

Date: 27th August, 2020

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

Dear Sir/Madam,

**Sub: 12th Annual General Meeting-Annual Report 2019-20**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and our letter dated August 13, 2020 and August 18, 2020, please find enclosed herewith copy of notice of 12th Annual General Meeting of the Company to be held on Monday, September 21, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses mentioned in the said AGM notice.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the financial year 2019-20 along with the Notice of 12th Annual General Meeting.

The same 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 & Compliance Officer**  
**M. No. A54306**



**Encl. As Above**

# SHIFTING Gears



Trident Texofab Limited



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.”

- Walt Disney

Strategic transformation is critical to survive and thrive in an evolving business environment. At Trident Texofab Limited, we are transforming to build capabilities for the future.

Our dedicated efforts have helped us set the right foot on our journey to transform: In the last year, we have moved from heavy reliance on trading to manufacturing excellence, from stagnation to relentless dynamism. This reflects our strong execution and savvy business decisions. Above all, it reflects the incredible journey, ingenuity and our adaptability in moving forward without compromising on our previously established beliefs and principles.

This journey of transformation encompasses everything from being ever - vigilant in manufacturing highest quality products for our customers to thinking ahead about ways to shape the company for the future, we are investing today to see a brighter tomorrow. But even as we grow from strength to strength, delivering value to all our stakeholders will always remain our true north.

Our strategic transformation is enabling us with a right to win. During the year we have embarked upon an exciting and eventful voyage, which will help us discover new horizons of growth and sustainability. We are building on our legacy with new energy and platforms. We are focusing on outperforming our retrospective achievements.

**We are Shifting Gears.**

### ***FY20 Highlights***

**9,096.41 Lakh**

Revenue from Operations, up from 8689.74 Lakhs in FY19

**5.01%**

Operating Profits %, up from 2.76% in FY19

**455.93 Lakh**

Operating Profits, up from 239.75 Lakhs in FY19

**1,185.43 Lakh**

Shareholder's Fund up from 1,099.54 Lakhs in FY19

### ***Vision***

With our quality products and services, we at Trident Texofab, 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 in the minds of our customers along with a stellar industry reputation.

### ***Mission***

We have decided to dig deeper into our industry and come out with our own brands in segments such as home furnishing products, garments, shirting and other fabrics. We will continue to scout for new opportunities and strive to explore retail & B2C customer segments of our present businesses.

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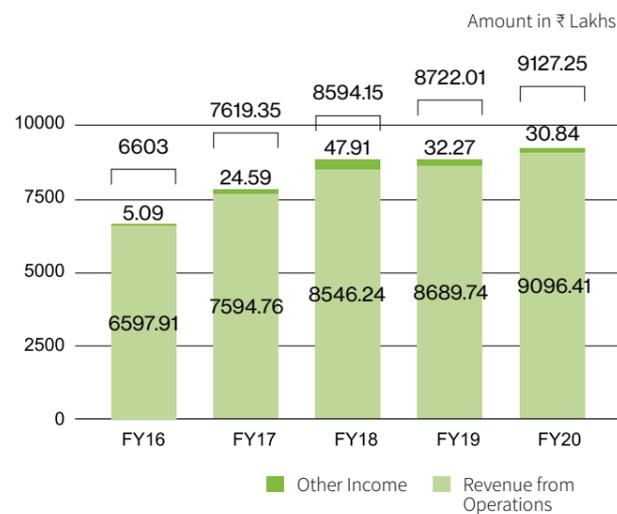
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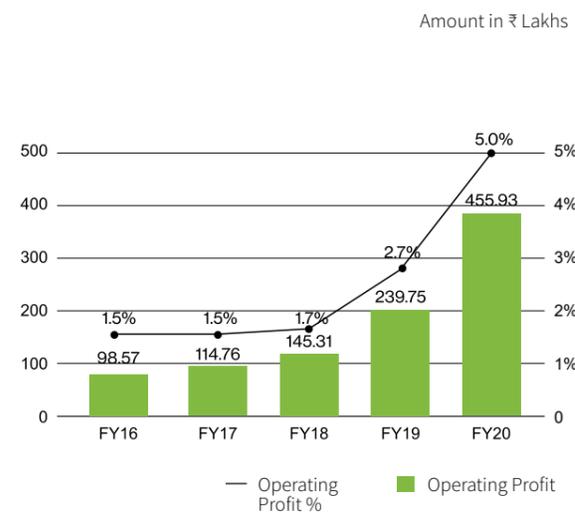
# Numbers that matter

Credit Rating CARE BB Stable on Long Term Facilities

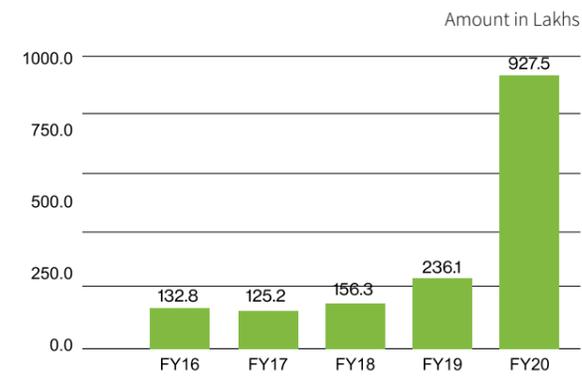
### Revenue from Operations and Total Income



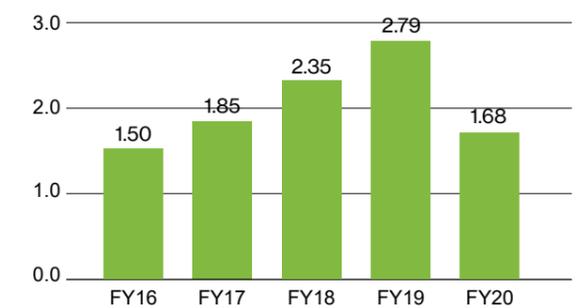
### Operating Profit & Operating Profit %



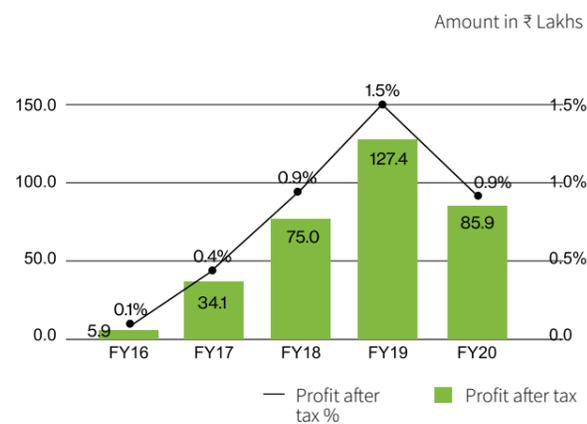
### Net Block



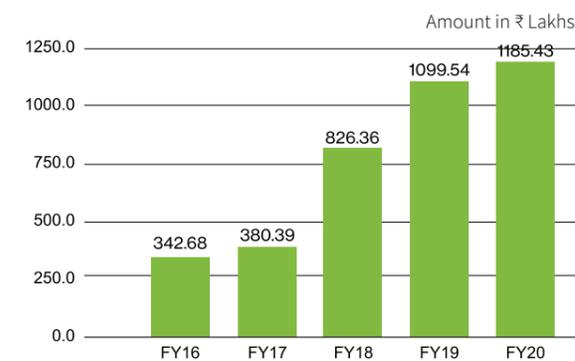
### Interest Coverage Ratio



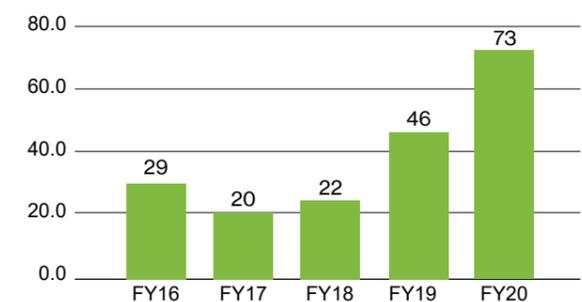
### Profit after tax and Profit after tax %



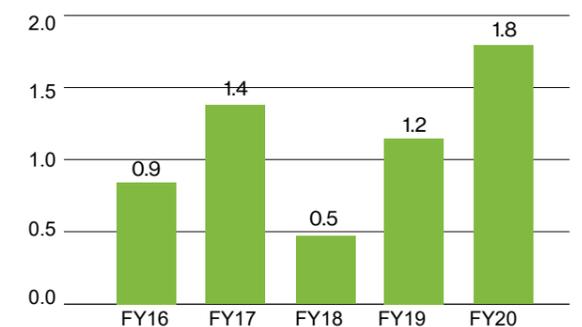
### Shareholder's Fund



### Working Capital Days



### Total Debt to Equity



# Chairman's Letter



“Two shortlisted CAPEX projects, out of which at least one will be commenced in the financial year 2020-21”

“The financial year 2019-20 was the first complete year in which we had our first phase of a completely integrated manufacturing setup.”

“We believe, after a certain level of operations this anomaly will start correcting itself and the results will be visible on our bottom-line.”

*Dear Shareholders,*

It gives me immense pleasure to present to you the Trident Texofab Limited Annual Report 2019-20. To begin with, I hope every one of you is well and healthy. The financial year 2019-20 has truly been a litmus test for corporates, institutions, and governments in India and abroad. Never before have we seen such a massive and devastating health care crisis, which has taken no time to turn into an economic crisis.

