if any): NIL

(vi) Amount paid as advances, if any: Nil

(vii) Date on which the special resolution was passed in general meeting (if any): N.A.

Place: Surat  
Date: 13.06.2019

For and on behalf of the Board of Directors  
Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

Sd/-  
**Chetan C. Jariwala**  
Whole Time Director  
DIN: 02780455



# Annexure-IV

## FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17120GJ2008PLC054976
ii.	Registration Date	05.09.2008
iii.	Name of the Company	TRIDENT TEXOFAB LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat, India Tel.: +91-261-2451274/2451284 Email: info@tridenttexofab.com Website: www.tridenttexofab.com
vi.	Whether listed company	Yes (BSE Scrip Code: 540726)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Pvt. Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, Telangana, India Tel.: +91-40-33211500/33215570/33215571 Fax: +91-40-23440674 Email: bandr@karvy.com Website: www.karvyfintech.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Wholesale of textiles, fabrics, yarn, household linen, articles of clothing	46411	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	-	-	-	-	-
2	-	-	-	-	-

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity):

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change During The year
	Demat	Physical	Total	% Total of Shares	Demat	Physical	Total	% Total of Shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	2831865	0	2831865	70.87	2868865	0	2868865	71.80	0.93
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	2831865	0	2831865	70.87	2868865	0	2868865	71.80	0.93
1) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2831865	0	2831865	70.87	2831865	0	2831865	71.80	0.93
<b>A. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1);	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.	320429	0	320429	8.02	217705	0	217705	5.45	-2.57
(i) Indian	0	0	0	0	0	0	0	0	0
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	368010	0	368010	9.21	418000	0	418000	10.46	1.25
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	399571	0	399571	10.00	406305	0	406305	10.17	0.17
c) Others									
-HUF	68000	0	68000	1.70	85000	0	85000	2.13	0.43
-Non Resident Indians	0	0	0	0	0	0	0	0	0
-Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
-Foreign Nationals	0	0	0	0	0	0	0	0	0
-Clearing Members	8000	0	8000	0.20	0	0	0	0	-0.20
-Trusts	0	0	0	0	0	0	0	0	0
-Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total(B)(2):	1164010	0	1164010	29.13	1127010	0	1127010	28.20	-0.93
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1164010	0	1164010	29.13	1127010	0	1127010	28.20	-0.93

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				% Change During The year
	Demat	Physical	Total	% Total of Shares	Demat	Physical	Total	% Total of Shares	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3995875	0	3995875	100	3995875	0	3995875	100	0

ii. Share holding of Promoters and Promoters Group:

Sr. no	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Equity Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Equity Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Hardik Jigishkumar Desai	2285211	57.19	0	2285211	57.19	0	0.00
2.	Chetan Chandrakant Jariwala	507980	12.71	0	513980	12.86	0	0.15
3.	Maniya Hardikkumar Desai	26644	0.67	0	32644	0.82	0	0.15
4.	Anjanaben Jigishkumar Desai	12010	0.30	0	20010	0.50	0	0.20
5.	Rupa Chetan Jariwala	10	Negligible	0	8010	0.20	0	0.20
6.	Kailashben C. Jariwala	10	Negligible	0	9010	0.23	0	0.23
	Total	2831865	70.87	0	2868865	71.80	0	0.93

iii. Change in Promoters' Shareholding (please specify, if there is no change):

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2831865	70.87	2831865	70.87
1	Increase in Promoters share holding due to acquisition of shares-29.06.2018	1000	0.03	2832865	70.89
2	Increase in Promoters share holding due to acquisition of shares-02.07.2018	6000	0.15	2838865	71.04
3	Increase in Promoters share holding due to acquisition of shares-27.09.2018	15000	0.38	2853865	71.42
4	Increase in Promoters share holding due to acquisition of shares-05.10.2018	6000	0.15	2859865	71.57
5	Increase in Promoters share holding due to acquisition of shares-01.11.2018	1000	0.03	2860865	71.60
6	Increase in Promoters share holding due to acquisition of shares-11.01.2019	8000	0.20	2868865	71.80
	At the End of the year-31.03.2019	2868865	71.80	2868865	71.80

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sr. no	Particulars	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		No. of shares		% of total shares of the company	No. of shares		% of total shares of the company
1.	<b>IL and FS Securities Services Limited</b>						
	<b>At the beginning of the year</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		01.06.18	90000	Buy	90000	90000	
		15.06.18	-9000	Sale	-9000	81000	
		29.06.18	-15000	Sale	-15000	66000	
		06.07.18	-66000	Sale	-66000	0	
		16.11.18	55000	Buy	55000	55000	
	<b>At the End of the year</b>		<b>55000</b>	<b>1.38</b>	<b>55000</b>		<b>1.38</b>
2.	<b>NNM SECURITIES</b>						
	<b>At the beginning of the year</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		11.05.18	1000	Buy	1000	1000	
		25.05.18	2000	Buy	2000	3000	
		08.06.18	2000	Buy	2000	5000	
		22.06.18	-5000	Sale	-5000	0	
		24.08.18	1000	Buy	1000	1000	
		31.08.18	1000	Buy	1000	2000	
		14.09.18	3000	Buy	3000	5000	
		28.09.18	-1000	Sale	-1000	4000	
		12.10.18	1000	Buy	1000	5000	
		02.11.18	1000	Buy	1000	6000	
		09.11.18	2000	Buy	2000	8000	
		16.11.18	4000	Buy	4000	12000	
		30.11.18	5000	Buy	5000	17000	
		07.12.18	1000	Buy	1000	18000	
		14.12.18	-1000	Sale	-1000	17000	
		21.12.18	1000	Buy	1000	18000	
		31.12.18	1000	Buy	1000	19000	
		04.01.19	28000	Buy	28000	47000	
		11.01.19	-3000	Sale	-3000	44000	
		18.01.19	-7000	Sale	-7000	37000	
		25.01.19	-1000	Sale	-1000	36000	
		01.02.19	1000	Buy	1000	37000	
		08.02.19	-3000	Sale	-3000	34000	
		15.02.19	-5000	Sale	-5000	29000	
		22.02.19	-1000	Sale	-1000	28000	
		08.03.19	2000	Buy	2000	30000	
		29.03.19	1000	Buy	1000	31000	
	<b>At the End of the year</b>		<b>31000</b>	<b>0.77</b>	<b>31000</b>		<b>0.77</b>
3.	<b>Unicon Tie Up Private Limited</b>						
	<b>At the beginning of the year</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		13.04.18	8000	Buy	8000	8000	
		27.04.18	4000	Buy	4000	12000	
		18.05.18	-4000	Sale	-4000	8000	
		13.07.18	1000	Buy	1000	9000	
		27.07.18	-9000	Sale	-9000	0	
		03.08.18	1000	Buy	1000	1000	
		10.08.18	-1000	Sale	-1000	0	
		07.09.18	5000	Buy	5000	5000	
		14.09.18	4000	Buy	4000	9000	

Sr. no	Particulars	Shareholding at the beginning of the year				Cumulative Shareholding during the year		
		21.09.18	1000	Buy		1000	10000	
		28.09.18	5000	Buy		5000	15000	
		05.10.18	1000	Buy		1000	16000	
		19.10.18	-1000	Sale		-1000	15000	
		26.10.18	1000	Buy		1000	16000	
		02.11.18	1000	Buy		1000	17000	
		11.01.19	3000	Buy		3000	20000	
		25.01.19	1000	Buy		1000	21000	
		08.02.19	1000	Buy		1000	22000	
		15.02.19	6000	Buy		6000	28000	
		22.02.19	-2000	Sale		-2000	26000	
		01.03.19	1000	Buy		1000	27000	
	At the End of the year	27000			0.67	27000		0.67
4.	Miker Financial Consultants Pvt Ltd							
	At the beginning of the year	56000			1.40	56000		1.40
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/sweat equity etc)	Date	Shares	Reason		Shares	Cumulative	
		13.04.18	8000	Buy		8000	64000	
		20.04.18	-4000	Sale		-4000	60000	
		27.04.18	-4000	Sale		-4000	56000	
		27.07.18	3000	Buy		3000	59000	
		03.08.18	1000	Buy		1000	60000	
		10.08.18	2000	Buy		2000	58000	
		24.08.18	-2000	Sale		-2000	56000	
		14.09.18	6000	Buy		6000	62000	
		21.09.18	-2000	Sale		-2000	60000	
		12.10.18	-1000	Sale		-1000	59000	
		26.10.18	-17000	Sale		-17000	42000	
		02.11.18	-1000	Sale		-1000	41000	
		09.11.18	-2000	Sale		-2000	39000	
		16.11.18	-4000	Sale		-4000	35000	
		23.11.18	-1000	Sale		-1000	34000	
		18.01.19	-8000	Sale		-8000	26000	
	At the End of the year		26000		0.65	26000		0.65
5.	Value Ideas Investment Services Private Limited							
	At the beginning of the year	24000			0.60	24000		0.60
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
		15.03.19	-1000	Sale		1000	23000	
		29.03.19	-1000	Sale		1000	22000	
	At the End of the Year	22000			0.55	22000		0.55
6.	Jayantilal Mohanlal Patel							
	At the beginning of the year	60000			1.50	60000		1.50
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative	
		No Change				No Change		
	At the End of the Year	60000			1.50	60000		1.50
7.	Amish Satish Lakdawala							
	At the Beginning of the Year	24000			0.60	24000		0.60

Sr. no	Particulars	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		11.01.19	2953	Buy	2953	26953	
		18.01.19	3	Buy	3	26956	
		25.01.19	44	Buy	44	27000	
	<b>At the End of the Year</b>	<b>27000</b>			<b>0.67</b>	<b>27000</b>	<b>0.67</b>
8.	<b>Shravan H. Patel</b>						
	<b>At the beginning of the Year</b>	<b>0</b>			<b>0</b>	<b>0</b>	<b>0</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		17.10.18	4000	Buy	4000	4000	
		19.10.18	5000	Buy	5000	9000	
		22.10.18	5000	Buy	5000	14000	
		23.10.18	5000	Buy	5000	19000	
		24.10.18	6000	Buy	6000	25000	
		26.10.18	1000	Buy	1000	26000	
	<b>At the End of the Year</b>	<b>26000</b>			<b>0.65</b>	<b>26000</b>	<b>0.65</b>
9.	<b>Parthiv Patel</b>						
	<b>At the beginning of the Year</b>	<b>24000</b>			<b>0.60</b>	<b>24000</b>	<b>0.60</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		No Change			No Change		
	<b>At the End of the Year</b>	<b>24000</b>			<b>0.60</b>	<b>24000</b>	<b>0.60</b>
10.	<b>Vidit Dineshbhai Shah</b>						
	<b>At the beginning of the Year</b>	<b>24000</b>			<b>0.60</b>	<b>24000</b>	<b>0.60</b>
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Date	Shares	Reason	Shares	Cumulative	
		27.04.18	4000	Sale	4000	20000	
	<b>At the End of the Year</b>	<b>20000</b>			<b>0.50</b>	<b>20000</b>	<b>0.50</b>

#### V. Shareholding of Directors and Key Managerial Personnel:

Sr. no	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total No. of shares	No. of Shares	% of Total No. of Shares
1.	<b>Hardik J. Desai (Managing Director)</b>				
	At the beginning of the year	2285211	57.19	2285211	57.19
	During the year	0	0.00	0	0.00
	At the End of the year	2285211	57.19	2285211	57.19
2.	<b>Chetan C. Jariwala (Whole Time Director)</b>				
	At the beginning of the year	507980	12.71	507980	12.71
	Increase in Share holding due to Purchase of shares on 05.10.2018	6000	0.15	513980	12.86
	At the End of the year	513980	12.86	513980	12.86



Sr. no	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
3.	<b>Maniya Hardik Desai (Non-Executive Director)</b>				
	At the beginning of the year	26644	0.67	26644	0.67
	Increase in Share holding due to Purchase of shares on 02.07.2018	1000	0.02	27644	0.69
	Increase in Share holding due to Purchase of shares on 27.09.2018	5000	0.12	32644	0.82
	At the End of the year	32644	0.82	32644	0.82
4.	<b>Natasha F. Dsouza (Non-Executive Independent Director)</b>				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
5.	<b>Ankita J. Saraiya (Non-Executive Independent Director)</b>				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
6.	<b>Deepak P. Gandhi (Executive Director)</b>				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
7.	<b>Jenish B. Jariwala (Chief Financial Officer)</b>				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0
8.	<b>Mehul N. Amareliya (Company Secretary)</b>				
	At the beginning of the year	0	0	0	0
	Change during the year	0	0	0	0
	At the End of the year	0	0	0	0

## VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amt. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	310.14	106.60	0.00	416.74
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not	0.00	0.00	0.00	0.00
Total (i+ii+iii)	310.14	106.60	0.00	416.74

