

Date: 25th June, 2020

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

Dear Sir/Madam,

Sub: Intimation of the Postal Ballot Process initiated by Trident Texofab Limited ("the Company/TTFL") for obtaining shareholders' approval

We would like to inform you that the Board of Directors of the Company on June 25, 2020 has approved the conducting of Postal Ballot by way of remote e-voting facility only, to obtain approval of the shareholders of the Company by way of:-

- 1. Ordinary Resolution:** Increase In Authorized Share Capital of the Company and consequent alteration in the capital clause of Memorandum of Association of the Company.
- 2. Ordinary Resolution:** Issue of bonus shares.
- 3. Special Resolution:** Migration from BSE SME platform to BSE main board.

In this regard, please find enclosed copy of the Postal Ballot Notice dated June 25, 2020 for obtaining approval of the shareholders.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 17/2020 dated 13th April 2020 read with General Circular No. 22/2020 dated 15th June 2020 (the "MCA Circulars") and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Accordingly, the Company shall dispatch the Postal Ballot Notice through email to the shareholders of the Company whose names appear in the Register of Members of the Company as on the Cut-off Date i.e. Friday, June 19, 2020 and who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. The hard copy of Postal Ballot Notice and pre-paid business reply envelope shall not be sent to the shareholders for the Postal Ballot in terms of the MCA Circulars.



The voting rights of the shareholders of the Company shall be determined based on the equity shares held by them as on Cut-off Date i.e. Friday, June 19, 2020.

The remote e-voting facility will be available for the following period:

Commencement of e-voting: Wednesday, July 01, 2020 (9:00 A.M. IST)

End of e-voting: Thursday, July 30, 2020 (5:00 P.M. IST)

The Board of Directors of the Company has appointed Mr. Praful Vekariya (Membership No. 21367 C.P. No. 10858), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot /e-voting process in a fair and transparent manner.

Result of postal ballot through remote e-voting will be submitted by Sunday, August 2, 2020 and will be posted on the Company's website www.tridenttexofab.com, on the website of Company's Registrar at <https://evoting.karvy.com> and BSE's website at www.bseindia.com.

In case of shareholders have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

1. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ("KFin"), by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter and mentioned herein below:

Electronic folios:

- A. Visit the link <https://karisma.kfintech.com/emailreg>
- B. Select the company name
- C. Shareholder to enter DPID-CLID / Folio No. and PAN No.
- D. Shareholder to enter the email id and Mobile No.
- E. System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
- F. Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. Only).
- G. System confirms the email id for the limited purpose of serviced postal ballot notice.
- H. System will send the notice & procedure for e-voting to the email given by shareholder

All the equity shares are in demat form only and therefore procedure for temporarily registration for physical folios not provided.

Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.



2. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants by following due procedure. The shareholders are therefore requested to get their email addresses registered accordingly for receiving all future communications including but not limited to Annual Reports etc. also.
3. For any query or grievance pertaining to remote e-voting, members may write to Company at cs@tridenttexofab.com or may contact Mr. V. Raghunath, Deputy Manager-Corporate Registry-KFin Technologies Private Limited (KFin), Unit Trident Texofab Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad - 500032, Tel. No.: +91 40 6716 1606/1776 or send an e-mail at einward.ris@kfintech.com or raghu.vedha@kfintech.com or may contact at their Toll Free No.: 1-800-34-54-001 for any further clarifications.

This is for your information and also for the information of the members and public at large.

Yours faithfully,

FOR TRIDENT TEXOFAB LIMITED


MEHUL N. AMARELIYA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO. A54306



Encl. Postal Ballot Notice



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

POSTAL BALLOT NOTICE

[NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.]

Dear Members,

Notice is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 20, 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" and the General Circular No. 22/ 2020 dated June 15, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of Covid-19 - Extension of time- reg" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Trident Texofab Limited ("**Company**"), to consider and if thought fit to pass the resolutions set out herein below by way of a remote e-voting ("Postal Ballot/E-voting").

The proposed resolutions along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. The proposed resolutions and explanatory statement are being sent to you for your consideration.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. Praful Vekariya (Membership No. 21367 C.P. No. 10858), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot /e-voting process in a fair and transparent manner.

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Company is providing e-voting facility to its members**, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

SPECIAL BUSINESSES:**1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and Article No. 4 of the Articles of Association of the Company (‘AOA’), consent of the members be and is hereby given to increase the Authorized Share Capital of the Company from the existing Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 58,00,000 (Fifty Eight Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,00,000 (Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each TO Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lacs only) by creation of additional 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lacs only).

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

“V. The Authorized Share Capital of the Company is Rs. 10,30,00,000/- divided into 1,03,00,000 (One Crore Three Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and Rs. 20,00,000/- divided into 2,00,000 (Two Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.”