While the world adjusts itself to live alongside COVID-19, we as a company also must adapt ourselves to new realities. It is time to re-evaluate our plans, make necessary improvements, and prepare for what might come next. Keeping this philosophy in mind, the company has decided to enter certain product categories, in line with its business, that are the need of the hour. Trident Texofab has started dealing in various kinds of PPE Kits and Face Masks. We believe these products will give a much need boost to our volumes in the near future, and will help us tide over this time comfortably.

As far as our manufacturing operations are concerned, the financial year 2019-20 was the first complete year in which we had our first phase of a completely integrated manufacturing setup. After the commissioning of the Waterjet unit in April 2019, we have been able to bring a massive improvement in our operational performance. As you all must have observed during the year, our operating profit margins have started shifting their trajectory in a significant manner, from 2.76% blended OPM% in FY19 we have witnessed a growth of 2.25% or 82% increase to 5.01% blended OPM% in FY20. This has been the result of our first phase of

investments towards manufacturing operations. We still believe there is a lot of scope and appetite for further capital investments in our manufacturing division. Although the adverse external environment has made this endeavor much more uncertain, we are confident of our Shifting Gears strategy. We certainly will be much more prudent and cautious towards any further capital investments. As of now, the company has shortlisted two CAPEX projects, out of which at least one will be commenced in the financial year 2020-21, we will keep you all posted when there are further developments.

In the face of an adverse business environment and subdued sales due to COVID-19, the company has decided to implement major cost-cutting programs wherever possible. To begin with, the top-level management has voluntarily decided to forego 50% of their salaries for FY2020-21, at the mid and lower levels also there have been certain pay cuts in the range of 15%-35%. We have also decided to cut down on many frivolous and non-essential expenses.

Apart from the economic repercussions arising out of the lockdowns due to COVID-19, there was also a lot of chaos in the movement of people, especially the migrant laborers. This has led to a shortage in the supply of labour in many states and since textile is a labour-intensive industry, this was a big challenge for the industry incumbents. For Trident Texofab this was not a concern since we had prior arrangements to accommodate the labour, there has been no production loss at Trident Texofab due to the availability of labour.

## Performance Review

Revenue from operations is at an all-time high of 9096.41 Lakhs in FY2020, up 4.7% from 8689.74 Lakhs in FY2019. This was despite a significant sales deferral and loss in the second half of March 2020, when we expect a decent amount of sales to be booked each year. Our operating profits were also at an all-time high of 455.93 Lakhs in FY2020, up 90.2% from 239.75 Lakhs in FY2019. Our Profits after tax stood at 85.89 Lakhs, down 32.6% from 127.42 Lakhs in FY19. The massive increase in operating profits has not been passed on to net profitability, primarily due to two reasons a) Increased finance cost due to increased level of borrowed funds used to finance the expansions and b) increased depreciation expenses due to the newly added manufacturing facility. We believe, after a certain level of operations this anomaly will start correcting itself and the results will be visible on our bottom-line.

## Going ahead

The COVID-19 pandemic may have an extended impact, it may present opportunities as well as challenges never seen before. The idea is to stay agile and adaptable to changing realities. The Board, through its engagement with the management, will guide the company in recalibrating its growth & expansion strategies to seek its vision.

Before I conclude, I wish to thank all my Board Members, regulatory authorities, our management, employees, bankers and our shareholders for guidance and support.

**Hardik Desai,**  
Chairman

# Management Discussion Analysis

## GLOBAL TEXTILE INDUSTRY

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.

The global textile market size is projected to cross the USD 1 trillion benchmark by 2025 expanding at a CAGR of 4.24%.

## INDIAN TEXTILE INDUSTRY

### Industry at glance

**USD 100bn**  
Estimated Domestic Market Size

**2<sup>nd</sup>** Largest Employer after Agriculture

**2.1%**  
GVA

TEXTILES & APPAREL AS SHARE OF GDP

**12.65%**  
GVA

TEXTILES AND APPAREL AS SHARE OF MANUFACTURING GVA

**65%**

65% Share of Cotton in the total Fiber Consumption

**4.5+ cr**  
DIRECT EMPLOYMENT GENERATED

**USD 40bn**  
Textile and Apparel Exports



Largely unorganized and fragmented, with select large corporates



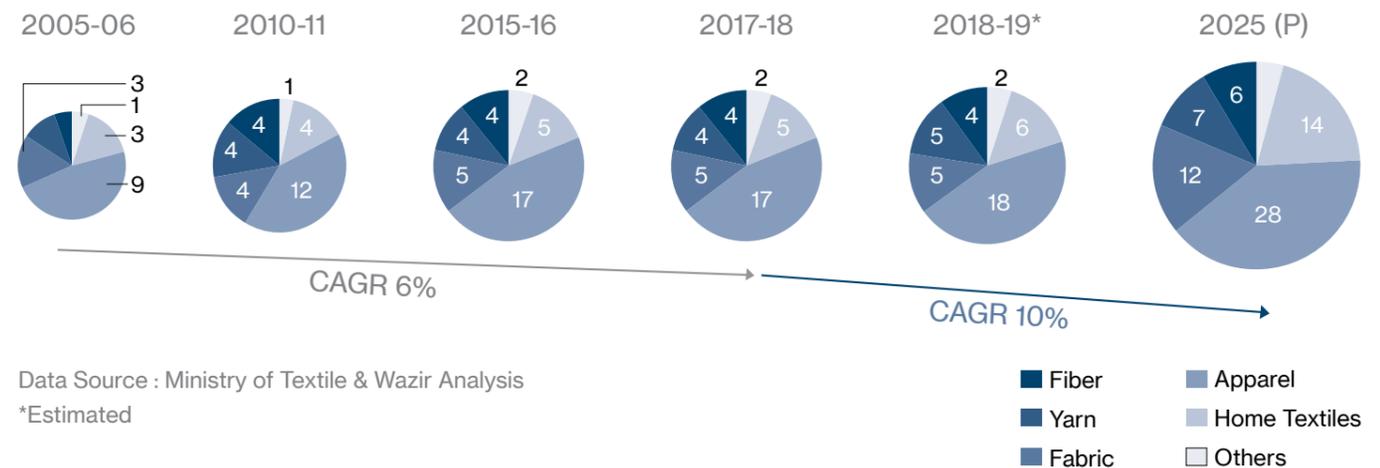
## INDUSTRY OVERVIEW

Textile is the oldest manufacturing industry in India, dating back centuries. Indian Textile Industry is one of the largest in the world having an ample raw material base and strengths across the value chain. India holds a key place in the global textile space through its proficiency in manufacturing a wide range of yarns & fabrics, including natural fibers like cotton, jute, silk, wool, etc.; and man-made

fibers like polyester, nylon, viscose and acrylic. Textiles, apparel & leather products manufacturing accounted for 2.04% of the total GVA in FY2018-19. Simultaneously it also contributed to 7.07% of the industrial GVA and 12.67% of the manufacturing GVA. In FY2017-18 textiles and apparel contributed nearly 2.1% of India's GDP, 12.65% of industrial production, and about 12% of Indian exports. Textiles and apparel contribute

nearly USD 40bn in exports each year, this figure has compounded at ~6% annually for the last 15 years. Given the high growth rates, Indian exports in textiles and apparel are expected to expand to USD 80bn by the year 2025.

### Indian Textile and Apparel Exports (USD Billion)



India's textile landscape is dominated by Cotton due to an abundance of cotton farming in the country. India ranks first in terms of Cotton acreage and grows all four known species of Cotton. Cotton accounts for nearly 2/3rd of the total fiber consumption in the country. India is second to China in the production of man-made fiber and filament, accounting for a 14% market share globally.

**Industry Structure**  
In terms of the industry structure, the Indian textile market is largely unorganized, fragmented and privatized. Majority of the market share is held by a large number of small and medium enterprises with a select, few large-sized corporates. India also has a presence across the entire textile value chain including - spinning, weaving, knitting,

processing, and 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

### a) COVID-19 Outbreak

The unprecedented COVID 19 health care crisis has caught the entire world off-guard. To say the least, it has devastated manufacturing operations, supply chains and has sent shocks to the global economy. Governments worldwide had imposed indefinite lockdowns, restrictions on movement, and thus any sort of economic activity. The national lockdown in India was one of the most severe and longest in duration. Manufacturing activities, barring a few essential goods & services, had come to a standstill for a little less than two months.

The effects of this lockdown were even more severe in labour-intensive industries such as Textiles, which directly and indirectly employ ~4.5 Cr and ~6.0 Cr people. An unexpected and sudden lockdown led to an unplanned and chaotic movement of migrant labourers across the country, as the majority of the workforce was trying to make back to their homes with negligible transportation services available.

It is extremely difficult to provide an industry outlook, given the context that this is a constantly evolving and still unfolding situation. To comment on anything about demand normalization and revival is a little premature for the time being. That being said, the industry should be completely prepared for a remarkably challenging external environment for the foreseeable future.

### b) New Textile Policy 2020

The Indian textile and apparel sector faces a lot of structural challenges and regulatory issues. This has allowed other smaller developing countries to catch up with India in terms of production and exports, despite of India possessing good fundamentals and inherent strengths in this sector. In December 2019, the Government of India announced its intent to launch a 'New Textiles Policy 2020', which will replace the 20-year-old policy currently in force. It has been indicated that the new policy will contain measures & solutions to various impediments faced by the industry. It will be including but not limited to enhancing the skills of textile workers, enhancing exports and

modifications to the taxation policy currently in place.