Change in Indebtedness during the financial year				
- Addition	640.98	209.22	0.00	850.20
- Reduction	0.00	0.00	0.00	0.00
<b>Net Change</b>	<b>640.98</b>	<b>209.22</b>	<b>0.00</b>	<b>850.20</b>
Indebtedness at the end of the financial year				
i) Principal Amount	951.12	315.82	0.00	1266.94
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>951.12</b>	<b>315.82</b>	<b>0.00</b>	<b>1266.94</b>

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

(Amt. in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Hardik J. Desai MD	Chetan C. Jariwala WTD	Deepak P. Gandhi Director	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.250	12.00	4.05	32.30
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission				
	- as% of profit	0	0	0	0
	- Others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	<b>Total(A)</b>	<b>16.25</b>	<b>12.00</b>	<b>4.05</b>	<b>32.30</b>

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Maniya H. Desai	Natasha F. Dsouza	Ankita J. Saraiya	
1.	Independent Directors				
	- Fee for attending board/ committee meetings	0	36000	34000	70000
	- Commission	0	0	0	0
	- Others, please specify	0	0	0	0
	<b>Total (1)</b>	<b>0</b>	<b>36000</b>	<b>34000</b>	<b>70000</b>
2.	Other Non-Executive Directors				
	- Fee for attending board /committee meetings	34000	0	0	34000
	- Commission	0	0	0	0
	- Others, please specify	0	0	0	0
	<b>Total (2)</b>	<b>34000</b>	<b>0</b>	<b>0</b>	<b>34000</b>
	<b>Total (B)=(1+2)</b>	<b>34000</b>	<b>36000</b>	<b>34000</b>	<b>104000</b>
	Total Managerial Remuneration	-	-	-	32.30
	Overall Ceiling as per the Act	One Lac per board/Committee Meeting			

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	264000	480000	744000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0			
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	0	264000	480000	744000

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers In Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors  
Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

Sd/-  
**Chetan C. Jariwala**  
Whole Time Director  
DIN: 02780455

# Annexure-V

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION

TRIDENT TEXOFAB LTD (TTFL) is a well recognized and established Company since 2008. Currently TTFL is engaged in manufacturing and supplying a vast array of Garment & home furnishing products made from various types of fabrics like polyester, Dobby, Jacquards, Textured fabrics, Technical fabrics, Embroidered Fabrics, Casual Printed Fabrics, Solids, Digital Prints, Value additions etc.

Company's range of products encompasses followings:

- Ladies Dress Material
- Home Furnishing Fabrics
- Technical Textiles Fabrics
- Male & Female Formal & Casual Fabrics
- Suiting and Shirting Fabrics

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:-

At Trident Texofab Limited, the philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices. The Corporate Governance practices followed by the company are compatible with best practices and the company is constantly striving to better them. Through the Governance mechanism in the company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, 2013, SEBI Regulations, RBI Direction/ Circular, Accounting Standards, Secretarial Standards, etc. strong governance practices have rewarded the company in the sphere of valuations, stakeholders' confidence, market capitalization and high credit ratings in positive context apart from obtaining of awards from appropriate authorities. Our Company makes all efforts to comply with such standards.

Our company also strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as fair and transparent business practices, effective management controls at all levels, adequate representation of promoter, executive and independent director on the board, accountability of performance at all levels, monitoring of executive performance by the Board and transparent and timely disclosure of financial and management information.

### 2. BOARD OF DIRECTORS:

Number of Directorships held by Executive, Non- Executive and Independent Directors are within the permissible limits under Listing

Regulations and Companies Act, 2013. The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Directors hold directorship in more than 20 public limited companies nor is a Member of more than 10 Committees or Chairperson of more than 5 Committees across all Public Companies (only Audit Committee and Stakeholders' Relationship Committee).

**Independent Directors:** In terms of Section 149(7) of the Companies Act, 2013, Mrs. Natasha Francis Dsouza and Mrs. Ankita Jignesh Saraiya, the Independent Directors, have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and the Listing Regulations. Further, in terms of Regulation 25 of the Listing Regulations, none of the Independent Directors hold directorship as Independent Director in more than seven listed companies and since none of the Independent Director is serving as a wholetime director in any listed company, the limit of serving as independent director in more than three listed companies is not applicable. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the Listing Regulations.

All the directors have certified that they are not members of more than ten mandatory committees and do not act as chairman of more than five mandatory committees in terms of the Regulation 26 of the Listing Regulations across all the companies in which they are directors.

**Code of Ethics** - The Company has prescribed a Code of Ethics for its directors and senior management. The Code of Ethics of the Company has been posted on its website [www.tridenttexofab.com](http://www.tridenttexofab.com). The declaration from the Managing Director in terms of Regulation 34(3) read with Part D of Schedule V of the Listing Regulations, stating that as of March 31, 2019 the Board members and Senior Management Personnel have affirmed the compliance with the Code of Ethics laid down by the Company, has been included in this Report.

**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by Insiders** - The Board of Directors of the Company has approved and adopted at their meeting held on March 30, 2019 revised the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the Code of Conduct to regulate, monitor and report trading by Insiders in terms of Regulation 8 and 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 respectively w.e.f. April 01, 2019.

## A. Composition:

Our company has optimum combination of both Executive and Non-Executive Directors. The board composition comprises of Six Directors consisting of Three Executive Directors, Two non-executive independent directors and one non executive non independence Director. The company is exempted from compliance of Regulation 15 (2) of SEBI (LODR) Regulations, 2015 and so the composition of the Board was is in accordance with the Companies Act, 2013.

As on March 31, 2019, the composition of the Board and category of directors are as follows:

Type	Name	DIN	Category	Designation
1	HARDIK JIGISHKUMAR DESAI	01358227	Promoter, Executive and Non-Independent Director	Chairman cum Managing Director
2	CHETAN CHANDRAKANT JARIWALA	02780455	Promoter, Executive and Non-Independent Director	Wholtime Director
3	MANIYA HARDIK DESAI	05351685	Non-Executive and Non-Independent Director	Director
4	NATASHA FRANCIS DSOUZA	07846132	Non-Executive and Independent Director	Director
5	ANKITA JIGNESH SARAIYA	08057276	Non-Executive and Independent Director	Director
6	DEEPAK PRAKASHCHANDRA GANDHI	08256996	Executive and Non-Independent Director	Director

The dates for the Board meetings are fixed after taking into account the convenience of all the directors and sufficient notice, in terms of applicable laws, is given to all of them. All the agenda papers for the Board and Committee meetings are disseminated physically to all the directors at least seven days in advance from the date of Board Meeting and Committee meetings. All the information required for decision making are incorporated in the agenda. The Board reviews the performance of the Company and sets the strategy for future. The Board takes on record the actions taken by the company on all its decisions periodically.

The names of the directors on the Board, their attendance at the Board meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2019 are given herein below. Other directorships do not include alternate directorships (if any), directorships of private limited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013. In terms of regulation 26 of SEBI LODR, only Chairmanships/Memberships of Board Committees shall include Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (excluding Trident Texofab Limited) have been considered.

Name of Director	No. of Board meetings during the year 2018-19		Whether Attended the last AGM held on July 10, 2018	No. of Directorships in other Public Companies		No. of Committee position held in other Public Companies	
	Held during their tenure	Attended		Chairman	Member	Chairman	Member
Hardik J. Desai	09	08	Yes	-	-	-	-
Chetan C. Jariwala	09	09	Yes	-	-	-	-
Maniya H. Desai	09	09	Yes	-	-	-	-
Natasha F. Dsouza	09	09	Yes	-	-	-	-
Ankita J. Saraiya	09	08	Yes	-	-	-	-
Deepak P. Gandhi*	05	04	NA	-	-	-	-

\* Mr. Deepak P. Gandhi was appointed on board w.e.f. October 15, 2018.

## B. Number and dates of Board meetings held during the financial year ended March 31, 2019:

During the Financial year 2018-19, our Board has met 09 (Nine) times and the Meetings of our Board of Directors were held on April 14, 2018, May 28, 2018, September 15, 2018, October 15, 2018, October 29, 2018, February 11, 2019, February 26, 2019, March 20, 2019 and March 30, 2019. The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under section 173 of Companies Act 2013 and regulation 17 of the SEBI LODR and Secretarial Standards as issued by the Institute

of Company Secretaries of India (ICSI). As per applicable laws, minimum four Board meetings is required to be held every year (one meeting in every calendar quarter). The Company has convened additional Board meetings to address specific needs of the company.

## C. Disclosure of relationship between directors inter-se:

Mr. Hardik J. Desai, Chairman cum Managing Director of the Company, is related with Mrs. Maniya H. Desai. Mrs. Maniya Desai is a Non-Executive and Non-Independent Director and is spouse of Mr. Hardik Desai.

#### D. Number of shares and convertible instruments held by non-executive directors:

As on March 31, 2019, none of the Non-Executive Directors of the Company are holding any convertible instruments of the company.

#### E. Information on Directors Appointment/ Re-appointment:

A brief resume of the Director proposed for the re-appointment at the ensuing Annual General Meeting, the nature of his/her experience in specific functional areas and name of Companies in which he/she hold Directorship and Membership of committees of the Board are provided in note to this notice.

In terms of section 152 of Companies Act, 2013 and the rules made there under and pursuant to the Notice of ensuing Annual General Meeting (AGM), Mrs. Maniya H. Desai, Director, is liable to be retiring by rotation and offer herself for reappointment at the ensuing AGM.

Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) was appointed as an additional Director w.e.f. October 15, 2018 till conclusion of ensuing AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended his regularization as a director for consideration of the members.

#### F. Meeting of Independent Directors:

An Independent Directors meeting in accordance with the provisions of section 149(8) read with schedule IV of the Companies Act, 2013, Secretarial Standards -1 as issued by Institute of Company Secretaries of India and Regulation 25(3) and 25(4) of the SEBI LODR was convened on March 23, 2019.

#### G. Training And Familiarization For Independent Directors:

On appointment, the concerned New Independent Director is issued a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. The newly appointed Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of

the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors. The Business Heads, CFO, Compliance Officer and Executive Directors update the Board on business model of the Company, the nature of industry and its dynamism, the roles, responsibilities and liabilities of Independent Directors, etc. Further, business, legal, regulatory and industry updates are made available to the Independent Directors. The details of Familiarization program available on below link:

<http://www.tridenttextofab.com/home/wp-content/uploads/2019/05/Ind.-Director-Familiarisation-Programme.pdf>.

#### H. A chart or a matrix setting out the skills/expertise/ competence of the board of directors specifying the following:

The board skills matrix provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate for the board of the Company. The template is designed to capture the skills of the current Board, assist in the recruitment of future directors if necessary and provide guidance for the Board in its succession planning.

The Board is a skills-based board comprising directors who collectively have the skills, knowledge and experience to effectively govern and direct the Company. The Board has identified the skills and attributes required of Company directors can be broadly categorized as follows:

- Governance skills (skills directly relevant to performing the Board's key functions);
- Industry skills (skills relevant to the industry/section in which the organization predominantly operates); and
- Personal attributes/qualities that are generally considered desirable to be an effective Director.

In addition, the Board as a whole should also encompass desirable diversity in aspects such as gender, age, or different perspectives relative to the skills and attributes noted above.

#### Governance Skills

Skill Area	Description	Importance of Skill (essential, desirable, able rely on external advice)
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Essential
Policy	Ability to identify key issues and opportunities for the Company within the Polymer industry, and develop appropriate policies to define the parameters within which the organization should operate.	Essential
Finance	Qualifications and experience in accounting or finance and the ability to: <ul style="list-style-type: none"> <li>• analyse key financial statements;</li> <li>• critically assess financial viability and performance;</li> <li>• contribute to strategic financial planning;</li> <li>• oversee budgets and the efficient use of resources; and</li> <li>• oversee funding arrangements and accountability.</li> </ul>	Essential
Risk	Ability to identify key risks in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	Essential
Information technology	Knowledge and experience in the strategic use and governance of information management and information technology including personal information privacy and security risk management.	Desirable



Executive management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> <li>• appoint &amp; evaluate the performance of the MD/KMP/Senior Management</li> <li>• oversee strategic human resource management and industrial relations</li> </ul>	Desirable
Board experience	Experience as a director of a company, preferably of a listed company, and an understanding of compliance requirements, including reporting and shareholder meeting requirements	Desirable
Commercial experience	A broad range of commercial/business experience	Desirable
Technical	Have technical ability and knowledge to understand the company's product, process manufacturing technology etc	Desirable

### Industry Skills

Skill Area	Importance of Skill (essential, desirable, able to rely on external advice)
Expertise in the areas of the Company's Business	Desirable
Technical	Desirable
Depth of experience with the Company	Desirable

### Personal Attributes/Qualities

Attribute	Description
Integrity (ethics)	A commitment to: <ul style="list-style-type: none"> <li>- understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge</li> <li>- putting the Company's interests before any personal interests</li> <li>- being transparent and declaring any activities or conduct that might be a potential conflict</li> <li>- maintaining Board confidentiality</li> </ul>
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain broad stakeholder support for the Board's decisions
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily understand key issues, and develop innovative approaches and solutions to problems
Leader	Leadership skills including the ability to: <ul style="list-style-type: none"> <li>- appropriately represent the organization</li> <li>- set appropriate Board and Company culture</li> <li>- make and take responsibility for decisions and actions</li> </ul>

The skill areas in the matrix will be regularly reviewed to ensure that the composition of skills on the Board remains aligned with the Group's stage of development and strategic direction.