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

2. ISSUE OF BONUS SHARES:

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 63 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Foreign Exchange Management Act, 1999 ('FEMA'), as amended and any other applicable laws, rules, regulations, circulars, notifications, clarifications, guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the BSE Limited where the shares of the Company are listed ('Stock Exchange') or any other regulatory authority / body, in accordance with enabling provisions in the Articles of Association of the Company and on recommendation of the board, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and the securities premium account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose

names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board ('Record Date'), in the proportion of 14 (Fourteen) equity share for every 10 (Ten) existing equity shares held by the Members and the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid-up capital of the Company and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the bonus shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the fully paid-up equity shares of the Company as existing on the Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus equity shares and the share certificate(s) for bonus equity shares be issued / dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors (FPIs), Global Depository Receipts (GDRs) and other Foreign Investors, if any, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT in case of fractions of shares if any arising out of issue and allotment of Bonus Shares, the Board be and is hereby authorized to ignore such fractions, or otherwise to make suitable arrangements to deal with such fractions for the benefit of the eligible members, as they may deem fit.

RESOLVED FURTHER THAT board of directors of the Company be and are hereby authorized to take necessary steps for listing of the new equity shares on the Stock Exchange where the securities of the Company are presently listed, as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations and to do all such acts, deeds, matters and give such directions as may be necessary or desirable to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new equity shares and its decision shall be final and binding.

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

3. MIGRATION FROM BSE SME PLATFORM TO BSE MAIN BOARD:

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

Pursuant to Regulation 277 of ICDR Regulations, 2018, the Resolution shall be passed by requisite majority if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of BSE Limited ('BSE') and consent of applicable regulatory authorities, the consent of the Members be and is hereby accorded for purpose of migration of the Company's present listing of equity shares of the company from SME Platform of BSE SME to Main Board of the BSE Limited and to follow such procedures as specified by ICDR Regulations, stock exchange and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of giving effect to aforementioned resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to delegate all or any of the power herein conferred to any of Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

By Order of the Board
For Trident Texofab Limited
Sd/-

Mehul N. Amareliya
Company Secretary & Compliance Officer
M. No. A54306

Date: 25.06.2020
Place: 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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special businesses are annexed hereto.
2. The postal ballot notice is being sent to/ published/ displayed for all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on Friday, June 19, 2020, which will be considered for the purposes of remote e-voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
3. 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, June 19, 2020.**
4. Due to non-availability/difficulty of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e., KFin Technologies Private Limited ("KFin"), and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., KFin, for registration of email addresses in terms of the MCA Circulars. The process for registration of email addresses is as under:
 - a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the KFin, by clicking the link: <https://karisma.kfintech.com/emailreg> and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get a soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to: einward.ris@kfintech.com or cs@tridenttexofab.com.

- b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following due procedure.
- c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ KFin to enable servicing of notices and documents electronically to their email address.
5. The Notice has also been placed on Company’s website: www.tridenttexofab.com and KFin’s e-voting website: <https://evoting.karvy.com> and will also be available on the website of stock exchanges i.e., www.bseindia.com.
6. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
7. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members on the last date of e-voting i.e. Thursday, July 30, 2020.

8. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by KFin.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 A.M.(IST) on Wednesday, July 1, 2020
End of remote e-voting	Upto 5:00 P.M. (IST) on Thursday, July 30, 2020

9. The remote e-voting module shall be disabled by KFin for voting at 5:00 P.M. (IST) on Thursday, July 30, 2020. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently. **Kindly note that the Members can opt for only through evoting.**

The procedure and instructions for remote e-voting are as follows:

- a. Launch the internet browser by typing the URL <https://evoting.karvy.com>;
- b. Enter the login credentials (i.e., user ID and password). However, if you are already registered with KFin for remote e-voting, you can use your existing user ID and password for casting your vote;

User ID	For members holding shares in demat form: - i) For NSDL: - 8 Character DP ID followed by 8-digit Client ID ii) For CDSL: - 16 digits Beneficiary ID / Client ID For members holding shares in physical form: - E-Voting Event Number (“EVENT”) followed by folio no. registered with the Company.
Password	Your existing password/ unique password provided in the e-mail forwarding the electronic notice

- c. After entering these details appropriately, click on “LOGIN”;
- d. You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@, \$, # etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential;

- e. After changing password, you need to login again with the new credentials;
- f. On successful login, the system will prompt to select the EVENT for **Trident Texofab Limited**;
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as on Friday, June 19, 2020. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution. If the member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head;
- h. You may then cast your vote by selecting an appropriate option and click on “Submit”;
- i. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts;
- j. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained;
- k. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s);
- l. Corporate/ institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in pdf format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at pnvekariya12@gmail.com with a copy marked to evoting@karvy.com and cs@tridenttexofab.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name EVENT”;
- m. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

For any query or grievance pertaining to remote e-voting, members may write to Company at cs@tridenttexofab.com or may contact Mr. V. Raghunath, Deputy Manager-Corporate Registry-KFin Technologies Private Limited (KFin), Unit Trident Texofab Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad - 500032, Tel. No.: +91 40 6716 1606/1776 or send an e-mail at inward.ris@kfintech.com or raghu.veedha@kfintech.com or may contact at their Toll Free No.: 1-800-34-54-001 for any further clarifications.