### c) Good and Service Tax

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 creating a level-playing field for 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 completely 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

### a) 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 (at a CAGR of 9-11%). This will make developing countries the drivers of incremental growth in the global textile consumption.

### b) 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.

### c) 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

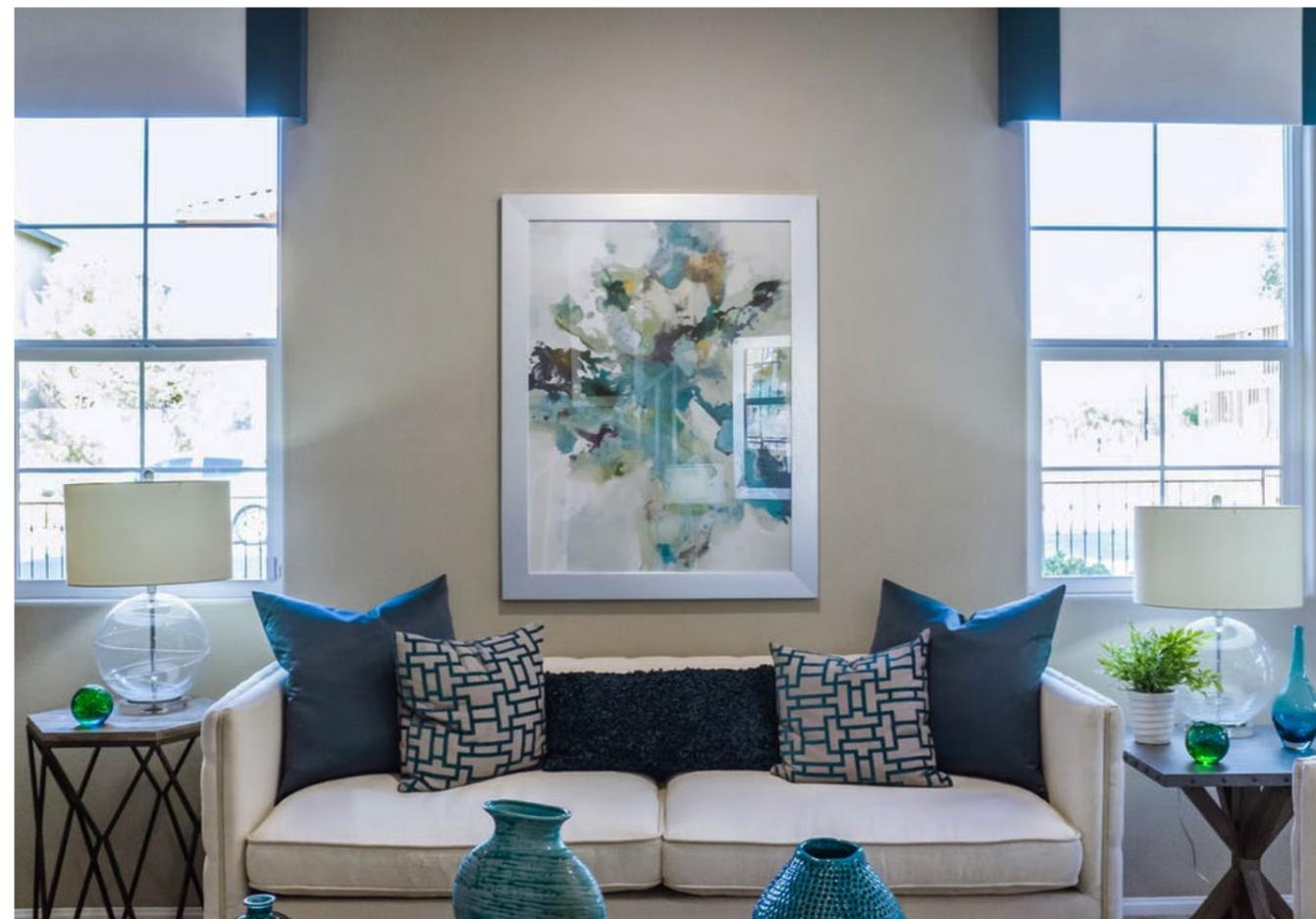
possibly making first-time independent choices for various categories of clothing items including denims, shirts, and footwear.

### d) 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, creating 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. Textiles companies are increasingly looking to build up consumer loyalty by selling their products on their websites and establishing a direct connection with their consumers.

### e) 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.



## BUSINESS MODEL

### Company Overview

#### Incorporation & History

Trident Textofab Limited (TTFL) was incorporated in the year 2008, by Mr. Hardik Desai and Mr. Chetan Jariwala. Based in the textile hub Surat, Trident Textofab started out as a textile trading company dealing prominently in home furnishing products such as bedsheets, curtains, upholstery, etcetera. Apart from home furnishing, TTFL was also involved in other textile categories such as scarfs, pareos, suiting, shirting, and many more.

#### Shift towards Manufacturing

After a decade of steady progress in trading operations and achieving a decent size of operations, the company decided to go public via an IPO on BSE in 2017. The idea was to take its business one notch up. From the money raised through its public issue and the following preferential issue, the company decided to venture into manufacturing operations in the textile industry. In 2018, TTFL commenced manufacturing operations via its first greenfield

investments in Surat, Gujarat. By the end of FY19, the company had in place units to manufacture grey fabrics, finished garments, and provide other value-added services such as embroidery, stitching, and digital printing.

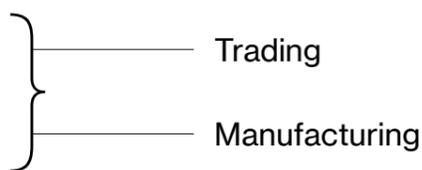
#### Trident Textofab Today

We are a composite textile company with interests in manufacturing and trading of semi-composite home furnishing, garments, technical textiles and various polyester and poly-blend fabrics.

**IPO** The company decided to go public via an IPO on BSE in 2017

By the end of FY19, the company had in place units to manufacture grey fabrics, finished garments, and provide other value-added services such as embroidery, and digital printing.

# Business Segments



## Trading

In the last decade, trading of textile products has single-handedly driven the growth of TTFL. Prior to the financial year 2018-19, almost 100% of the business was contributed by trading operations.

Unlike the typical trading model of buying and selling goods, the company is present across the entire value chain. The company engages 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. TTFL has numerous manufacturing partners who are prominently, if not 100%, engaged in the contract manufacturing of the company. Having various manufacturing partners helps us in functioning with the flexibility & benefits of a manufacturer, without actually investing in the same.

### Product Basket

We deal in a wide range of products, in categories like home furnishing including bed sheets, curtains, cushion covers,

etcetera and clothing articles like scarfs, pareos, suiting, shirting, technical textile fabrics and many more. Our product basket includes finished and semi-finished fabrics.

### Performance in FY2019-20

Trading operations contributed 74.6% of revenue from operations in the FY2019-20 as compared to 75.1% in FY2018-19, recording a growth of -0.6% year on year.

## Manufacturing

In 2018, the company started with its investments in the manufacturing operations of textile products. Initial investments were to establish 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. This was expanded further. To further its strength in manufacturing operations the company commenced manufacturing of grey fabrics at its newly established unit

in Surat by early 2019. Hence, with the beginning of the financial year 2019-20, the company had fully integrated manufacturing operations with the ability to produce finished garments, semi-finished clothing articles, and grey fabrics. The company also engages in contract manufacturing for its clients.

The stitching unit was shortly sold-off by the end of 2019 for reasons including a) subdued benefits b) competitive prices and c) better capital appropriation in more remunerative manufacturing units.

### Product Basket

Our product basket can be categorized into two categories. Finished products including embroidered fabrics, digital printed fabrics, bed sheets, technical textiles, suiting, and various polyester and poly-blend fabrics. Semi-Finished products include grey fabrics and where company does contract manufacturing for digital printing and other value-added products in embroidery.



## Changing Business Dynamics

In the last two years, the company has transformed from being a pure trading enterprise to become a fully-integrated manufacturing unit cum trading company. Both of these businesses have an inherent difference in business dynamics. Hence, convergence of these businesses, with an expanding manufacturing base, means a lot of changes in the functioning of the company and its financials, some of them are mentioned below.

### Fixed Assets

In the last two financial years, the company has built an additional netblock of 771 Lakhs totaling to 927 Lakhs. This increase has been on account of investment in plant and machinery for the new manufacturing units. With an increase in netblock, we are also witnessing additional depreciation expenses in the year under review. Depreciation expense has grown from 30 Lakhs in FY2018-19 to 80 Lakhs in FY2019-20.

### Margin Profile

In general, manufacturing operations record superior profitability margins as compared to trading operations. With the commencement of manufacturing operations in the financial year 2018-19 and full-fledged functioning since 2019-20, we have witnessed an increase in the gross margins from 4.5% in FY2017-18 to 7.0% in FY2018-19 and 13.3% in FY2019-20. On the other hand, operating margins (EBITDA excluding other income/expense) expanded from 1.7% in FY2017-18 to 2.7% in FY2018-19 and 5.0% in FY2019-20. With a growing contribution from manufacturing operations, the blended profitability margins of the company are expected to increase. The rise in gross and

operation profitability has not translated proportionately into net profits due to an increase in front-loaded expenses associated with manufacturing and an increase in depreciation & finance cost.