I. The board hereby confirms that in its opinion; the independent directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the management.

J. There was no any instance of resignation of an Independent Director during the financial year 2018-19. Therefore no such requirement to give reason of resignation of Independent Director.

### 3. AUDIT COMMITTEE:

**Brief description of terms of reference-** The primary objective of the audit committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting.

Pursuant to requirement of Section 177(1) of the Companies Act, 2013 Company has formulated Audit Committee. All the Directors have good understanding Finance, Accounts and Law. The Audit

Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. All the recommendations made by the Audit committee were accepted by the Board whenever made. The terms of reference as approved by Board of Directors of the Company for the Audit Committee are as follows:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;

- c) major accounting entries involving estimates based on the exercise of judgment by management;
- d) significant adjustments made in the financial statements arising out of audit findings;
- e) compliance with listing and other legal requirements relating to financial statements;
- f) disclosure of any related party transactions;
- g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- The audit committee shall mandatorily review the following information:
- 1) management discussion and analysis of financial condition and results of operations;
  - 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
  - 4) internal audit reports relating to internal control weaknesses; and
  - 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - 6) statement of deviations: (a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(5).

**Composition-**The Composition of the Committee as on 31st March, 2019 is as under:

Name of Director	Status in Committee	Nature of Directorship
Natasha Francis Dsouza	Chairperson	Non-Executive Independent Director
Ankita Jignesh Saraiya	Member	Non-Executive Independent Director
Maniya Hardik Desai	Member	Non-Executive Director

#### Meetings and Attendance -

During the financial year 2018-19, the Audit Committee met five times on April 14, 2018, May 28, 2018, September 20, 2018, October

29, 2018 and February 23, 2019. The gap between any two Audit Committee meetings did not exceed four months. The attendance of the members is noted below:

Name of Director	Status in Committee	No. of meetings attended
Natasha Francis Dsouza	Chairperson	5
Ankita Jignesh Saraiya	Member	5
Maniya Hardik Desai	Member	5

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

**Brief description of terms of reference-** The Nomination and Remuneration Committee of the Board has been constituted as per the requirements of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of Nomination and Remuneration Committee shall, inter-alia, include the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and

who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**Composition** – As on March 31, 2019 and as on date of this Report, the Nomination and Remuneration Committee comprises of three members, out of whom two are independent directors (including the Chairperson) and one is a non-executive director as below. The composition of the Nomination and Remuneration Committee is in compliance with the requirements of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations as on March 31, 2018 and as on date of this Report.

Name of Director	Status in Committee	Nature of Directorship
Natasha Francis Dsouza	Chairperson	Non-Executive Independent Director
Ankita Jignesh Saraiya	Member	Non-Executive Independent Director
Maniya Hardik Desai	Member	Non-Executive Director

#### Meetings and Attendance -

During the financial year 2018-19, the Nomination and Remuneration Committee met two times on May 19, 2018 and October 15, 2018. The

composition of the said Committee and attendance of the members is noted below:

Name of Director	Status in Committee	No. of meetings attended
Natasha Francis Dsouza	Chairperson	2
Ankita Jignesh Saraiya	Member	2
Maniya Hardik Desai	Member	2

#### Board evaluation -

The process for evaluation of performance of the Board has been established. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

from time to time.

#### 5. MANAGEMENT COMMITTEE:

**Brief description of terms of reference-** The Management Committee of the Board has been constituted as per requirement of the company pursuant to Section 179 and other applicable Sections, if any, of the Companies Act, 2013 by the board at their meeting held on March 20, 2019 and rules made there under. The terms of reference of Management Committee shall, inter-alia, include the following:

1. To borrow fund from any persons including banks, financial institutions etc. whether secured or unsecured on such terms and conditions as may be deem fit within limits as the board authorized

2. To mortgage, hypothecate, pledge, or otherwise creating a security interest in all or any property of the company, owned or subsequently acquired, to secure any obligation of the company.

3. To operate/alter/addition/deletion in any banking account already opened in the company's name and to open or operate any new banking account in such name or names, and to draw, sign, endorse and negotiate cheques, bills of exchange, dividend and interest warrants and negotiable instruments, and to sign and execute on behalf of the company all application, contracts, transfers, deeds and instruments whatsoever and do all types of banking activities whether debit or credit by any mode including internet banking by such member/s as may be decided by the committee.

4. To 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 that the board authorized to do so from time to time.

5. To exercise all such powers and to do all such things which are expected to be accountable for making timely reports to the full board including powers prescribed in 179(3) (d) to (f) but except the powers solely given to the board under section 179(3) of the Act.

6. To take decision for appointment, change or removal of market maker, lead managers and any such other intermediately as may be required to appointed or to be appointed in future.
7. To take decision for instituting and defending legal proceedings and to institute and defend legal proceedings - civil, criminal or revenue, including Income-tax, Sales tax, GST and Excise and confess judgement or withdraw, compromise, compound or refer any matter or dispute to arbitration, as they or either of them may think fit;
8. To authorized any members to sign, verify and file in all or any courts and offices in India and outside, in all or any cases, whether original or appellate revision or review, plaints, complaints, written statements, affidavits, applications, review or revision petitions, statutory returns and memoranda of appeals or cross objections;
9. To execute, sign, seal and where necessary to register all documents including deeds, leases, agreements, contracts, letters of appointments, powers of attorneys by such member/s as may be decided by the committee;
10. To acquire, buy, purchase, transfer, sell any type of property whether movable or immovable in the name of the company on such terms and conditions as may be deem fit;
11. To review and follow up on the action taken on the Board decisions;

12. To review the operations of the Company in general;
13. To review the systems followed by the Company;
14. To attend to any other responsibility as may be entrusted by the Board to investigate any activity within terms of reference.
15. To take any matters which is in urgent nature and required to do so for complying applicable law or/and obligations.
16. To delegate/authorize to any member/s of the committee for any of above mentioned purpose.

Further, the Committee of Board is empowered to do the following:

1. To seek information from any employee as considered necessary;
2. To obtain outside legal professional advice as considered necessary;
3. To secure attendance of outsiders with relevant expertise; an
4. To investigate any activity within terms of reference.

The Board has power to change functions of the committee at any time. Any act done by the committee or its authorized members may be ratify by the board at its meeting if the board may deem fit and in the interest of the company.

**Composition**-The Composition of the Committee as on March 31, 2019 is as under:

Name of Director	Status in Committee	Nature of Dictatorship
Hardik J. Desai	Chairman	Managing Director
Chetan C. Jariwala	Member	Whole Time Director
Deepak P. Gandhi	Member	Executive Director

The Company Secretary of the company shall act as the Secretary of the Committee.

### Meetings and Attendance -

During the financial year 2018-19, the Management Committee does not met anytime.

### 6. REMUNERATION OF DIRECTORS:

#### Remuneration policy and remuneration to directors:

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Board of Directors approved the 'Board Diversity and Remuneration Policy', which is available on the website of the Company [www.tridenttextofab.com](http://www.tridenttextofab.com).

#### Transactions with the non-executive directors -

The Company does not have any material pecuniary relationship or transactions with its non-executive directors except Mrs. Maniya Desai is spouse of Managing Director-Mr. Hardik Desai. The Company has paid sitting fees to non-executive directors for attending the meetings of the Board / Committees, as disclosed in this Report.

Except Mr. Hardik Desai, Mr. Chetan Jariwala and Mr. Deepak Gandhi, all the other Directors are non-executive directors. The remuneration paid to executive directors during year under review is as under:

(Amt. in Lacs)

Name of Executive Director	Salary (Rs.)	Retirement Benefits (Rs.)	Gratuity (Rs.)	Bonus/ Commission/ Stock Options/ Incentive (Rs.)	Total (Rs.)	Service Contract	Notice Period
Mr. Hardik Desai	16.25	0	0	0	16.25	Five years upto June 08, 2022	3 Months
Mr. Chetan Jariwala	12.00	0	0	0	12.00	Five years upto June 08, 2022	3 Months
Mr. Deepak Gandhi	4.05	0	0	0	4.05	NA	-

## 7. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee has been constituted as per the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Terms of Reference - The broad terms of reference of Stakeholders Relationship Committee includes the role as specified in Part D of Schedule II of SEBI LODR Regulations.

**Composition:-** As on March 31, 2019 and as on date of this Report, the Stakeholders Relationship Committee of the Board comprises of three members out of whom two are independent directors and one is a non-executive director. Mrs. Natasha Dsouza, the Chairperson

of the Stakeholders Relationship Committee, is a non-executive independent director.

The composition of the Stakeholders Relationship Committee is in compliance with the requirements of Section 178(5) and Regulation 20 of the Listing Regulations as on March 31, 2019 and as on date of this Report.

### Meetings and Attendance -

During the financial year 2018-19, the Stakeholders Relationship Committee met ones on March 23, 2019. The attendance of the members is noted below:

Name of Director	Status in Committee	No. of meetings attended
Natasha Francis Dsouza	Chairperson	1
Ankita Jignesh Saraiya	Member	1
Maniya Hardik Desai	Member	1

Name, designation and contact details of the Compliance Officer: - Mr. Mehul N. Amareliya, Company Secretary (M. No. A54306), is the Compliance Officer of the Company. The Compliance Officer can be contacted at the Registered Office of the Company at: 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Sahara Darwaja, Surat-395003, Gujarat, India; Tel.: +91-2451274/284; Email: cs@tridenttexofab.com; Website: www.tridenttexofab.com.

No investor complaints received during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on March 31, 2019 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of March 31, 2019.

## 8. General Body Meetings:

i. Details of last three annual general meetings ("AGM") - The details of the last three AGMs of the Company are noted below:

Year & AGM No.	Venue	Day, Date and Time	Special Resolutions Passed
2015-16 Eight AGM	2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat	Friday, September, 30, 2016 at 11.00 a.m.	NO
2016-17 Ninth AGM	2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat	Wednesday, May, 24, 2017 at 11.00 a.m.	1. Conversion of the Company from Private Limited to Public Limited. 2. Adoption of New Set of Articles of Association. 3. Adoption of New Set of Memorandum of Association. 4. Authorization under Section 180 (1) (a). 5. Borrowing Power Section 180 (1) (c).
2017-18 Tenth AGM	The Gateway Hotel, Ambika Niketan, Surat Dumas Road, Athwalines, Surat-395007, Gujarat	Tuesday, July 10, 2018 at 09.00 a.m.	1. Authorization under Section 185 of the Companies Act, 2013. 2. Authorization under Section 180 (1) (A). 3. Borrowing Power under Section 180 (1) (C). 4. Approve Investment, providing Guarantee and loan to Any Body Corporate, Bank, And Financial Institutions under Section 186 of the Companies Act, 2013. 6. Revision in limit of Remuneration payable to Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company and payment of Commission. 7. Revision in limit of Remuneration payable to Mr. Chetan C. Jariwala (DIN: 02780455), Whole Time Director of the Company and payment of Commission.

ii. Details of resolutions passed by way of Postal Ballot: - Nil. None of the resolutions proposed for the ensuing annual general meeting need to be passed through the postal ballot.

## 9. Means of Communication:

The Company is exempt from compliance of Regulation 47 of the Listing Regulations as the company's security is listed on SME

exchange of BSE Ltd. Therefore the quarterly / annual results and notices as required under Regulation 33 of the Listing Regulations are not published in any newspapers.

**Posting of information on the website of the Company** - The annual / quarterly results of the Company, shareholding pattern and notifications to the stock exchanges are regularly posted on its website [www.tridenttexofab.com](http://www.tridenttexofab.com).

**Communication to shareholders on email:** In support of the “Green Initiative” undertaken by the Ministry of Corporate Affairs, the Company had during FY 2017-18 & 2018-19 sent various communications including Documents like Notices and Annual Report to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA). This helps in prompt delivery of document, reduce paper Consumption, save trees and avoid loss of documents in transit.

The Company proposes to send documents like shareholders meeting notice/ other notices, audited financial statements, Board report, auditor’s report or any other document, to its members in electronic form at the email address provided by them and/or

made available to the Company by their depositories. We would greatly appreciate and encourage more members to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot Notices and other information disseminated by the Company, on a real-time basis without any delay.