Further, members may also visit Help & FAQs section available at KFin’s website <https://evoting.karvy.com>.

- 10. ALL relevant documents referred to in the explanatory statement to this Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of the last date for receipt of votes by remote e-voting i.e., Thursday, July 30, 2020. Members seeking to inspect can send an e- mail to the Investor Service Cell of the Company at cs@tridenttexofab.com. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the company secretary of the Company at cs@tridenttexofab.com.
- 11. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and Listing Regulations the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Surat.
- 12. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results along with the Scrutinizer’s report will also be posted websites of the Company i.e., www.tridenttexofab.com, KFin i.e., <https://evoting.karvy.com>, stock exchanges i.e., www.bseindia.com and on the website of the depositories. In the event that the lockdown on account of COVID-19 pandemic is eased off and the Company’s offices are open for business, the Company will also display the results at its registered office. The resolution, if passed by the

requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, July 30, 2020.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. **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, KFin Technologies Private Limited to provide efficient and better services.**
15. **Disclosures pursuant to Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations') and the companies act, 2013:**
 1. The company is authorized by its articles of association for issue of bonus shares, capitalisation of reserves, etc.
 2. The board has recommended the issue of bonus shares.
 3. The company has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it.
 4. The company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus.
 5. There are no outstanding partly paid shares as on the date of the approval of the bonus shares,
 6. None of the company's promoters or directors is a fugitive economic offender.

EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

FOR ITEM NO.:- 1 & 2

As you all are aware that the Company's shares have been listed on SME platform of BSE Limited since October 5, 2017. Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2019 total free reserves and security premium account of the Company is Rs. 6.80 Crore including Security Premium Account of Rs. 4.60 crore. With a view to capitalize free reserves and the Security Premium Account and to rationalize the capital structure along with to eligible for migration to main board of BSE Ltd, the Board of Directors at their meeting held on June 25, 2020, have recommended the issue of Bonus shares in the proportion of 14 (Fourteen) equity shares of Rs. 10/- (Rupees Ten only) each fully paid-up for every 10 (Ten) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of Rs. 5,87,42,250/- (Rupees Five Crore Eighty Seven Lacs and Forty Two Thousand Two Hundred Fifty Only) standing to the credit of free reserve and securities premium account of the Company. The Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid-up capital of the Company and not as income or in lieu of dividend.

The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Act and subject to such approvals, if required, from the statutory authorities.

Since the issue of Bonus shares will result in an increase in paid-up capital of the Company, the Company therefore proposes to increase its authorized share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of the shareholders is required for increasing the authorized share capital of the Company. Therefore, it is proposed to increase authorized share capital from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 58,00,000 (Fifty Eight Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,00,000 Preference Shares of Rs. 10/- (Rupees Ten Only) each TO Rs. 10,50,00,000/- (Rupees Ten Crores and Fifty Lacs only) consisting of 1,03,00,000 (One Crore and Three Lacs) equity shares having face value of Rs. 10/- each and 2,00,000 Preference Shares of Rs. 10/- (Rupees Ten) each by creation of additional 45,00,000 (Forty Five Lacs) equity shares of Rs. 10/- (Rupees Ten) each. Consequent to increase in the authorized share capital, it is necessary to change the existing capital clause of the Memorandum of Association of the Company.

The Board recommends the resolutions as set out at Item No.1 & 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item Nos. 1 and 2 of this Notice except to the extent of their shareholding held by them in the Company.

FOR ITEM NO.:- 3

The equity shares of the Company are listed and traded on the SME segment of BSE w.e.f. October 5, 2017 and intends to migrate to the Main Board of BSE Limited as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Board of Directors at its meeting held on June 25, 2020 has approved the migration of the company from SME Platform of BSE Limited to the main board of BSE Limited subject to approval of the Regulatory Authorities and members of the Company by way of Special Resolution.

The Board of Directors is of the view that the migration of the Company to the Main Board will enhance recognition of the Company and improve the liquidity of shareholders. The listing on the Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go a long way in enhancing the image of the company. The benefits of listing on the Main Board in the form of market capitalization, increased liquidity, wide sharing of the ownership, visibility, enhanced market exposure will accrue to the shareholders of the company and will also open up avenues for considering further resources raising if required, for the business purpose. This will help the company to grow further and expand the opportunities of business.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited as set out in the resolution. The said Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholder against the proposal.

The Board recommends the resolutions set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item Nos. 3 of this Notice except to the extent of their shareholding held by them in the Company.

By Order of the Board
For Trident Texofab Limited
Sd/-

Mehul N. Amareliya
Company Secretary & Compliance Officer
M. No. A54306

Date: 25.06.2020
Place: Surat

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