### Working Capital Cycle

Prior to the expansion in manufacturing operations, in the last two financial years, we have historically maintained a net working-capital cycle of under 30 days. This has been possible due to the rigorous 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 see a stretch in the working capital cycle due to an increase in inventory levels arising out of an increase in manufacturing.

### Human Resource

We have increased our team size nearly X times in the last two financial years. The majority of addition has been on the manufacturing front. We have a total team strength of XX people at end of FY2019-20. Subsequently, we have also witnessed an increase in employee benefit expenses from 192 Lakhs in FY2018-19 to 246 lakhs in FY2019-20.

### Capital Structure

In the last two financial years, the company has witnessed a massive increase in total capital employed (debt and equity) from 1,243 Lakhs in FY2017-18 to 2,366 Lakhs in FY2018-19 and 3,313 Lakhs in FY2019-20. Majority of

the additional capital was deployed in fixed assets, on account of the recent greenfield investments, followed by working capital. The company has used a prudent mix of owners and borrowed funds. The company has increased its borrowings from 417 lakhs in FY2017-18 to 1267 lakhs in FY2018-19 and 2,132 in FY2019-20. To balance the increase in borrowed funds the company had raised 203 lakhs in the preceding financial year via a preferential issue. This year witnessed an increase in the total debt to equity ratio from 1.17 times in FY2018-19 to 1.80 times in FY2019-20. However, the interest coverage also deteriorated 2.79 times in FY2018-19 to 1.68 times in FY2019-20.

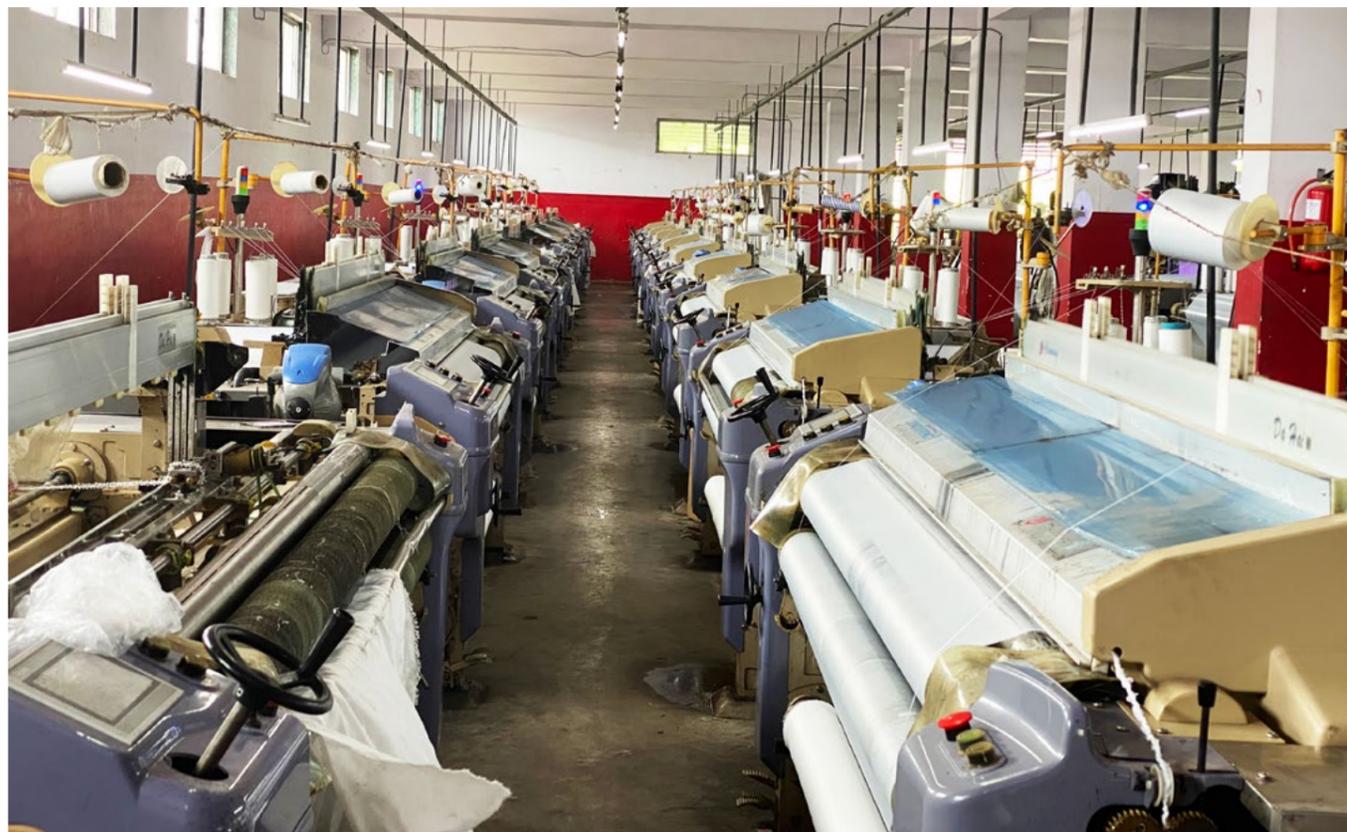
**“With a growing contribution from manufacturing operations, the blended profitability margins of the company are expected to increase.”**



### Manufacturing Capacity

<p style="font-size: small; color: white;">Embroidery Unit</p> <h1 style="margin: 0;">37 Lakh</h1> <p style="font-size: small; color: white;">Stitch/ Day</p> <div style="display: flex; justify-content: space-between; width: 100px; margin: 5px 0;"> <div style="width: 100%; height: 10px; background-color: white;"></div> </div> <p style="font-size: small; color: white;"><b>7 Machines</b></p>	<p style="font-size: small; color: white;">Digital Printing Unit</p> <h1 style="margin: 0;">7,200</h1> <p style="font-size: small; color: white;">Meter/ Day</p> <div style="display: flex; justify-content: space-between; width: 100px; margin: 5px 0;"> <div style="width: 100%; height: 10px; background-color: white;"></div> </div> <p style="font-size: small; color: white;"><b>6 Machines</b></p>	<p style="font-size: small; color: white;">Waterjet Unit (Grey Fabric)</p> <h1 style="margin: 0;">7.5 Lakh</h1> <p style="font-size: small; color: white;">Meter/ Month</p> <div style="display: flex; justify-content: space-between; width: 100px; margin: 5px 0;"> <div style="width: 100%; height: 10px; background-color: white;"></div> </div> <p style="font-size: small; color: white;"><b>60 Machines</b></p>
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**Performance in FY2018-19**  
Manufacturing operations contributed 25.4% of revenue from operations in the FY2019-20 as compared to 24.9% in FY2018-19.



Financial Ratio	FY2019-20	FY2018-19	% Change	Remarks
Debtors Turnover	3.26	2.86	15%	The company has been able to increase its debtor turnover ratio by consistently reducing trade receivables through stringent working capital management policy.
Inventory Turnover	6.48	10.11	-36%	The inventory turnover ratio has decreased because of higher inventories on account of a greater proportion of manufacturing activities in FY20 over FY19. The manufacturing business has inherent requirements to maintain higher inventories.
Interest Coverage Ratio	1.68	2.79	-40%	The interest coverage ratio has deteriorated because of higher finance costs on account of increased borrowed funds in FY20 as compared to FY19.
Current Ratio	1.39	1.35	3%	The current ratio has remained almost the same, with a minor 3% change.
Debt to Equity Ratio	1.80	1.17	54%	The debt to equity ratio has increased in FY20 due to higher borrowings, both short-term and long-term, that were used to finance the manufacturing operations of the company.
Operating Profit Margin (%)	5.01%	2.76%	82%	The operating margins have been on a consistent rise due to a higher proportion of completely integrated manufacturing operations in the FY20 as compared to FY19.
Net Profit Margin (%)	0.94%	1.46%	-36%	The net profit margins have deteriorated, even though the operating profit margins have expanded, primarily due to higher finance and depreciation costs, on account of newly commissioned manufacturing capacities.

## OUTLOOK

The company remains steadfast on its strategy to grow manufacturing operations whilst keeping trading operations status-quo. Trident Textofab plans to invest all additional capital into its manufacturing operations for the foreseeable future. Over the next 3 years, the company will aim to achieve a 60% revenue contribution from manufacturing operations, which should drastically improve its net profitability.

### Strategy going forward

Improved Customer Satisfaction with the commencement of manufacturing operations, the company has been able to serve its clients better through all kinds of products and contract manufacturing services such as weaving, printing, and embroidery under one roof. This will also help us in onboarding more clients with a variety of requirements.

### Expanding Geographical Reach

Export operations are expected to commence soon. The same could not be done in the previous financial year due to multiple unfavorable conditions.

### Quality Assurances

We strive to maintain the best quality of products in each of our business segments, be it manufacturing or trading. Engaging with select manufacturing partners helps us in managing our internal quality benchmarks and controlling the quality of output that comes out of the company.

### 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.

## Risks and Concerns

- Presence in a highly competitive market.
- Dependence on government & policy support.

## Opportunities

- Shift from a pure trading business model to integrated manufacturing as well as trading business model.
- Expansion into value-added products.