#### Email IDs for investors:

Our Company has a designated e-mail ID, [cs@tridenttexofab.com](mailto:cs@tridenttexofab.com) for the redressal of any Stakeholders’ related grievances exclusively for the purpose of registering complaints by Members/stakeholders. Investor can also contact share Registrar and Transfer Agent (RTA) of the Company on their email id: [bandr@karvy.com](mailto:bandr@karvy.com)/ [raghu.veedha@karvy.com](mailto:raghu.veedha@karvy.com).

#### SEBI Scores:

The Investors can also raise complaints in a centralized web-based complaints redress system called “Scores” developed by SEBI. The Company uploads the action taken report on the complaints raised by the Shareholders on “Scores”, which can be viewed by the Shareholder. The complaints are closed to the satisfaction of the Shareholder and SEBI.

## 10. General Shareholder Information:

### a. Company Registration Details:

The Company is registered in Gujarat, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs is L17120GJ2008PLC054976.

### b. Ensuing Annual General Meeting:

<b>Date and time:</b>	Monday, July 29, 2019 at 11.00 a.m.
<b>Venue:</b>	5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat

### c. Financial Year: April 01 to March 31

**d. Book Closure:** The dates of Book Closure are from Monday, July 22, 2019 to Monday, July 29, 2019 both days Inclusive.

**e. Dividend payment date:** Directors of our Company have recommended a Dividend on Preference Shares and equity Shares for the financial year 2018-19 will be paid within prescribed time limit if approved at ensuing AGM.

### f. Listing of Shares:

Equity Shares Listed on Stock Exchange: The Equity Shares of the Company are listed on SME Platform of BSE Ltd (BSE) [Scrip Code: 540726] Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400023. Annual Listing Fee: The Annual Listing fee for the financial year 2019-20 has already been duly paid to BSE Ltd where equity Shares of the Company are listed.

### g. Stock Code: BSE Script Code: 540726

International Securities Identification Number (ISIN): Equity Shares INE071Y01013 | CCPS: INE071Y03019

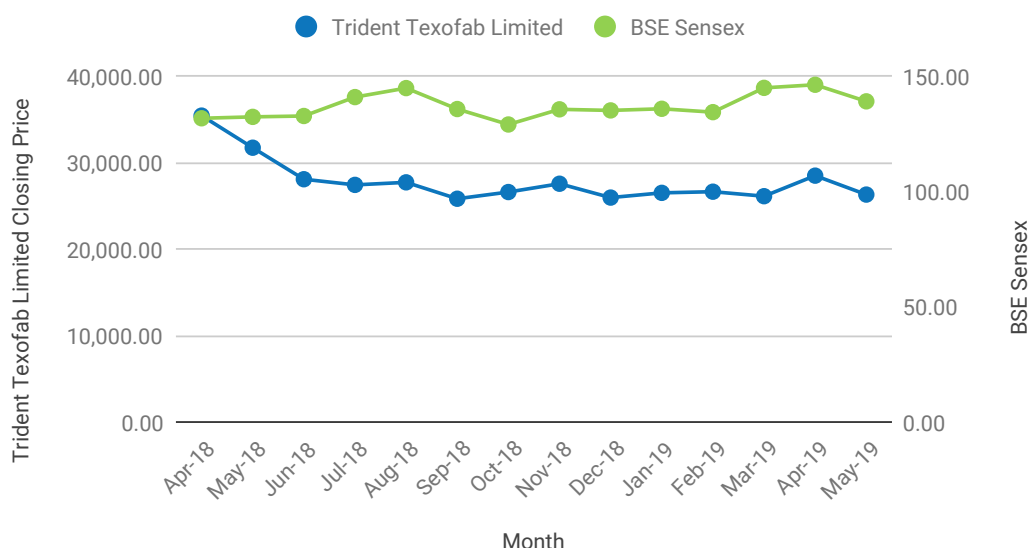
### h. Stock Market price data (In Rs.):

	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	Turnover (In Lacs)
April-18	147.25	121.5	260000	352.32
May-18	146.9	119	163000	215.76
June-18	119.1	98	205000	219.61
July-18	113	98	174000	183.38
August-18	108	100	138000	143.18
September-18	104.9	97	163000	163.86
October-18	105.5	90.55	108000	108.08
November-18	120	99.9	56000	60.01
December-18	106	95	51000	52.61
January-19	106	92	38000	37.33
February-19	105	93	54000	53.27
March-19	100.95	95	21000	20.66



i. Performance in comparison to broad-based indices such as BSE Sensex, NSE Nifty etc:

Performance in comparison to BSE Sensex  
(Closing value of TTFL's share price v/s BSE Sensex)



j. No security was suspended from trading during the financial year 2018-19.

k. Registrar and Share Transfer Agents:

Sr. No.	Name of Security	Registrar and Transfer Agents
1.	Equity Shares	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot Nos. 31 & 32   Financial District Nanakramguda  Serilingampally Mandal   Hyderabad - 500032   India P: +91 40 6716 1606/1776 raghu.veedha@karvy.com   www.karvyfintech.com
2.	Preference Shares (Compulsorily Convertible Cumulative Preference Shares)	

l. Share transfer system:

All matters connected with share transfer, transmission, dividend / interest payment is handled by the Registrar and Transfer agent. Transfers are generally processed within 15 days of lodgments.

m. Shareholding Pattern/Distribution of shareholding as on March 31, 2019:

Category	Equity Shareholding	% of Holding	CCPS Shareholding	% of Holding
Promoters	2799191	70.05	25000	12.50
Promoters Group	69674	1.74	0	0.00
Resident Individuals	824305	20.63	175000	87.50
Bodies Corporate	217705	5.45	0	0
HUF	85000	2.13	0	0
<b>Total</b>	<b>3995875</b>	<b>100</b>	<b>200000</b>	<b>100</b>

Distribution of Equity shareholding based on shares held as on March 31, 2019

Sr. No.	Shares range	Number of shareholders	% of total shareholders	Nominal amount of shares held (Rs.)	% of Total Amount (Rs.)
1	upto 1 - 5000	03	1.84	3450.00	0.01
2	5001 - 10000	28	17.18	276650.00	0.69
3	10001 - 20000	08	4.91	160000.00	0.40
4	20001 - 30000	10	6.13	300000.00	0.75
5	30001 - 40000	44	26.99	1760000.00	4.40
6	40001 - 50000	08	4.91	400000.00	1.00
7	50001 - 100000	24	14.72	1890200.00	4.73
8	100001 & ABOVE	38	23.31	35168450.00	88.01
	<b>Total</b>	<b>163</b>	<b>100.00</b>	<b>39958750.00</b>	<b>100.00</b>

Distribution of CCPS shareholding based on shares held as on March 31, 2019

Sr. No.	Shares range	Number of shareholders	% of total shareholders	Nominal amount of shares held (Rs.)	% of Total Amount (Rs.)
1	upto 1 - 5000	05	29.41	1,70,000.00	8.50
2	5001 - 10000	04	23.53	3,80,000.00	19.00
3	10001 - 20000	08	47.06	14,50,000.00	72.50
	<b>Total</b>	<b>17</b>	<b>100.00</b>	<b>20,00,000.00</b>	<b>100.00</b>

**n. Dematerialization of Shares:**

The equity shares of the Company are compulsorily traded in dematerialized form. We have established connectivity with both depositories i.e. National Securities Depository Limited (NSDL) and

Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) of the Company's equity shares under Depository System is INE071Y01013 and CCPS is INE071Y03019. Number of equity shares held in dematerialized and physical mode as on March 31, 2019 are noted below:

Sr. No.	Particulars	No. of shares of Rs.10/- each	% of total shares
1.	Shares held in dematerialized form with NSDL	34,66,875	86.76
2.	Shares held in dematerialized form with CDSL	5,29,000	13.24
	Shares held in physical form	0	0
	<b>Total</b>	<b>39,95,875</b>	<b>100.00</b>

Compulsorily Convertible Cumulative Preference Shares (unlisted) of the company are also in dematerialized form as under as on March 31, 2019:

Sr. No.	Particulars	No. of shares of Rs.10/- each	% of total shares
1.	Shares held in dematerialized form with NSDL	70,000	35.00
2.	Shares held in dematerialized form with CDSL	1,30,000	65.00
	Shares held in physical form	0	0
	<b>Total</b>	<b>2,00,000</b>	<b>100.00</b>

**o. Outstanding GDRs or any other convertible instruments, conversion date and likely impact on equity:**

The company had made preferential issued of 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) (unlisted) of Rs. 10/- each at a premium of Rs. 91.48/- each for an aggregate consideration of Rs. 2,02,96,000/- on private placement basis and same was allotted on March 20, 2019.

On conversion into equity shares of CCPS, total promoters and promoters group holding will decrease from 71.80% to 68.97% and increase in holding of public shareholders from 28.20% to 31.03% assuming that said all CCPS will be converted into equity shares.

The Company has not issued any other global depository receipts or American depository receipts or warrants or any convertible instruments other than above CCPS.

The above shares will be converted into equity shares of the company after one year from the date of allotment but within Eighteen months and one new equity shares will be allotted of Rs. 10/- each against each CCPS.

**p. Commodity price risk or foreign exchange risk and hedging activities: Not applicable**

**q. Plant Locations:**

**Manufacturing Unit (Factory):-** B-15/11, Hojiwala Industrial Estate, Road No.12, Sachin Palsana Road, Surat-394230, Gujarat  
**Digital Division:-** Plot No. 21/1/2, Chorawala Compound, Nr. Komal Circle, Bamroli Road, Surat-394210

**Embroidery Unit:-** Plot No.99-100, Vishal Industrial Society, Nr. Navjivan Circle, Surat-395007, Gujarat

**Digital Division:-** Plot No.21/1/2, Chorawala Compound, Nr. Komal Circle, Bamroli road, Surat-394210

**r. Address for Correspondence**

The Company's registered Office is situated at 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Sahara Darwaja, Surat-395003, Gujarat, India; Tel.: +91-2451274/284; Email: [info@tridenttexofab.com](mailto:info@tridenttexofab.com); Website: [www.tridenttexofab.com](http://www.tridenttexofab.com).

All shareholders' correspondence should be addressed to:  
 Share Department, Trident Texofab Limited  
 Contact Person: Mr. Mehul N. Amareliya (Company Secretary and Compliance Officer)  
 Tel.: +91-2451274/284; Email: [cs@tridenttexofab.com](mailto:cs@tridenttexofab.com)

Karvy Fintech Private Limited  
 Karvy Selenium Tower B, Plot Nos. 31 & 32 |  
 Financial District Nanakramguda | Serilingampally Mandal |  
 Hyderabad - 500032 | India  
[www.karvyfintech.com](http://www.karvyfintech.com) P: +91 40 6716 1606/1776

Contact Person: V Raghunath (Deputy Manager - Corporate Registry (RIS))  
 P: +91 40 67161606; email: [raghu.veedha@karvy.com](mailto:raghu.veedha@karvy.com)

**s. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.**

During the year 2018-19, the company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. So obtaining of credit rating is not applicable.

After closure of financial year 2018-19, the company has received rating (CARE BB; Stable (Double B; Outlook: Stable)) from CARE for the bank facilities availed by the Company with Bank of Baroda on April 23, 2019.

**11. OTHER DISCLOSURES**

**a) Materially significant related party transactions:** During the year under review, the Company had not entered in to any materially significant related party transactions that may have potential conflict with the interests of Company at large.

**b) Details of non-compliance:** There were no instances of non-compliance, penalties, strictures imposed on the Company by stock

exchange(s) or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

**c) Establishment of Vigil Mechanism/ Whistle Blower Policy:**

Pursuant to section 177(9) of the Companies Act, 2013 read with rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and regulation 22 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company vide Board meeting dated July 03, 2017 had adopted Whistle Blower Policy/Vigil Mechanism applicable for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism.

The Company affirms that no personnel has been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism is also placed on website of the Company, i.e. <http://www.tridenttexofab.com/home/wp-content/uploads/2018/03/Whistle%20Blower%20Policy.pdf>.

**d) Compliance with Mandatory Requirements and adoption of the Non-Mandatory Requirements of Corporate Governance:**

The Company is complying with all the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; however, Company has not adopted any of the non-mandatory requirements stipulated under the said enactment.

**e) Web link where policy for determining 'material' subsidiaries is disclosed:** During the year under review the company does not have any Material subsidiaries. However, the Company has adopted Policy for determining material subsidiaries. The policy is also placed on website of the Company at <https://www.tridenttexofab.com>.

**f) Web link where policy on dealing with related party transactions:** The policy on dealing with related party transactions is placed on website of the Company at [http://www.tridenttexofab.com/home/wpcontent/uploads/2018/03/Final\\_Policy%20on%20materiality%20of%20related%20party%20transactions.pdf](http://www.tridenttexofab.com/home/wpcontent/uploads/2018/03/Final_Policy%20on%20materiality%20of%20related%20party%20transactions.pdf).

**g) There is no commodity price risk or foreign exchange risk and hedging activities involved or applicable.**

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

The company has raised funds through preferential allotment of 2,00,000 Compulsorily Convertible Cumulative Preference Shares (CCPS) at an issued price of Rs. 101.48/- per share including a premium of Rs. 91.48/- per share on private placement basis for an aggregating of Rs. 2.03 Crore. The object for the above issue is to meet working capital requirement of the company.

At the end of financial year 2018-19, fully amount raised funds through preferential allotment was utilized as per object as stated in the notice to the general meeting and no any deviation into it. So no any explanation on deviation of funds is required to be given.

**i) Certificate from company secretary in practice:**

The Company has obtained a certificate from Mr. Praful N. Vekariya, Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:**

There was no any instant of non acceptance of any recommendation made by the any committee of the board.

**k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:** Rs. 1,20,000/- plus GST for all services received during FY 2018-19.

**l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

1. Number of complaints filed during the financial year-NIL
2. Number of complaints disposed of during the financial year-NIL
3. Number of complaints pending as on end of the financial year- NIL

**12.** The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of schedule V of the Listing Regulations to the extent of applicable as the company is claiming exemption under Regulation 15(2) of SEBI (LODR) Regulations, 2015 and submitted Non-Applicability Certificate for Corporate Governance Report.

**13.** The Company has adopted only one discretionary requirement as specified in Part E of Schedule II of SEBI Listing Regulations i.e., reporting of internal auditor directly to the Audit Committee.

**14. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report.**

The company is exempted from compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V pursuant to Regulation 15(2) of SEBI (LODR) Regulations, 2015 due to equity shares of the company is listed on SME Exchange and paid up capital and net worth is not exceeding Rs. 10 Crore and Rs. 25 Crore respectively as on last day of the previous financial year.

**15.** Equity Shares in the Demat suspense account / unclaimed suspense account:v

As on March 31, 2019, there are no shares in the Demat suspense account / unclaimed suspense account.

# Annexure-VI

## SECRETARIAL AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
Trident Texofab Limited

We have examined all the relevant records of Trident Texofab Limited ("the Company") for the purpose of certifying compliance of conditions of Corporate Governance as specified in Regulation 17 to Regulation 27, clause (b) to (i) of sub regulation 2 of Regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for financial year ended March 31, 2019. We have obtained all the information and explanations which are to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance under the Listing Regulations as mentioned above is the responsibility of the management of the Company. Our examination was limited to procedures adopted by the Company and implementation thereof for ensuring compliance of the conditions of the Corporate

Governance under Listing Regulations. This certificate is neither an audit nor an expression of opinion on financial statements of the Company for the year ended March 31, 2019.

In our opinion based on the information and the explanations furnished to us by the Company, its officers, agents and authorized representative, we certify that since the equity shares of the Company is listed on SME Platform of BSE Ltd and also paid up capital and net worth is not exceeding Rs. 10 Crore and Rs. 25 Crore respectively as on last day of the previous financial year, therefore the Company was not required to comply with the conditions of Corporate Governance as specified in the Listing Regulations. However, the Company has complied with all the conditions of corporate governance as required under the laws applicable to the Company.

We further state that such certification is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**Praful N. Vekariya**  
Company Secretary in Practice  
M. NO. 21367  
COP No. 10858

Place: Surat  
Date: 29.05.2019

# Annexure-VII

Particulars Pursuant To Section 197(12) Of the Companies Act, 2013 Read With Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Sr. No.	Name of the Directors	Category	Ratio
1	Hardik Jigishkumar Desai	Managing Director	9.03
2	Chetan Chandrakant Jariwala	Wholetime Director	6.67
3	Maniya Hardik Desai	Non-executive Director	NIL
4	Natasha Francis Dsouza	Non-executive Independent Director	NIL
5	Ankita Jignesh Saraiya	Non-executive Independent Director	NIL
6	Deepak Prakashchandra Gandhi	Executive Director	4.50*

\*Remuneration is taken from month of appointment (October-2018).

The non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the Board and / or Committees thereof which is within the limits prescribed by the Companies Act, 2013.

2. The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) for the financial year under review:

Sr. No.	Name of the Directors	Category	Ratio
1	Hardik Jigishkumar Desai	Managing Director	41.30%
2	Chetan Chandrakant Jariwala	Wholetime Director	66.67%
3	Jenish B. Jariwala	CFO	NIL
4	Mehul N. Amareliya	CS	NIL

3. The percentage increase in the median remuneration of employees in the financial year: average 21%

4. The number of permanent employees on the rolls of company: 97

5. If remuneration is as per the remuneration policy of the company: Yes

Place: Surat  
Date: 13.06.2019

For and on behalf of the Board of Directors  
Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

Sd/-  
**Chetan C. Jariwala**  
Whole Time Director  
DIN: 02780455



# Annexure-IX

---

## DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

---

To,  
Trident Texofab Limited  
Surat

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company and the same is uploaded on the website of the Company [www.tridenttexofab.com](http://www.tridenttexofab.com).

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended on 31st March, 2019.

Place: Surat  
Date: 29.05.2019

For Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

# Annexure-X

## MD and CFO CERTIFICATION

To,  
Board of Directors  
Trident Texofab Limited  
2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura,  
Sahara Darwaja, Surat-395003

**Sub: Certificate by Managing Director and Chief Financial Officer (CFO) pursuant to the Regulation 33(1)(e) and Schedule IV of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.**

I, Hardik Jigishkumar Desai, the Managing Director (MD) of the Company and I, Jenish Bharatkumar Jariwala, the Chief Financial Officer (CFO) of the Company do hereby certify to the Board that:

A. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2019 and that to the best of their knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting

standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Surat  
Date: 29.05.2019

For Trident Texofab Limited

Sd/-  
**Hardik J. Desai**  
Managing Director  
DIN: 01358227

Sd/-  
**Jenish B Jariwala**  
Chief Financial Officer

# Independent Auditors' Report

## To the Members of TRIDENT TEXOFAB LIMITED

### Report on the Audit of Financial Statements

We have audited the accompanying financial statements of TRIDENT TEXOFAB LIMITED (the Company), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and the Statement of Cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described

in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue Recognition

The key audit matter	How the matter was addressed in our audit
<p>Revenue from sale of goods is recognized when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.</p> <p>Revenue is measure at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. accumulated experience is used to estimate the provision for discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.</p> <p>Rebates and discounts are material and have arrangements with varying terms which are based on annual contracts or shorter term arrangements. In addition the value and timing of promotions for products varies from period to period, and the activity can span over a year end.</p> <p>There is a risk of revenue being overstated due to</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We assessed the appropriateness of the revenue recognition accounting policies, including those relating to rebates and discounts by comparing with applicable accounting standards.</li> <li>• We tested the design, implementation and operating effectiveness of management's general IT controls and key application controls over the Company's IT systems which govern revenue recognition, including access controls, controls, controls over program changes, interfaces between different systems and key manual interval controls over revenue recognition to assess the completeness of the revenue entries being recorded in the general ledger accounting system.</li> <li>• We tested the design, implementation and operating effectiveness of controls over the calculation of discounts and rebates.</li> <li>• We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes and shipping documents.</li> <li>• We inspected on a sample basis, key customer contracts to identify terms and conditions relating to goods acceptance and rebates and assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards.</li> <li>• We performed substantive testing by selecting samples of rebate and discount transactions recorded during the year and comparing the parameters used in the calculation of the rebate and discounts with the relevant sources documents</li> </ul>

fraud, including through manipulation of rebates and discounts, resulting from pressure the management may feel to achieve performance targets at the reporting.

(including invoices, schemes and contracts) to assess whether the methodology adopted in the calculation of the rebates and discounts was in accordance with the terms and conditions defined in the schemes and corresponding customer contract.

- We performed cut-off testing for samples of revenue transactions recorded before and after the financial year end dated by comparing with relevant underlying documentation, which included goods dispatch notes and shipping documents to assess whether the revenue was recognized in the correct period.
- We assessed manual journals posted to revenue to identify unusual items.

## Provisions for taxation, litigation and other significant provisions

See note 9 to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>Accrual for tax and other contingencies requires the Management to make judgments and estimates in relation to the issues and exposures arising from a range of matters relating to direct tax, indirect tax, claims, general legal proceedings and other eventualities arising in the regular course of business.</p> <p>The key judgment lies in the estimation of provisions where they may differ from the future obligations. By nature, provision is difficult to estimate and includes many variables. Additionally, depending on timing, there is a risk that costs could be provided inappropriately that are not yet committed.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We tested the effectiveness of controls around the recognition of provisions.</li> <li>• We used our subject matter experts to assess the value of material provisions in light of the nature of the exposures, applicable regulations and related correspondence with the authorities.</li> <li>• We challenged the assumptions and critical judgments made by management which impacted their estimate of the provisions required, considering judgments previously made by the authorities in the relevant jurisdictions or any relevant opinions given by the Company's advisors and assessing whether there was an indication of management bias.</li> <li>• We discussed the status in respect of significant provisions with the Company's legal team.</li> <li>• We performed retrospective review of management judgments relating to accounting estimate included in the financial statement of prior year and compared with the outcome.</li> </ul>

## Assessment to contingent liabilities relating to litigations and claims

See note 1(j)(iii) to the financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company is periodically subject to challenges/scrutiny on range of matters relating to direct tax, indirect tax, further, potential exposures may also arise from general legal proceedings, etc. in the normal course of business.</p> <p>Assessment of contingent liabilities disclosure requires Management to make judgments and estimates in relation to the issues and exposures. Whether the liability is inherently uncertain, the amounts involved are potentially significant and the application of accounting standards to determine the amount, if any, to be provided as liability, is inherently subjective.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• We tested the effectiveness of controls around the recording and re-assessment of contingent liabilities.</li> <li>• We used our subject matter experts to assess the value of material contingent liabilities in light of the nature of exposures, applicable regulations and related correspondence with the authorities.</li> <li>• We discussed the status and potential exposures in respect of significant litigation and claim with the Company's internal legal team including their views on the likely outcome of each litigation and claim and the magnitude of potential exposure and sighted any relevant opinions given by the Company's advisors.</li> <li>• We assessed the adequacy of disclosures made.</li> <li>• We discussed the status in respect of significant provisions with the Company's legal team.</li> <li>• We performed retrospective review of management judgments relating to accounting estimate included in the financial statement of prior year and compared with the outcome.</li> </ul>

## Other Information

The company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement

when it exists. Misstatements can arise in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and bases on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most

significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements. Refer Note 1.(j).(iii) & (iv) to the financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) The company has declared and paid Equity dividend to its shareholders.

Place: Surat  
Date: 29th May, 2019

**For Bipinchandra J Modi & Co.**  
Chartered Accountants  
**Dency Kabrawala**  
Partner  
Membership No: 162050  
FRN No. 101521W

# Annexure-1

## TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

### To the Members of Trident Texofab Limited

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, physical verification of fixed assets was conducted by the management at reasonable intervals. Having regard to the size of the operation of the company and on the basis of explanation received, in our opinion, no material discrepancies were observed during such verification.

(c) As explained and information provided to us, the title deeds of immovable properties included in property, plant and equipments are held in the name of the company except one property where legal proceedings for transfer in the name of the company is in progress.

(ii) In respect of its inventories:

(a) As explained and information provided to us, the company has maintained proper records of inventory. Inventory defined in categories of finished goods and raw materials in the company's custody have been physically verified by the management as at the end of the financial year or after the year end. There is a perpetual inventory system and a substantial portion of the stock has been verified during the year. In our opinion, the frequency of verification is reasonable the procedure of physical verification of stocks followed by the management is adequate in relation to size of the company and the nature of its business.

(iii) The Company has granted unsecured loans to parties covered in the Register maintained under section 189 of the Companies Act, 2013.

(a) The terms and conditions of the grant of such loans are not prejudicial to the Company's interest

(b) The repayments or receipts are regular and repayment of principal and payment of interest has been stipulated and repayment and receipts are regular.

(c) There is no overdue of amount.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act, 2013 in respect of investments made have been complied with by the company and the company has also complied with provisions of the section 185 of the Companies Act, 2013.

(v) The Company has not accepted any deposits from public within the meaning of Sections 73 and 74 of the Act and the rules framed there under to the extent notified.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of the company's products, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) According to the information and explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, customs duty, excise duty, cess and other material dues applicable to it.

(a) According to the information and explanation given to us, no undisputed amount payable in respect of income tax, sales tax customs duty, cess, excise duty were in arrears, as at 31st March, 2019 for a period of more than six month from the date they become payable.