## Threats

- Price competitiveness and 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 key enablers for the growth of the company and therefore an important asset. Hence, the success of the company is closely aligned with the goals of the human resources of the company. Taking this into 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 The 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 and 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 may operate, 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
Mrs. Vrusti Bhumik Patel (DIN: 08772077)	Non-Executive Independent Director	25.06.2020
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:

Mrs. Vrusti Bhumik Patel-Chairperson

Mrs. Natasha Francis Dsouza- Member

Mrs. Ankita Jignesh Saraiya - Member

Mrs. Maniya Hardik Desai - Member

#### 2. Nomination And Remuneration Committee:

Mrs. Vrusti Bhumik Patel-Chairperson

Mrs. Natasha Francis Dsouza- Member

Mrs. Ankita Jignesh Saraiya - Member

Mrs. Maniya Hardik Desai - Member

#### 3. Stakeholders Relationship Committee:

Mrs. Maniya Hardik Desai -Chairperson

Mrs. Vrusti Bhumik Patel- Member

Mrs. Natasha Francis Dsouza- Member

Mrs. Ankita Jignesh Saraiya - Member

#### 4. Management Committee:

Mr. Hardik J. Desai -Chairman

Mr. Chetan C. Jariwala - Member

Mr. Deepak P. Gandhi -Member

#### 5. Statutory Auditors

M/s. Shah Kailash & Associates  
Chartered Accountants

505, 21st Century Business Center,  
Nr. World Trade Center,  
Ring Road, Surat-395 003  
Email: skt@sktllp.com

#### Secretarial 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

#### Internal Auditor

Mr. Dhaval K. Baman  
Surat

#### Banker of the Company:

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

#### 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

#### Factory:

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

#### 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

#### Registrar and Share Transfer Agent::

KFin Technologies Private Limited  
Selenium Tower B, Plot Nos. 31 & 32  
| Financial District Nanakramguda |  
Serilingampally Mandal |  
Hyderabad – 500032  
Phone: 040 6716 1606/1776  
Email: raghu.vedha@kfintech.com  
Website: www.kfintech.com

#### Corporate Identity Number:

L17120GJ2008PLC054976

# Notice

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Trident Texofab Limited will be held on Monday, September 21, 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 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, 2020, 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 appoint a Director in place of Mr. Deepak Gandhi (DIN- 08256996), who retires by rotation and being eligible, offers himself for re-appointment:-

"RESOLVED THAT pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Deepak Gandhi (DIN- 08256996), 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:

### 3. To appoint Mrs. Vrusti B. Patel as an Independent Director 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 recommendation of Nomination and Remuneration Committee and Board of Directors, Mrs. Vrusti B. Patel (DIN: 08772077) who was appointed as an Additional Independent Director of the Company by the Board of Directors w.e.f. 25th June, 2020 under section 161 of the Companies Act, 2013 (the act) and who holds office up to the date of the Annual General Meeting, but who is eligible for appointment and in respect of whom the

company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provision of the Section 149, 152 and other applicable provisions, if any, of the Act and rules made there under read with Schedule IV of the Act as amended from time to time, Mrs. Vrusti B. Patel, who has submitted a declaration that she meets the criteria for independence as provided under section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(Five) consecutive years w.e.f. 25.06.2020 and whose office shall not be liable to retire by rotation.

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

### 4. Approval of loans, investments, guarantee or security under section 185 of 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 suppression of earlier resolution passed in this regard on July 10, 2018 and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any

security in connection with any loan taken by any person in whom any of the director of the company is interested upto an aggregate sum of Rs. 15 Crores (Rupees Fifteen Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

## 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 &  
Compliance Officer  
M. No. A54306

Date: 13.08.2020

Place: Surat

# Notes

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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.
3. 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.
4. As this E-AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. In case of any queries regarding the Annual Report or any matter to be placed at the AGM, Members are requested to write to us at least ten (10) days before the AGM through email on [cs@tridenttextofab.com](mailto:cs@tridenttextofab.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for electronics inspection as per applicable statutory requirements.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the /AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of Joint Holders attending the AGM, only such Joint Holder whose names appear first in the order of names will be entitled to vote.
10. Only bona fide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made arrangements with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and Annual Report have been uploaded on the website of the Company at [www.tridenttextofab.com](http://www.tridenttextofab.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
14. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited (KFin) having their office at Selenium Tower B, Plot Nos. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
15. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement)

- Regulation, 2015 (“SEBI Listing Regulations”), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants. In compliance with the provisions of MCA vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA and express its inability to dispatch hard copy of the Notice along with Annual Report 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 NSDL for registration of email addresses/ getting userid-password in terms of the MCA Circulars. The process for registration of email addresses is as mentioned herein.
16. 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.
17. 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.
18. 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 electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e., Monday, September 21, 2020. Members seeking to inspect can send an e- mail to the Investor Service Cell of the Company at [cs@tridenttexasfab.com](mailto:cs@tridenttexasfab.com).
19. 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 Tuesday, September 15, 2020 to Monday September 21, 2020 (both days inclusive) for AGM purpose.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Monday, September 14, 2020 only shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
21. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 14, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
22. 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.
23. 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.
24. Members wishing to claim dividends that remain unclaimed are requested to correspond with registrar and share transfer agent or to the Company Secretary, at the Company's registered office. The statement of unpaid/unclaimed dividends is also available at the website of the company. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). The shares on which dividends remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and applicable rules.
25. The E-AGM will be held from the registered office of the company and therefore registered office will be deemed place of E-AGM.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, September 18, 2020 at 09:00 A.M. and ends on Sunday, September 20, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

#### Details on Step 1 is mentioned below:

##### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon

“Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. Your User ID details are given below :

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “Forgot User Details/ Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

b) Physical User Reset Password?” (If you are holding shares in physical mode)

option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your

vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pnvekariya12@gmail.com](mailto:pnvekariya12@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita

Mote at Tel. No.: + 91 22 24994890  
evoting@nsdl.co.in or SaritaM@nsdl.  
co.in.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@tridenttexofab.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@tridenttexofab.com.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in with a copy marked to SaritaM@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. cs@tridenttexofab.com at least 10 days before the date of the e-AGM i.e. before 05.00 pm on Friday September 11, 2020 so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. For any query or grievance pertaining to remote e-voting, members may write to Company at cs@tridenttexofab.com

or may contact Ms. Sarita Mote, Asst. Manager- National Securities Depository Limited, Unit- Trident Texofab Limited, Tel. No.: + 91 22 24994890 or send an e-mail at SaritaM@nsdl.co.in or evoting@nsdl.co.in or may contact at their Toll Free No.: 1800-222-990 for any further clarifications.

9. Mr. Praful N. Vekariya, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The scrutinizer shall close the e-voting facility after expiry of 15 minutes from the conclusion of voting at the AGM. The scrutinizer shall first count the votes casted electronically at the meeting and there after unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

10. The results along with the Scrutinizer's report will also be posted websites of the Company i.e., [www.tridenttexofab.com](http://www.tridenttexofab.com), NSDL i.e., <https://www.evoting.nsdl.com/>, stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com).

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.

#### **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, KFin Technologies Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number/client id.

Company	<p>Trident Texofab Limited</p> <p>Regd. Office: 2004, 2nd Floor, North Extension, Falsawadi, Begumpura, Nodh-4/1650, Sahara Darwaja, Surat-395003, Gujarat</p> <p>Tel.: +91-261-2451274/2451284</p> <p>Email: info@tridenttexofab.com</p> <p>Website: www.tridenttexofab.com</p>
Registrar and Transfer Agent	<p>KFin Technologies Private Limited</p> <p>Selenium, Tower B, Plot 31 &amp; 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India</p> <p>Tel. No.: +91 40 6716 1606/1776</p> <p>Email: raghu.vedha@kfintech.com, karisma@kfintech.com</p> <p>Website: www.kfintech.com, www.karisma.kfintech.com/</p>
e-Voting Agency	<p>National Securities Depository Limited</p> <p>Ms. Sarita Mote</p> <p>E-mail ID: SaritaM@nsdl.co.in, E-mail ID: evoting@nsdl.co.in</p> <p>Phone : 1800-222-990</p>
Scrutinizer	<p>CS Praful Vekariya</p> <p>Practising Company Secretary</p> <p>E-mail ID: pnvekariya12@gmail.com</p>

# 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 12TH ANNUAL GENERAL MEETING OF THE COMPANY

Name of Director	DEEPAK PRAKASHCHANDRA GANDHI (DIN: 08256996)	VRUSTI BHUMIK PATEL (DIN: 08772077)
Date of Birth	16/02/1964	18/11/1994
Date of Appointment	15/10/2018	25/06/2020
Relationship with other Directors Inter se	Nil	Nil
Qualification	Graduation	B.Com. LLB (Hons.)
Profile & Expertise in Specific functional Areas	Mr. Deepak Gandhi has over 20 years of rich experience in Textile industry.	IPR and Taxation laws
No. of Equity Shares held in the Company	Nil	Nil
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	Nil	Nil

### FOR ITEM NO.- 3

The Board of Directors of the Company has appointed Mrs. Vrusti B. Patel as an additional Independent Director w.e.f. 25th June, 2020 in accordance with provisions of section 161 of the Companies Act, 2013 to hold office only up to the date of Forthcoming Annual General Meeting. She further submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment. She has completed B.Com. LLB (Hons.) from Nirma University and has Expertise in IPR and taxation laws.

The Board considering Mrs. Vrusti B. Patel's ability and in taking in to account the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Vrusti B. Patel at the board meeting held on 25.06.2020 as an additional independent director of the Company, not liable to retire by rotation subject to approval of members.