(b) According to the information and explanations given to us, there are no dues of income tax or sales tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the records of the Company examined by us and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution and banks.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the company has raised ` 2.02 crores through preferential allotment on private placement basis 2,00,000 preference shares @ ` 101.48 per share for the purpose of funding of working capital requirements of the company for business growth and expansion plans and strategies set out by the management. The company has fully utilized the said full amount till 31st March, 2019 for the said stated purpose.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor we have been informed of any such case by the Management.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the



management, we report that the company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause (xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013, wherever applicable, and wherever applicable, and the details have been disclosed in the notes to the financial statements, as required in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us and on an overall examination of the balance sheet, the company has made preferential allotment on private placement of 2,00,000 preference shares during the year but not issued any partly convertible debentures during the year under review.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanation given by the management, the Company has not entered into any no-cash transaction with directors or persons connected with them.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Place: Surat  
Date: 29th May, 2019

**For Bipinchandra J Modi & Co.**  
Chartered Accountants  
Firm Registration No.:101521W  
Sd/-  
**Dency Kabrawala**  
Partner  
Membership No: 162050

# Annexure-2

## TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TRIDENT TEXOFAB LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143(3)(i) of the Companies Act, 2013 ("the Act")

#### To the Members of Trident Texofab Limited

We have audited the financial controls over financial reporting of TRIDENT TEXOFAB LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Surat

Date: 29th May, 2019

**For Bipinchandra J Modi & Co.**

Chartered Accountants

Firm Registration No.:101521W

Sd/-

**Dency Kabrawala**

Partner

Membership No: 162050

# Balance Sheet

As at 31st March, 2019

(All figures in Rs.)

	Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	a. Share capital	2	41,958,750	39,958,750
	b. Reserves and surplus	3	67,995,121	42,677,377
			<b>109,953,871</b>	<b>82,636,127</b>
<b>2</b>	<b>Share application money pending allotment</b>		-	-
<b>3</b>	<b>Non-current liabilities</b>			
	a. Deferred tax liabilities	5	141,424	236,923
	b. long-term Borrowings	4	92,477,207	41,673,937
			<b>92,618,631</b>	<b>41,910,860</b>
<b>4</b>	<b>Current liabilities</b>			
	a. Short Term borrowings	6	34,217,264	-
	b. Trade payables	7	200,336,126	303,068,294
	c. Other current liabilities	8	39,625,509	12,816,963
	d. Short term Provisions	9	14,095,941	8,934,536
			<b>288,274,841</b>	<b>324,819,793</b>
	<b>TOTAL</b>		<b>490,847,343</b>	<b>449,366,780</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	a. Fixed assets			
	ii. Tangible assets	10	89,530,609	15,625,871
	b. Non-current investments	11	14,156,192	26,522,544
	c. Deferred Tax Assets	12	-	-
	d. Long Term Loan and Advances	13	9,670,004	4,898,140
			<b>113,356,805</b>	<b>47,046,555</b>
<b>2</b>	<b>Current assets</b>			
	a. Inventories	14	39,250,758	50,678,685
	b. Trade receivables	15	293,993,660	321,324,601
	c. Cash and cash equivalents	16	4,559,407	2,344,733
	d. Short-term loans and advances	17	18,675,213	23,256,325
	e. Other Current Assets	18	21,011,500	4,715,881
			<b>377,490,538</b>	<b>402,320,225</b>
	<b>TOTAL</b>		<b>490,847,343</b>	<b>449,366,780</b>

## Notes to Accounts

As per our report of even date annexed hereto

For and on behalf of the Board of Directors of TRIDENT TEXOFAB LIMITED

For **BIPINCHANDRA J. MODI & CO.**

Chartered Accountants

FRN No. 101521W

Sd/-  
**Dency Kabrawala**  
(Partner)  
M. No.162050  
Place: Surat  
Date: 29/05/2019

Sd/-  
**Hardik Desai**  
(Managing Director)  
DIN: 01358227  
  
Surat  
Date: 29/05/2019

Sd/-  
**Chetan Jariwala**  
(Whole Time Director)  
DIN: 02780455  
  
Surat  
Date: 29/05/2019

Sd/-  
**Mehul Amareliya**  
(Company Secretary)  
M. No. A54306  
  
Surat  
Date: 29/05/2019

Sd/-  
**Jenish Jariwala**  
(Chief Financial Officer)  
  
Surat  
Date: 29/05/2019

# Statement of Profit and Loss

For the year ended 31 March, 2019

(All figures in Rs.)

	Particulars	Note No.	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
	<b>INCOME:</b>			
I	Revenue from operations (Net)	19	868,973,811	854,624,807
II	Other Income	20	4,680,304	4,791,774
III	<b>Total Revenue</b>		<b>873,654,115</b>	<b>859,416,582</b>
IV	<b>EXPENSES:</b>			
	a. Purchase of Traded Goods	21	796,687,167	847,267,712
	b. (Increase)/Decrease in Inventories of Finished Goods	22	11,427,927	(27,610,190)
	c. Employee benefits expense	23	19,150,471	6,657,188
	d. Finance costs	24	8,646,919	7,695,874
	e. Depreciation	10	3,038,884	1,258,877
	f. Other expenses	25	17,822,930	13,779,635
	<b>Total expenses</b>		<b>856,774,298</b>	<b>849,049,096</b>
V	<b>Profit before exceptional and extraordinary items and tax</b>		<b>16,879,817</b>	<b>10,367,485</b>
VI	<b>Extraordinary items</b>		<b>(17,310)</b>	-
VII	<b>Profit / (Loss) before tax</b>		<b>16,897,127</b>	<b>10,367,485</b>
VIII	<b>Tax expense:</b>			
	a. Current tax expense for current year		4,091,000	2,812,700
	b. Tax provision of earlier year written off/back		159,469	-
	c. Provision for Deferred tax		(95,499)	54,695
			<b>4,154,970</b>	<b>2,867,395</b>
IX	<b>Profit / (Loss) for the year</b>		<b>12,742,157</b>	<b>7,500,090</b>
X	<b>Earnings per share</b>	26		
	a. Basic		3.16	1.88
	b. Diluted		3.16	2.32

See accompanying notes forming part of the Financial Statements

## Notes to Accounts

As per our report of even date annexed hereto

For and on behalf of the Board of Directors of TRIDENT TEXOFAB LIMITED

For **BIPINCHANDRA J. MODI & CO.**

Chartered Accountants

FRN No. 101521W

Sd/-  
**Dency Kabrawala**  
(Partner)  
M. No.162050  
Place: Surat  
Date: 29/05/2019

Sd/-  
**Hardik Desai**  
(Managing Director)  
DIN: 01358227  
  
Surat  
Date: 29/05/2019

Sd/-  
**Chetan Jariwala**  
(Whole Time Director)  
DIN: 02780455  
  
Surat  
Date: 29/05/2019

Sd/-  
**Mehul Amareliya**  
(Company Secretary)  
M. No. A54306  
  
Surat  
Date: 29/05/2019

Sd/-  
**Jenish Jariwala**  
(Chief Financial Officer)  
  
Surat  
Date: 29/05/2019

# Cash Flow Statement

For the year ended 31st March, 2019

(All figures in Rs.)

Particulars	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
<b>A. Cash flow from operating activities</b>		
<b>Profit after tax</b>	12,742,157	7,500,090
Provision for tax	4,091,000	2,812,700
Deferred tax	(95,499)	54,695
Depreciation	3,038,884	1,258,877
Loss on sale of tangible asset	(17,310)	-
<b>Operating profit before working capital changes</b>	<b>19,759,232</b>	<b>11,626,362</b>
Adjustments for increase / decrease in :		
Trade receivables	27,330,941	(167,328,794)
Trade payables	(102,732,168)	154,683,910
Inventories	11,427,927	(27,606,837)
Short term loans and advances	4,581,112	2,525,794
Long term loans and advances	2,648,066	1,213,380
Other current liabilities	26,808,546	8,561,967
Other current assets	(16,295,619)	(3,994,157)
Short term provision	(3,867,336)	-
	(50,098,531)	(31,944,737)
<b>Deduct: Direct taxes (Net)</b>	<b>(7,419,930)</b>	<b>(4,145,340)</b>
<b>Cash flow from operations</b>	<b>(37,759,229)</b>	<b>(24,463,714)</b>
<b>B. Cash flow from investing activities</b>		
Sale of tangible assets	40,041	-
Purchase of Fixed assets	(76,966,354)	(4,368,599)
Purchase of current investments	-	-
Purchase of non-current investments	12,366,353	(18,308,192)
<b>Net cash flow from investing activities</b>	<b>(64,559,960)</b>	<b>(22,676,791)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from share premium	18,296,000	8,199,375
Dividend Paid	(782,672)	-
Proceeds from issue of equity share capital	-	36,641,250
Proceeds from issue of Preference share capital	2,000,000	-
Issue of Bonus / Right Shares	-	(3,755,000)
Receipt / (repayment) of long term borrowings	50,803,270	(10,166,739)
Receipt / (repayment) of short term borrowings	34,217,264	-
<b>Net cash flow from financing activities</b>	<b>104,533,862</b>	<b>30,918,886</b>
Net increase / (decrease) in cash and cash equivalents	2,214,674	(16,221,620)
Add: Cash and cash equivalents at the beginning of the year	2,344,733	18,566,352
<b>Cash and cash equivalents at the close of the year</b>	<b>4,559,407</b>	<b>2,344,732</b>

## Notes to Accounts

As per our report of even date annexed hereto

For and on behalf of the Board of Directors of TRIDENT TEXOFAB LIMITED

For **BIPINCHANDRA J. MODI & CO.**

Chartered Accountants

FRN No. 101521W

Sd/-  
**Dency Kabrawala**  
(Partner)  
M. No.162050  
Place: Surat  
Date: 29/05/2019

Sd/-  
**Hardik Desai**  
(Managing Director)  
DIN: 01358227  
  
Surat  
Date: 29/05/2019

Sd/-  
**Chetan Jariwala**  
(Whole Time  
Director)  
DIN: 02780455  
  
Surat  
Date: 29/05/2019

Sd/-  
**Mehul Amareliya**  
(Company  
Secretary)  
M. No. A54306  
  
Surat  
Date: 29/05/2019

Sd/-  
**Jenish Jariwala**  
(Chief Financial  
Officer)  
  
Surat  
Date: 29/05/2019

# Notes to Financial Statements

## Note 1- Significant Accounting Policies

### (a) Basis of preparation of Financial Statements:

(i) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions thereof. The financial statements have been prepared on accrual basis under historical cost convention and going concern basis. The accounting policies adopted in the preparation of financial statements are consistent with those followed in previous year.

(ii) The co has accounted for public issue expenses as deferred revenue expenditure to be written off over a period of 5 years.

### (b) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### (c) Fixed assets:

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of purchase price inclusive of duties (net of Cenvat), taxes, incidental expenses, erection / commissioning expenses, etc. up to the date the asset is ready for its intended use.

### (d) Depreciation:

(i) Depreciation on Fixed Assets is calculated on Straight Line Method basis presume rates arrived at based on useful life estimated and stipulated on Schedule - II of The Companies Act, 2013.

(ii) Depreciation on Fixed Assets added / disposed off during the year is provide on prorata basis with reference to number of days of addition / usage during the year.

(iii) Intangible Assets in the form of Software which are an integral part of Computer Systems are amortized at the same rate as that of Computer Systems.

(iv) Depreciation on Leasehold Property has been provided over the period Lease period.

### (e) Revenue Recognition:

(i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(ii) Revenue from Sales is recognized, net of returns and trade discounts, on transfer/passage of title to the customers, in accordance with the Sale of Goods Act, 1930.

(iii) The company collects Goods and Service Tax (GST) on behalf of the Government, therefore, there is no economic benefits flowing to the Company. Hence it is excluded from Revenue.

### (f) Inventories:

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprise of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of trading and other products are determined on cost. Cost is determined based on First in First Out (FIFO) basis

### (g) Provision for current and deferred Tax:

(i) Tax Provision for current tax is made after taking into consideration the provision of the Income Tax Act, 1961 as applicable to the company.

(ii) In accordance with the Accounting Standard - 22 - Accounting for Taxes on Income, prescribed under the Companies Accounting Standards Rules, 2006, the deferred tax for timing differences between the book and tax profits for the year is accounted for by using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty that the assets can be realized in future.

### (h) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Statement of Profit and Loss.

### (i) Investments:

Investments that are readily realizable and intended to be held for not more than a year, from the date on which such investments are made, are classified as current investments. All other investments are classified as Long- Term Investments. Current Investments are stated at lower of cost or fair value on individual investment basis. Long Term Investments are considered at cost, un less there is other than temporary decline in value thereof, in which case adequate provision is made for diminution in the value of Investments.

### (j) Provisions, Contingent Liabilities and Contingent Assets:

(i) A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.



(ii) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non - occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but disclose its existence in the financial statements.

(iii) The Company is contingently liable for Rs. 39,01,996 for suit filed by a supplier against the Company. The Company has received expert legal opinion that the Company will not be liable for the said amount considering the evidences filed by both the parties before the appropriate court.

(iv) The Company has availed financial facilities from Bank Of Baroda on Security of properties of the Company and Directors. Further the directors have given their personal guarantee to secure the repayment of the loan.

#### **(k) Retirement and Other Employee Benefits:**

Provision is made for the payment of Gratuity to the employees.