The board considers that her association would be of immense benefit to the Company. In the opinion of the Board, Mrs. Vrusti B. Patel fulfills the conditions specified in the Companies Act, 2013 and rule made thereunder for appointment as an independent director

of the Company and is independent of the Management. A copy of draft letter of appointment of Mrs. Vrusti B. Patel as an independent director setting out the terms and conditions would be available for electronics inspection without any fee by the members upon sending email to cs@tridenttexofab.com mentioning Name, DP/Client ID, PAN, Mobile No.

Accordingly, the Board recommends the resolution in relation to the appointment of Mrs. Vrusti B. Patel as an Independent director considering recommendation of the Nomination and Remuneration Committee to the approval of the shareholders of the Company.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives, except Mrs. Vrusti B. Patel, is interested or concerned in the resolution.

### FOR ITEM NO:-4

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities

in the Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the borrowing entities. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures / associates/ other body corporate in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The company has at 10th AGM has approved by way of special resolution limit of Rs. 5 Cr. Now considering future requirement if any arise during the in

course of business, the board proposed to increase the limit under section 185 of the act to Rs. 15 Cr. The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

REGISTERED OFFICE:

2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura, Nodh-4/1650,  
Sahara Darwaja,  
Surat-395003, Gujarat  
Tel.: +91-261-2451274/2451284

Email: [info@tridenttexofab.com](mailto:info@tridenttexofab.com)

Website: [www.tridenttexofab.com](http://www.tridenttexofab.com)

By Order of the Board  
Trident Texofab Limited

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

Date: 13.08.2020

Place: Surat

# 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

Dear Member,

Sub: Updation of KYC Details in the Master Data

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form/demat form, the Company, through periodic communiques, advises such shareholders in AGM/EGM notice to notify to the Company, any change in their address/ bank details /email Id etc. under the signatures of sole/ first named joint holder or to the Depository Participant along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA to raise standards and provide improved services to the Shareholders.

In this background, we thank you all the members that entire holding of their shares are in demat form only.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We further request the members to kindly update PAN, address, bank details, email Ids to obtain faster, accurate and complete communications/monetary benefits from the Company.

We recommend and request you to your details updated in the master data and submit the required KYC Form to your Depository Participant.

Assuring you of our best services.

Thanking you.

For Trident Texofab Limited

Sd/-

Mehul N. Amareliya

Company Secretary & Compliance Officer

M. No. A54306

# Board's Report

To,  
The Members,  
Trident Textofab Limited

Your Directors take pleasure in presenting their 12th Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended March 31, 2020.

## 1. Financial Highlights:

	(Amt. in Lacs.)	
Particulars	2019-20	2018-19
Revenue from Operations	9096.41	8689.74
Other Income	30.84	32.27
Less: Expenditure	8640.48	8449.99
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>486.77</b>	<b>272.02</b>
Less: Finance Cost	241.40	86.47
Depreciation	80.48	30.39
Extra Ordinary Items	30.27	-13.81
<b>Profit Before Tax</b>	<b>134.62</b>	<b>168.97</b>
Less: Provision For Taxation		
-Current Tax	28.10	42.50
-Deferred Tax Liability	20.63	-0.95
<b>Profit After Tax</b>	<b>85.89</b>	<b>127.42</b>

## 2. Financial Performance:

The Key highlights pertaining to the business of the company for the year 2019-20 and period subsequent there to have been given hereunder:

Your Directors inform you that, during the year under review, the Company has revenue from operations of Rs. 9096.41 Lacs and EBIT of 486.77 Lacs as against Rs.8689.74 Lacs and Rs. 272.02 Lacs respectively in the previous year. During the year under review the Company has earned net profit after tax amounting to Rs. 85.89 Lacs as against Rs. 127.42 Lacs in the previous year. Barring unforeseen circumstance, your Directors are hopeful to achieve better financial performance in the coming years

## 3. Change In The Nature Of The Business:

During the year under review, the company has started 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:

Your Company has not accepted or renewed any Public Deposits under Chapter V of the Companies Act, 2013

## 5. Appropriations:

### • Dividend:

Your directors do not recommend any dividend for the financial year 2019-20.

The Company has declared 10% dividend per equity share of Rs. 10/- each and 5% dividend per CCPS of Rs. 10/- each during previous year and same was fully paid to all the eligible members except one equity holder of Rs. 12000/-.

### • Transfer To Reserve:

Your Directors do not propose to transfer any amount to the reserves.

## 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:

There are no material changes and commitments affecting the financial

position of the Company between the end of the financial year and the date of this report.

## 7. Change In Capital:

During the year under review, there was no change in Authorised, Issued, Subscribed and Paid-up Share Capital of the Company. The Company has not issued any equity shares with differential rights during the year.

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 2020-21.

## 8. Effects Of Covid -19 On The Business Of The Company:

As per management's current assessment, no significant impact on carrying amounts of inventories, trade receivables, investments and other financial assets is expected, and management will continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the

date of approval of these Standalone Financial Statements.

### 9. 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.

Mr. Deepak Prakashchandra Gandhi (DIN: 08256996) was regularized as a director by the members of the Company at the 11th Annual General Meeting held on July 29, 2019.

Mr. Deepak Prakashchandra Gandhi (DIN: 08256996), who is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended his reappointment for consideration of the members. Mrs. Vrusti B. Patel (DIN: 08772077) was appointed after the closure of the financial year w.e.f. 25th June, 2020 as an additional independent director subject to approval of the members at ensuing AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended his reappointment for consideration of the members.

Brief resume of Mr. Gandhi and Mrs. Vrusti Patel and their educational/ professional qualifications, nature of working experience, achievements, name(s) of the companies in which he/ she holds Directorships, Memberships and Chairmanships in various Committees and his relationship between directors inter-se are provided the notice convening the 12th AGM of your Company.

The Board confirms that none of the Directors of the Company are disqualified from being appointed or continuing 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. However, 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.

### 10. Number Of Board Meeting Held:

The board evaluates all the decisions on a collective consensus. During the year under review, 5(Five) board meetings were held on May 29, 2019, June 13, 2019, August 8, 2019, November 5, 2019 and January 29, 2020 and the gap between any two board meetings during this period did not exceed one hundred and twenty days. The details of all Board meetings held are given in the Corporate Governance Report.

### 11. Meeting Of Independent Directors:

A separate meeting of the independent directors of company for the FY 2019-20 was called on March 23, 2020 but due to lockdown for containment of COVID19 it was cancelled. However, the meeting was held on May 30, 2020 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 12. Declaration By An Independent Directors:

All the Independent Directors have given declaration to the company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 along with compliance pursuant to sub-rule (1) and sub-rule (2) of rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and the same have been placed and noted by the board in its meeting. It has been provided in an Annexure-A which forms part of the Directors' Report.

### 13. 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 [www.tridenttextofab.com](http://www.tridenttextofab.com).

### 14. Director's Responsibility Statement:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- II. They have 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.
- III. They have 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.
- IV. They have prepared the annual accounts on a going concern basis.
- V. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- VI. They have devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### 15. Committees Of Board Of Directors:

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

#### A. Audit Committee:

The audit committee met 6 (Six) times during the year on April 29, 2019, May 29, 2019, June 13, 2019, August 8, 2019 November 5, 2019 and January

29, 2020. The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report. 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.

#### **B. Nomination And Remuneration Committee:**

The Nomination and Remuneration Committee ("NRC") acts in accordance with the terms of reference specified by the Board of Directors of the Company. The NRC met two (2) times during the year on May 18, 2019 and June 4, 2019. The details pertaining to the composition of the NRC are included in the Corporate Governance Report, which is a part of this report.

#### **C. Stakeholders Relationship Committee:**

The Stakeholder's Relationship Committee ("SRC") acts in accordance with the terms of reference specified by the Board of Directors of the Company. The SRC meeting was not held at the end of year due to Covid 19 lockdown. Therefore it was held on May 30, 2020 where all the member directors were present. The details pertaining to the composition of the NRC are included in the Corporate Governance Report, which is a part of this report.

#### **Details of Investor's grievances/ Complaints:**

No investor complaints received during the financial year 2019-20. No pending complaints of the Shareholders/ Investors registered with SEBI at the end of the current financial year ended on March 31, 2020. There were no pending requests for share transfer/ dematerialization of shares as of March 31, 2020.

#### **D. Management Committee:**

The Management Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. The Management Committee met 1 (one) time during the year. The details pertaining to the composition of the NRC are included in the Corporate Governance Report, which is a part of this report.

## **16. Auditors:**

### **(1) Statutory Auditors:**

At the 11th AGM held on July 29, 2019 the Members have approved appointment of M/s. Shah Kailash & Associates, Chartered Accountants (Firm Registration No. 109647W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 16th AGM due to resignation of previous auditor M/s. Bipinchandra J Modi & Co., Chartered Accountants, bearing FRN No. 101521W w.e.f. conclusion of 11th 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. Therefore, they will not be able to accept post of statutory auditor of the company from F.Y. 2019-20. Accordingly they will not act as the statutory auditor of the company w.e.f. conclusion of 11th AGM.

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

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 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting for a period of five years.

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:**

The Secretarial Audit was carried out by Mr. Praful N. Vekariya, Practicing

Company Secretary (COP No. 10858) for the financial year ended on March 31, 2020. The Report given by the Secretarial Auditors is annexed as Annexure B and forms integral part of this Report. The Secretarial Audit Report is self-explanatory and do not call for any further comments. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Mr. Praful N. Vekariya, Practicing Company Secretary (COP No. 10858) as the Secretarial Auditors of the Company in relation to the financial year ending March 31, 2021. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under. The Secretarial Auditors have confirmed they are not disqualified to be appointed as the Secretarial Auditors of the Company for the year ending March 31, 2021. During the Financial Year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

### **(3) Internal Auditor:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors of the Company have appointed Mr. Dhaval Kamlesh Baman, Chartered Accountant as an Internal Auditor of the Company, for the financial year 2019-20. The audit committee of the Board of Directors in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the internal audit.

### **(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.

### 17. Evaluation Of Board's Performance:

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc. The performance of Board and its Committees, individual Directors, and Chairpersons were found satisfactory.

### 18. Transfer Of Unclaimed Dividend To Investor Education And Protection Fund:

As on March 31, 2020 an aggregate amounts of Rs. 12,000/- is lying in the unpaid equity dividend account of the Company in respect of the dividend for the financial year 2018-2019. Members who have not yet received / claimed their dividend entitlements are requested to contact the Company or the Registrar and Transfer Agents of the Company.

### 19. Insurance:

The Company has taken all the necessary steps to insure its properties and insurable interests, as deemed appropriate and also as required under the various legislative enactments.

### 20. Subsidiaries, Joint Ventures And Associate Companies:

The Company does not have any Subsidiary, Joint venture or Associate Company as on March 31, 2020.

### 21. Internal Control Systems And Their Adequacy:

The Internal Control System provides for well documented policies / guidelines, authorizations and approval procedures. Considering the nature of its business and size of operations, your Company through its Internal Auditors carries out periodic audit. The summary of the Internal Audit observations and status of implementation are submitted to the Audit Committee. The status of implementation of the recommendations is reviewed by the Audit Committee on a regular basis and desired actions are initiated to strengthen the control and effectiveness of the system. Concerns,

if any, are reported to the Board. During the year no reportable material weakness in the design or operation were observed. 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.

### 22. Risk Management:

Risk management is embedded in your Company's operating framework. Your 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.

### 23. Related Parties Transactions:

During the financial year 2019-20, 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. All the contracts/ arrangements/transactions if entered by the Company with the related parties were on an arm's length basis. However Form AOC 2 related with particulars of contract or arrangements with related parties are annexed herewith as Annexure C.

### 24. 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 D and also available at website of the company [www.tridenttexofab.com](http://www.tridenttexofab.com).

### 25. 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.

### 26. A Statement Regarding Opinion Of The Board With Regard To Integrity, Expertise And Experience (Including The Proficiency) Of The Independent Directors Appointed During The Year”.

Your board hereby stated that independent directors of the company possess required integrity, expertise and experience including the proficiency.

### 27. Corporate Governance:

Your management as steward of governance has ensured that your Company not only contributes economically but also grows sustainably. All business decisions are taken in adherence of the spirit of governance as it ensures that the core of our business built over years is kept intact. The virtues of governance generate the much needed trust of our stakeholders.

Your 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, 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. A detail regarding Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as "Annexure-E".

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 as applicable to the SME listed company, is annexed to Corporate Governance Report as “Annexure-F”.

Further, the Management Discussion and Analysis Report and CEO/ CFO Certificate as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also presented in separate sections forming part of Annual Report.

### 28. 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-G”.

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.

### 29. 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.

### 30. Particulars Of Energy Conservation, Technology Absorption And Foreign Exchange Earning And Outgo:

Particulars required pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of Conservation of Energy, Technology Absorption, Foreign

Exchange Earnings and Outgo are set out in the Annexure H forming part of this Report.

### 31. 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 [www.tridenttextofab.com](http://www.tridenttextofab.com).

### 32. Corporate Social Responsibility Policy:

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

### 33. Health, Safety & Environment Policy:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. Besides, redressal is placed on the intranet for the benefit of employees. During the year ended March 31, 2020,

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.

### 34. Vigil Mechanism / Whistle Blower Policy:

The company has 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. [www.tridenttextofab.com](http://www.tridenttextofab.com).

### 35. Prevention Of Insider Trading:

The Company has adopted an Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders (“the Code”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)’ in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. [www.tridenttextofab.com](http://www.tridenttextofab.com).

### 36. Code Of Conduct:

The Company has adopted Code of Business Conduct & Ethics (“the Code”) which is applicable to the Board of Directors, Senior Management, Key Managerial Personnel, Functional heads and all professional serving in the roles of finance, tax, accounting, purchase and investor relations of the Company. The Board of Directors and the members of Senior Management Team (one level below the Board of Directors) of the Company are required to affirm annual Compliance of this Code. A

declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report Annexure I. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website viz. [www.tridenttexofab.com](http://www.tridenttexofab.com).

### 37. Credit Rating:

During the financial year under review, CARE (Credit Analysis and Research) has undertaken credit analysis of the bank facilities of your 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. After the closure of the financial year, CARE has reaffirmed rating to "CARE BB; Stable (Double B; Outlook: Stable) for long term Bank facilities of Rs. 14.10 Crores.

### 38. General Disclosures:

Your 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:-

- a. Issue of equity shares and differential rights as to dividend, voting or otherwise.
- b. Issue of Shares (including sweat equity shares) to employees of the Company under any scheme.
- c. 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.

### 39. Cautionary Statement:

The statements in this Report and the Management Discussion and Analysis may be forward looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Certain factors that could affect the Company's operations include increase in price of inputs, availability of raw materials, changes in Government regulations, tax laws, economic conditions and other factors.

### 40. Acknowledgements:

This Financial Year has seen the outbreak of a global pandemic which

has sent tremors in all sectors of the economy. Your Company is no exception and is fighting the adversities. Yet, the trust that it has gained over the years has been of immense additional support.

Your Directors thank all shareholders, esteemed customers, bankers, suppliers and business associates for their faith, trust and confidence reposed in the Company. Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

The flagbearers of fair play and regulations, which includes the regulatory authorities, the esteemed league of banker, financial institutions, rating agency, SEBI, ROC, stock exchange and depositories, auditors, legal advisors, consultants and other stakeholders have all played a vital role in instilling transparency and good governance. The Company deeply acknowledges their support and guidance.

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

Date: 13.08.2020

Place: Surat

Sd/-

Hardik J Desai  
Managing Director  
DIN: 01358227

Sd/-

Chetan C. Jariwala  
Whole Time Director  
DIN: 02780455

# Annexure-A

## DECLARATION OF INDEPENDENCE

Date: 30-05-2020

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.

Further I hereby declare and submit that I have complied with sub-rule (1) and sub-rule (2) of rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

**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

# Annexure-A

## DECLARATION OF INDEPENDENCE

Date: 30-05-2020

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:
  - 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.

Further I hereby declare and submit that I have complied with sub-rule (1) and sub-rule (2) of rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014.

**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-B

FORM No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

[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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2020; 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 2020 according to the applicable 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;
- o. The Company has obtained consent from Gujarat Pollution Control Board and certificate is valid upto 01.02.2026.

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.

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 as represented by the Company and relied upon by us 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.

The Company has obtained approval from members by way of Special Resolution in Annual 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.

Date: 13.08.2020

Place: Surat

Praful N. Vekariya

Company Secretary in Practice

M. NO. 21367

COP No. 10858

UDIN : A021367B000575536

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.

# Annexure-A

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: 13.08.2020  
Place: Surat

Praful N. Vekariya  
Company Secretary in Practice  
M. NO. 21367  
COP No. 10858  
UDIN : A021367B000575536

# Annexure-C

## 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 proviso 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	(i) 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.

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

Date: 13.08.2020

Place: Surat

Sd/-  
Hardik J Desai  
Managing Director  
DIN: 01358227

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

# Annexure-D

## FORM NO. MGT-9

### EXTRACT OF ANNUAL RETURN

#### AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2020

[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	KFin Technologies Private Limited 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/ raghu.vedha@kfintech.com Website: www.kfintech.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	4,641	73.51%
2	Weaving of textiles	1,312	26.49 %

### 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Promoter and Promoter Group</b>									
1. Indian									
(a) Individuals/HUF	28,68,865	0	28,68,865	71.80	29,11,865	0	29,11,865	72.87	1.08
(b) Central Government	0	0	0	0	0	0	0	0	0
(c) State Government	0	0	0	0	0	0	0	0	0
(d) Bodies Corporate	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
<b>Sub Total (A)(1)</b>	<b>28,68,865</b>	<b>0</b>	<b>28,68,865</b>	<b>71.80</b>	<b>29,11,865</b>	<b>0</b>	<b>29,11,865</b>	<b>72.87</b>	<b>1.08</b>
2 Foreign									
(g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
(h) Bodies Corporate	0	0	0	0	0	0	0	0	0
(i) Institutions	0	0	0	0	0	0	0	0	0
(j) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
(k) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>28,68,865</b>	<b>0</b>	<b>28,68,865</b>	<b>71.80</b>	<b>29,11,865</b>	<b>0</b>	<b>29,11,865</b>	<b>72.87</b>	<b>1.08</b>
<b>(B) Public shareholding</b>									
1. Institutions									
(a) Mutual Funds/U	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Government/	0	0	0	0	0	0	0	0	0
(d) State Government(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 Investors	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