#### **(l) Earnings Per Share:**

(i) Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity share holders by the weighted average number of equity shares outstanding during the period.

(ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **(m) Related Party Transactions:**

Disclosure of transactions with Related Parties, as required by Accounting Standard 18 "Related Party Disclosure" has been set out in a separate note forming part of this schedule. Related Parties as defined under clause 3 of the Accounting Standard 18 have been indentified on the basis of representation made by key managerial personnel and information available with the company.

#### **(n) Cash and Cash Equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### **(o) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **(p) Prior period items**

All identifiable items of Income and Expenditure pertaining to prior period are accounted through "Prior Period Expenses Account".

(q) As per the consistant practice followed by the company, Sales, Purchase, Opening Stock, and closing stock are valued exclusive of all types of cess, duty, taxes etc. in accordance with AS 22 and guidance notes issued by the Institute of Chartered Accountants of India.

#### **(r) Segment Accounting:**

In accordance with Accounting Standard 17" Segment Reporting" as prescribed under Companies (Accounting Standards) Rules, 2006 (as amended), the company has determined its business segment as Textile Trading and Merchant Manufacturing. Since, there are no other business segments in which the company operates, there are no other primary reportable segments. Therefore, the segment revenue, results, segment assets, segment liabilities, total cost incurred to acquire segment assets, depreciation charge are all as reflected in the financial statements.

## Note 2- Share Capital

		31-03-19 Rs.	31-03-18 Rs.
<b>a)</b>	<b>Authorised:</b>		
	4000000 Equity Shares of Rs. 10/- each	40,000,000	40,000,000
	2000000 Preference Shares of Rs. 10/- each	20,000,000	20,000,000
		<b>60,000,000</b>	<b>60,000,000</b>
<b>b)</b>	<b>Issued, Subscribed &amp; Fully Paid-up Capital:</b>		
	<b>Equity Share Capital</b>		
	3995875 Equity Shares of Rs. 10/- each fully paid up (out of above 2322250 equity shares of Rs. 10/-each fully paid up issued as Bonus Share)	39,958,750	39,958,750
	<b>Preference Shares Capital</b>		
	200000 Preference Shares of Rs. 10/- each	2,000,000	
		<b>41,958,750</b>	<b>39,958,750</b>

### c) (i) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	% held	No. of shares	% held
Hardik Desai	22,85,211	57.18%	22,85,211	57.18%
Chetan Jariwala	513,980	12.86%	507,980	12.71%

### c) (i) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	% held	No. of shares	% held
Hardik Desai	15,000	7.50%	-	-
Chetan Jariwala	10,000	5.00%	-	-
Amit Halvawala	20,000	10.00%	-	-
Vicky Brijwasi	15,000	7.50%	-	-
Mittal Shah	20,000	10.00%	-	-
Ashmi Kesariya	15,000	7.50%	-	-
Nikunj Mittal	20,000	10.00%	-	-
Manish Halvawala	20,000	10.00%	-	-
Kanaiya Kadhiwala	20,000	10.00%	-	-
Parthiv Patel	10,000	5.00%	-	-
Amish Lakdawala	10,000	5.00%	-	-

### d) Reconciliation of number of shares

#### Equity Shares

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
Shares at the beginning	3,995,875	39,958,750	331,750	3,317,500
Shares issued during the year	-	-	3,664,125	36,641,250
<b>Shares at the end of the year</b>	<b>3,995,875</b>	<b>39,958,750</b>	<b>3,995,875</b>	<b>39,958,750</b>

## Preference Shares

Particulars	As at 31st March 2019		As at 31st March 2018	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
Shares at the beginning	-	-	-	-
Shares issued during the year	200,000	2,000,000	-	-
<b>Shares at the end of the year</b>	<b>200,000</b>	<b>2,000,000</b>	<b>-</b>	<b>-</b>

## Note 3- Reserves & Surplus

		31-03-2019 Rs.	31-03-2018 Rs.
<b>a)</b>	<b>Securities Premium</b>		
	Opening balance	27,666,875	19,467,500
	Add : Premium on shares issued during the year	18,296,000	27,666,875
	Less : Issue of Bonus Shares	-	19,467,500
	<b>Closing balance</b>	<b>45,962,875</b>	<b>27,666,875</b>
<b>b)</b>	<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
	Opening balance	15,010,502	15,132,748
	Less: Issue of Bonus Shares	-	3,755,000
		15,010,502	11,377,748
	Add: Profit / (Loss) for the year	12,742,157	7,500,090
	Appropriation and Allocation		
	Less: Short Proposed Final Dividend of previous year	782,672	-
	Less: Proposed Final Dividend-Equity	3,995,875	3,213,203
	Less: Dividend Distribution Tax-Equity	821,312	654,133
	Less: Proposed Final Dividend-Preference	100,000	-
	Less: Dividend Distribution Tax- Preference	20,554	-
	<b>Closing balance</b>	<b>22,032,246</b>	<b>15,010,502</b>
		<b>67,995,121</b>	<b>42,677,377</b>

## Note 4- Long-term borrowings

		31-03-2019 Rs.	31-03-2018 Rs.
<b>a)</b>	<b>Term loans</b>		
	From banks		
	Secured	31,007,000	-
	Unsecured	4,347,674	3,028,713
		<b>35,354,674</b>	<b>3,028,713</b>
	From NBFCs		
	Secured	29,887,615	31,013,922
	Unsecured	23,714,626	7,458,409
		<b>53,602,241</b>	<b>38,472,331</b>
<b>b)</b>	<b>Loans and advances from related parties</b>	3,520,292	172,893
		<b>92,477,207</b>	<b>41,673,937</b>

## Note 5- Deferred tax liabilities

		31-03-2019 Rs.	31-03-2018 Rs.
<b>a)</b>	<b>Deferred Tax Liability</b>		
	Arising out of timing difference in depreciable assets	141,424	236,923
	<b>Net deferred tax liability</b>	<b>141,424</b>	<b>236,923</b>

### Note 6- Short-term borrowings

		31-03-2019 Rs.	31-03-2018 Rs.
a)	<b>Loans repayable on demand</b>		
	From Banks		
	Secured	34,217,264	-
		<b>34,217,264</b>	<b>-</b>

### Note 7- Trade Payables

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Sundry Creditors for Goods	193,865,453	300,714,250
b)	Sundry Creditors for Expenses	6,470,673	2,354,044
		<b>200,336,126</b>	<b>303,068,294</b>

### Note 8- Other current liabilities

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Statutory Liabilities (GST, TDS, PT, etc.)	15,913,675	901,921
b)	Current maturities of long-term debt	20,682,393	8,663,825
c)	Other Payables:		
	Expenses Payable	2,695,948	718,290
	Capital Creditors	-	1,500,000
d)	Advance Received from Customers	333,493	1,032,927
		<b>39,625,509</b>	<b>12,816,963</b>

### Note 9- Short Term Provisions

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Dividend on Equity Shares		
	Proposed Dividend	3,995,875	3,213,203
b)	Dividend on Preference Shares		
	Proposed Dividend	100,000	-
c)	Dividend Distribution Tax Equity		
	Tax on Proposed Dividend	821,312	654,133
d)	Dividend Distribution Tax Preference		
	Tax on Proposed Dividend	20,554	-
e)	Income tax provision	9,158,200	5,067,200
		<b>14,095,941</b>	<b>8,934,536</b>

## Note 10- Fixed Assets

Particulars	Gross Block				Depreciation			Net Block	
	Opening	Addition	Deletion	Closing	Opening	For the year	Adjustment	Closing	Opening
<b>Tangible Assets:</b>									
Equipments	1,722,894	602,555	62,500	2,262,949	1,150,879	281,805	39,768	1,392,916	870,034
Commercial Building:	9,103,678	-	-	9,103,678	1,353,862	293,890	-	1,647,752	7,455,926
Vehicle	22,58,506	70,784	-	2,329,290	1,477,203	297,771	-	1,774,974	554,316
Plant & Machinery	4,048,359	5,828,247	3,165,193	6,711,413	4,510	258,480	-	262,990	6,448,422
Furniture	3,720,969	2,177,958	-	5,898,927	1,520,068	530,891	-	2,050,959	3,847,968
Computer	442,990	4,737,080	-	5,180,070	397,701	1,299,488	-	1,697,189	3,482,881
Electrical Fittings	421,102	787,854	-	1,208,956	188,403	73,455	-	261,857	947,098
Leasehold property	-	480,460	-	480,460	-	3,104	-	3,104	477,356
Advance for Capital Assets	-	621,000	-	621,000	-	-	-	-	621,000
Capital Goods under installation	-	64,825,608	-	64,825,608	-	-	-	-	64,825,608
<b>Total Tangible Assets</b>	<b>21,718,498</b>	<b>80,131,547</b>	<b>3,227,693</b>	<b>98,622,352</b>	<b>6,092,627</b>	<b>3,038,884</b>	<b>39,768</b>	<b>9,091,742</b>	<b>89,530,609</b>
<b>TOTAL</b>	<b>21,718,498</b>	<b>80,131,547</b>	<b>3,227,693</b>	<b>98,622,352</b>	<b>6,092,627</b>	<b>3,038,884</b>	<b>39,768</b>	<b>9,091,742</b>	<b>89,530,609</b>
<b>Figures for 2017-18</b>	<b>17,349,899</b>	<b>4,368,599</b>	<b>-</b>	<b>21,718,498</b>	<b>4,833,750</b>	<b>1,258,877</b>	<b>-</b>	<b>6,092,627</b>	<b>15,625,871</b>
<b>Figures for 2016- 17</b>	<b>17,185,594</b>	<b>1,257,372</b>	<b>1,093,067</b>	<b>17,349,899</b>	<b>3,909,469</b>	<b>1,301,038</b>	<b>376,756</b>	<b>4,833,750</b>	<b>12,516,149</b>
<b>Figures for 2015- 16</b>	<b>20,598,099</b>	<b>87,495</b>	<b>3,500,000</b>	<b>17,185,594</b>	<b>3,581,061</b>	<b>1,349,995</b>	<b>1,021,587</b>	<b>3,909,469</b>	<b>13,276,125</b>
									<b>17,017,038</b>

## Note 11- Non-current investments

	31-03-2019 Rs.	31-03-2018 Rs.
Investments (At cost):		
a) Investment in V N Capital LLP	65,21,376	65,25,000
b) Investment in equity instruments		
Quoted Investments	7,634,816	19,997,544
At Cost		
Equity Shares		
Aban Offshore Limited of Rs 2 each (1500 fully paid shares)	370,124	370,124
Anant Raj Limited of Rs 2 each (3750 fully paid shares)	270,442	270,442
Asian Granito India Limited of Rs 10 each (500 fully paid shares)	292,620	292,620
Bharat Bijlee Limited of Rs 10 each (500 fully paid shares)	-	860,478
Bharat Forge Limited of Rs 2 each (1000 fully paid shares)	-	727,075
Dcb Bank Limited of Rs 10 each (PY 4605 and CY 2500 fully paid shares)	-	491,589
Dynamic Cables Limited of Rs 10 each (3000 fully paid shares)	207,777	207,777
Edelweiss Financial Services Limited of Rs 1 each (PY 3500 and CY 4000 fully paid shares)	340,649	806,250
Eros International Media Limited of Rs 10 each (1000 fully paid shares)	191,790	191,790
Escorts Limited of Rs 10 each (500 fully paid shares)	-	411,312
ICICI Bank Limited of Rs 2 each (2500 fully paid shares)	-	839,307
Indiabulls Real Estate Limited of Rs 2 each (1500 fully paid shares)	362,352	362,352
Jindal Steel & Power Limited of Rs 1 each (1000 fully paid shares)	-	257,460
Jiya Eco-Products Limited of Rs 10 each (7200 fully paid shares)	-	685,788
Marathon Nextgen Realty Limited of Rs 5 each (500 fully paid shares)	327,983	327,983
Max India Limited of Rs 2 each (5000 fully paid shares)	656,419	656,419
Nocil Limited of Rs 10 each (3000 fully paid shares)	-	444,510
Orissa Bengal carrier Ltd	154,304	-
Panasonic Energy India Company Limited of Rs 10 each (1800 fully paid shares)	-	544,695
Piramal Enterprises Limited of Rs 2 each (PY 330 and CY 300 fully paid shares)	-	735,970
Precision Camshafts Limited of Rs 10 each (4000 fully paid shares)	479,124	479,124
Rattanindia Power Limited of Rs 10 each (50000 fully paid shares)	364,500	364,500
Reliance Naval And Engineering Limited of Rs 10 each (1000 fully paid shares)	676,335	527,078
Ruchira Papers Limited of Rs 10 each (PY 4000 and CY 2500 fully paid shares)	-	451,098
Share India Securities Limited of Rs 10 each (3000 fully paid shares)	-	264,090
Shreeji Translogistics Limited of Rs 10 each (1000 fully paid shares)	-	170,260
Sonata Software of Rs 1 each (500 fully paid shares)	-	133,696
Sun Pharmaceutical Industries Ltd. of Rs 1 each (1000 fully paid shares)	-	556,829
Tasty Dairy Specialities Limited of Rs 10 each (18000 fully paid shares)	-	919,152
Tata Global Beverages Limited of Rs 1 each (2000 fully paid shares)	-	563,765
Technocraft Industries (India) Ltd of Rs 10 each (1000 fully paid shares)	-	532,078
Unitech Limited of Rs 2 each (50000 fully paid shares)	472,896	472,896
Vippy Spinpro Limited of Rs. 10 each (4000 fully paid shares)	-	211,537
Un-Quoted Investments		
Equity Shares		
Metropolitan Stock Exchange Of India Limited of Rs 1 each (100000 fully paid shares)	270,442	270,442
Trident Life Line Private Limited of Rs 10 each (227500 fully paid shares)	2,275,000	2,275,000
c) Investment in mutual funds		
Aditya Birla Sun Life Equity Fund - GR ( Units 84.602 )	-	60,000
Dsp Blackrock Smallcap Fund - GR ( Units 2344.798 )	-	130,000
Dsp Blackrock Midcap Fund - Reg GR ( Units 1260.299)	-	70,000
Hdfc Mid-Cap Opportunities Fund - GR ( PY 2388.118 and CY Units 0)	-	200,000
Kotak Emerging Equity Scheme - GR ( PY 3143.131 and CY Units 0)	-	290,000
L & T India Value Fund - GR ( PY Units 3321 and CY Units 0)	-	290,000
Motilal Oswal Most Focused Multicap 35 Fund - GR ( PY Units 11973.969 and CY Units 0 )	-	270,000
Principal Emerging Bluechip Fund - GR ( PY Units 622.431 and CY Units 0)	-	230,000

	31-03-2019 Rs.	31-03-2018 Rs.
Reliance Small Cap Fund - GR ( PY Units 3168.28 and CY Units 0 )	-	200,000
Sbi Magnum Multicap Fund - GR ( PY 2449.506 and CY Units 0)	-	180,000
Sbi Pharma Fund - Regular Plan - GR ( PY 850.018 and CY Units 0)	-	290,000
Sundaram S.M.I.L.E Fund - GR ( PY 1207.875 and CY Units 0)	-	190,000
	<b>14,156,192</b>	<b>26,522,544</b>

#### Note 12- Deferred tax Assets

	31-03-2019 Rs.	31-03-2018 Rs.
a) Deferred Tax Assets		
Arising out of timing difference in depreciable assets	-	-
Net deferred tax assets	-	-

#### Note 13- Long-term loans and advances

(unsecured consider good)

	31-03-2019 Rs.	31-03-2018 Rs.
a) Security deposits		
Unsecured, considered good	2,250,074	752,800
b) Advance Tax Provisions	7,419,930	4,145,340
	<b>9,670,004</b>	<b>4,898,140</b>

#### Note 14- Inventories

(as taken, valued & certified by the management)

	31-03-2019 Rs.	31-03-2018 Rs.
a) Stock in Trade	39,250,758	50,678,685
	<b>39,250,758</b>	<b>50,678,685</b>

#### Note 15- Trade receivables

(unsecured consider good)

	31-03-2019 Rs.	31-03-2018 Rs.
a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good		
Outstanding for more than six months	55,662,559	13,308,582
b) Other Trade receivables		
Unsecured, considered good	238,331,101	308,016,019
	<b>293,993,660</b>	<b>321,324,601</b>



#### Note 16- Cash and cash equivalents

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Cash on hand	293,595	287,742
b)	Balances with banks in current accounts	3,593,812	1,384,991
c)	Balances with banks as fixed deposits	672,000	672,000
		<b>4,559,407</b>	<b>2,344,733</b>

#### Note 17- Short-term loans and advances

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Others:		
	Unsecured, considered good	857,227	862,057
b)	Loan to related Parties	17,817,986	22,394,268
		<b>18,675,213</b>	<b>23,256,325</b>

#### Note 18- Other Current Assets

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Prepaid Exp.	3,213,899	3,476,721
b)	TDS Receivable	1,935,309	1,232,836
c)	CGST Receivable	7,972,181	3,162
d)	SGST Receivable	7,890,111	3,162
		<b>21,011,500</b>	<b>4,715,881</b>

#### Note 19- Revenue from operations

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Sale of products	912,890,004	886,530,645
	Less: Goods and Service Tax (GST)	43,916,193	31,905,838
		<b>868,973,811</b>	<b>854,624,807</b>

#### Note 20- Other income

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Interest income	3,208,872	2,792,701
b)	Dividend income	18,175	50,525
c)	Profit on Sale of fixed assets	17,310	-
d)	Short Profit on Sale of investments	1,341,674	996,270
e)	Long Term Profit on Sale of investments	111,583	952,278
		<b>4,697,614</b>	<b>4,791,774</b>

### Note 21- Purchase of Traded Goods

		31-03-2019 Rs.	31-03-2018 Rs.
	Purchase of Traded goods	796,687,167	847,267,712
		<b>796,687,167</b>	<b>847,267,712</b>

### Note 22- (Increase)/ Decrease in inventories of Finished Goods

		31-03-2019 Rs.	31-03-2018 Rs.
	Opening stock	50,678,685	23,071,848
	Less: Decrease in Opening Stock	-	3,353
	Net Opening Stock	50,678,685	23,068,495
	Less: Closing stock	39,250,758	50,678,685
		<b>11,427,927</b>	<b>(27,610,190)</b>

### Note 23- Employees benefits expenses

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Employees Salaries	19,150,471	6,657,188
		<b>19,150,471</b>	<b>6,657,188</b>

### Note 24- Financial Cost

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Interest expense on:		
	(i) Bank Borrowings	185,036	6,834,853
b)	Bank Charges	931,473	509,546
c)	Other Interest	7,530,411	351,475
		<b>8,646,919</b>	<b>7,695,874</b>

### Note 25- Other Expenses

		31-03-2019 Rs.	31-03-2018 Rs.
	<b>Manufacturing Expenses</b>		
	Designing Charges	12,000	-
	Flock Work Charges	46,564	-
	Foil Print Charges	59,326	-
	Embossin Expenses	41,938	-
	Machinery Parts	15,506	-
	Checking Expenses	23,613	-
	Packing Exp	870,777	1,701,362
	Rent Expenses	1,808,000	756,000
	Jobwork Expenses	3,164,246	2,318,491
	Power & fuel	1,388,932	116,702
	Freight and forwarding	753,382	382,740

		For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
		<b>8,184,283</b>	<b>5,275,294</b>
	<b>Selling &amp; Distribution Expenses</b>		
	Sales commission	3,418,441	4,002,196
	Business promotion	357,292	220,667
		<b>3,775,734</b>	<b>4,222,863</b>
	<b>Establishment Expenses</b>		
	Donations and contributions	22,001	551,000
	Insurance Expenses	158,246	113,245
	Legal and professional	1,948,934	300,897
	Payments to Auditors	185,000	147,801
	Printing and stationery	163,614	106,631
	Postage & Courier	210,245	201,797
	Repairs to Machinery	169,956	110,766
	Rates & taxes	122,042	110,765
	Travelling and conveyance	350,369	815,056
	Other Expenses	2,532,506	1,823,520
		<b>5,862,913</b>	<b>4,281,477</b>
		<b>17,822,930</b>	<b>13,779,635</b>

#### Note 26- Earnings per share

		31-03-2019 Rs.	31-03-2018 Rs.
	Basic		
	Net profit/(loss) for the year	12,742,157	7,500,090
	Less: Preference dividend and tax thereon	100,000	-
	Net Profit/(loss) for the year attributable to the equity shareholders	12,642,157	7,500,090
	Outstanding Equity shares	3,995,875	3,995,875
	Par value per share	10	10
	Earnings per share – Basic	3.16	1.88
	Weighted average number of equity shares	3,995,875	3,234,732
	Earnings per share, from continuing operations - Diluted	3.16	2.32

#### Note 27- Payment of Auditor's Remuneration

		31-03-2019 Rs.	31-03-2018 Rs.
a)	Audit	135,000	110,000
b)	Company Law Matter	69,000	50,000
c)	Income Tax Return Filing Fees	50,000	37,000
d)	Taxes	-	35,801
		<b>254,000</b>	<b>232,801</b>

#### Note 28

The Company does not have any imports.

#### Note 29

The Company does not have any expenditure in foreign currency.

**Note 30**

In view of the nature of business and number of products of the company, it is not possible to give quantitative details.

**Note 31**

The company does not have any contingent liabilities and capital commitment which have been fully disclosed in significant accounting policies.

**Note 32 - Related party disclosures****32(a) Relationships:**

- (a) Key management personnel
  - Mr. Hardik Desai (Managing Director)
  - Mr. Chetan Jariwala (Whole Time Director)
  - Mrs. Maniya Desai (Director)
- (b) Relatives of Key management personnel
  - (i) Mrs. Rupa Jariwala (Spouse of Director)
  - (ii) Mrs. Anjana Desai (Mother of Director)
- (c) Entities where directors are interested
  - M/s. Durga Corporation
  - M/s. Yashasvee Textile
  - M/s. Shree Santram Silk Mills LLP
  - M/s. N . J. Tex World
  - M/s. Havana World Wide

**Note 32 (b)- Transactions:**

Nature of transactions	KMP and relatives	Associate	Entities where directors have interest
<b>Salary</b>			
Mr. Hardik Desai	1,625,000	-	-
Mr. Deepak Gandhi	405,000	-	-
Mr. Chetan Jariwala	1,200,000		
<b>Outstanding: Receivable</b>			
M/s. Yashasvee Textile	-	-	482,498
<b>Unsecured Loans: Payable</b>			
Mr. Chetan Jariwala	1,681,183	-	
Mr. Hardik Desai	1,839,109		-

For **BIPINCHANDRA J. MODI & CO.**  
Chartered Accountants  
FRN No. 101521W

For and on behalf of the Board of Directors of TRIDENT TEXOFAB LIMITED

Sd/-  
**Dency Kabrawala**  
(Partner)  
M. No.162050  
Place: Surat  
Date: 29/05/2019

Sd/-  
**Hardik Desai**  
(Managing Director)  
DIN: 01358227  
Surat  
Date: 29/05/2019

Sd/-  
**Chetan Jariwala**  
(Whole Time Director)  
DIN: 02780455  
Surat  
Date: 29/05/2019

Sd/-  
**Mehul Amareliya**  
(Company Secretary)  
M. No. A54306 Surat  
Date: 29/05/2019

Sd/-  
**Jenish Jariwala**  
(Chief Financial Officer)  
Surat  
Date: 29/05/2019



**TRIDENT TEXOFAB LIMITED**

**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

**11th Annual General Meeting on Monday, 29th July 2019 at 11:00 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 11th Annual General Meeting of the Company held at 5th Floor, Office Building,  
APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat on Monday, July 29, 2019 at 11.00 a.m.

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.**



**TRIDENT TEXOFAB LIMITED**

**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]**

**11th Annual General Meeting on Monday, 29th July 2019 at 11:00 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 11th Annual General Meeting of the Company, to be held on Monday, July 29, 2019 at 11.00 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>ORDINARY BUSINESSES</b>
1.	Adoption of the financial statements
2.	To declare Final Dividend on Equity Shares for the Financial Year 2018-19
3.	To declare Dividend on CCPS for the Financial Year 2018-19
4.	To appoint a Director in place of Mrs. Maniya Hardik Desai (DIN- 05351685), who retires by rotation and being eligible, offers herself for re-appointment
	<b>SPECIAL BUSINESSES</b>
5.	Appointment of Statutory Auditor
6.	Appointment of Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) as a Director
7.	Creation of Charges on the Movable and Immovable properties of the Company, both present and future, in respect of borrowings u/s 180(1)(a) of the Companies Act, 2013
8.	To increase the borrowing power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013
9.	Determining the fees for delivery of document through a particular mode of delivery to a member
10.	Ratification of the Disclosures pursuant to issue of Compulsorily Convertible Cumulative Preference Shares (CCPS) by way of Preferential Allotment on Private Placement Basis in the notice dated February 11, 2019 sent to the shareholders
11.	Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director of the Company
12.	Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director of the Company
13.	Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director of the Company
14.	Payment of managerial remuneration in excess of limit prescribed under the Act

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

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 11th Annual General Meeting.



## Notes

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



**TRIDENT TEXOFAB LIMITED**

2004, 2nd Floor, North Extension, Falsawadi,  
Begumpura, Nodh-4/1650, Sahara Darwaja,  
Surat-395003, Gujarat, India

Phone: +91-261-2451284/274 Email: [info@tridenttexofab.com](mailto:info@tridenttexofab.com)

Website: [www.tridenttexofab.com](http://www.tridenttexofab.com)



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