2.	Non-institutions									
(a)	Bodies Corporate									
(i)	Indian	2,17,705	0	2,17,705	5.45	189000	0	1,89,000	4.73	-0.72
(ii)	Overseas	0	0	0	0	0	0	0	0	0
(b)	Individual shareholders holding nominal share capital upto Rs. 2 lakh	6,87,305	0	6,87,305	17.20	6,52,010	0	6,52,010	16.32	-0.88
	Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1,37,000	0	1,37,000	3.43	1,70,000	0	1,70,000	4.25	0.83
(c)	Other - HUF	85,000	0	85,000	2.13	73,000	0	73,000	1.83	-0.30
	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	0	0	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0	0	0
	Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
	<b>Sub Total (B)(2)</b>	<b>11,27,010</b>	<b>0</b>	<b>11,27,010</b>	<b>28.20</b>	<b>11,84,010</b>	<b>0</b>	<b>11,84,010</b>	<b>27.13</b>	<b>-1.08</b>
	<b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>	<b>11,27,010</b>	<b>0</b>	<b>11,27,010</b>	<b>28.20</b>	<b>11,84,010</b>	<b>0</b>	<b>11,84,010</b>	<b>27.13</b>	<b>-1.08</b>
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>39,95,875</b>	<b>0</b>	<b>39,95,875</b>	<b>100</b>	<b>39,95,875</b>	<b>0</b>	<b>39,95,875</b>	<b>100</b>	<b>0</b>

## ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	22,85,211	57.19	0	22,85,211	57.19	0	0.00
2	Chetan Chandrakant Jariwala	5,13,980	12.86	0	5,53,980	13.86	0	1.00
3	Maniya Hardikkumar Desai	32,644	0.82	0	35,644	0.89	0	0.08

4	Anjanaben Jigishkumar Desai	20010	0.50	0	20010	0.50	0	0.00
5	Rupa Chetan Jariwala	8010	0.20	0	8010	0.20	0	0.00
6	Jariwala Kailashben Chandrakant	9010	0.23	0	9010	0.23	0	0.00
	<b>Total</b>	<b>2868865</b>	<b>71.80</b>	<b>0</b>	<b>2911865</b>	<b>72.87</b>	<b>0</b>	<b>1.08</b>

## 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	2868865	71.80	2868865	71.80
1	Increase in Promoters share holding due to acquisition of shares-03.06.2019	3000	0.08	2871865	71.87
2	Increase in Promoters share holding due to acquisition of shares-06.06.2019	5000	0.13	2876865	72.00
3	Increase in Promoters share holding due to acquisition of shares-18.09.2019	5000	0.13	2881865	72.12
4	Increase in Promoters share holding due to acquisition of shares-05.02.2020	13000	0.33	2894865	72.45
5	Increase in Promoters share holding due to acquisition of shares-07.02.2020	14000	0.35	2908865	72.80
6	Increase in Promoters share holding due to acquisition of shares-25.02.2020	1000	0.03	2909865	72.82
7	Increase in Promoters share holding due to acquisition of shares-12.03.2020	2000	0.05	2911865	72.87
	At the End of the year-31.03.2020	2911865	72.87	2911865	72.87

## iv) Shareholding Pattern of top ten Shareholders (other than Promoter Director and Holders of GDRs and 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	IL and FS Securities Services Limited					
	At the beginning of the year		55,000	1.38	55,000	1.38
	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
		05.04.2019	-55,000	Sale	-55,000	0
		05.04.2019	55,000	Buy	55,000	55,000
	At the End of the year		55,000	1.38	55,000	1.38
2	Jayantilal Mohanlal Patel					
	At the beginning of the year		60,000	1.50	60,000	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
		07.02.2020	47,000	Buy	47,000	1,07,000
		07.02.2020	-60,000	Sale	-60,000	47,000
	At the End of the year		47,000	1.18	47,000	1.18

3	Amish Satish Lakdawala						
	At the beginning of the year		27,000	0.68		27,000	0.68
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/sweat equity etc):		NO CHANGE			NO CHANGE	
	At the End of the year		27,000	0.68		27,000	0.68
4	Shravan H. Patel						
	At the beginning of the year		26,000	0.65		26,000	0.65
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/sweat equity etc):		NO CHANGE			NO CHANGE	
	At the End of the year		26,000	0.65		26,000	0.65
5	Vidit Dineshbhai Shah						
	At the beginning of the year		20,000	0.50		20,000	0.50
	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
		27.09.19	5000	Buy		5000	25000
	At the End of the year		25,000	0.63		25,000	0.63
6	Parthiv B. Patel						
	At the beginning of the year		24,000	0.60		24,000	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
			NO CHANGE			NO CHANGE	
	At the End of the year		24,000	0.60		24,000	0.60
7	Miker Financial Consultants Pvt Ltd						
	At the beginning of the year		26,000	0.65		26,000	0.65
	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
		12.04.19	19000	Buy		19,000	45,000
		14.04.19	-6000	Sale		-6,000	39,000
		28.06.19	1000	Buy		1,000	40,000
		19.07.19	-5000	Sale		-5,000	35,000
		30.08.19	1000	Buy		1,000	36,000
		06.09.19	1000	Buy		1,000	37,000
		01.11.19	-5000	Sale		-5,000	32,000
		20.12.19	1000	Buy		1,000	33,000
		31.12.19	-2000	Sale		-2,000	31,000
		31.01.20	-1000	Sale		-1,000	30,000
		20.03.20	-4000	Sale		-4,000	26,000
		27.03.20	-2000	Sale		-2,000	24,000
	At the End of the year		24000	0.60		24,000	0.60

8	Dhaval Jayvadan Lilawala						
	At the beginning of the year			4,000	0.10	4,000	0.10
	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
		06.11.19	318	Buy		318	4,318
		13.11.19	4,682	Buy		4,682	9,000
		04.02.20	9,000	Buy		9,000	18,000
		20.03.20	310	Buy		310	18,310
		23.03.20	107	Buy		107	18,417
		24.03.20	2,583	Buy		2,583	21,000
	At the End of the year			21,000	0.53	21,000	0.53
9	Upendra Jashwantlal Thakkar						
	At the beginning of the year			20,000	0.50	20,000	0.50
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/sweat equity etc):		NO CHANGE			NO CHANGE	
	At the End of the year			20,000	0.50	20,000	0.50
10	Romit Hansraj Bhatia						
	At the beginning of the year			20,000	0.50	20,000	0.50
	Date wise increase/decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus/sweat equity etc):		NO CHANGE			NO CHANGE	
	At the End of the year			20,000	0.50	20,000	0.50

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 shares of the company	No. of shares	% of total shares of the company
1	Hardik J. Desai (Managing Director)				
	At the beginning of the year	22,85,211	57.19	22,85,211	57.19
	During the year	0	0.00	0	0.00
	At the End of the year	22,85,211	57.19	22,85,211	57.19
2	Chetan C. Jariwala (Whole Time Director)				
	At the beginning of the year	5,13,980	12.86	5,13,980	12.86
	Increase in Share holding due to Purchase of shares on 03.06.2019	3,000	0.07	5,16,980	12.93
	Increase in Share holding due to Purchase of shares on 06.06.2019	5,000	0.12	5,21,980	13.06
	Increase in Share holding due to Purchase of shares on 18.09.2019	5,000	0.12	5,26,980	13.19
	Increase in Share holding due to Purchase of shares on 05.02.2020	13,000	0.33	5,39,980	13.51
	Increase in Share holding due to Purchase of shares on 07.02.2020	13,000	0.33	5,52,980	13.84
	Increase in Share holding due to Purchase of shares on 25.02.2020	1,000	0.03	5,53,980	13.86

	At the End of the year	5,53,980	13.86	5,53,980	13.86
3	Maniara Hardik Desai (Non-Executive Director)				
	At the beginning of the year	32,644	0.82	32,644	0.82
	Increase in Share holding due to Purchase of shares on 07.02.2020	1,000	0.03	33,644	0.84
	Increase in Share holding due to Purchase of shares on 12.03.2020	2,000	0.05	35,644	0.89
	At the End of the year	35,644	0.89	35,644	0.89
4	Natasha F. Dsouza (Non-Executive Independent Director)				
	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	Ankita J. Saraiya (Non-Executive Independent Director)				
	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	Deepak P. Gandhi (Executive Director)				
	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	Jenish B. Jariwala (Chief Financial Officer)				
	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	Mehul N. Amareliya (Company Secretary)				
	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)
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	700.82	772.95	0.00	1473.77
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
<b>Total (i+ii+iii)</b>	<b>700.82</b>	<b>772.95</b>	<b>0.00</b>	<b>1473.77</b>
Change in Indebtedness during the financial year				
- Addition	1078.79		0.00	1078.79
- Reduction	0.00	245.78	0.00	245.78
<b>Net Change</b>	<b>1078.79</b>	<b>245.78</b>	<b>0.00</b>	<b>833.01</b>
Indebtedness at the end of the financial year				
i) Principal Amount	1765.96	527.17	0.00	2293.13
ii) Interest due but not paid	13.65	0.00	0.00	13.65
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1779.61</b>	<b>527.17</b>	<b>0.00</b>	<b>2306.78</b>

## VII. Remuneration Of Directors And Key Managerial Personnel

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

(Amt. in Lacs)

Sl. 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	15.00	12.00	8.10	35.10
	(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	0	0	0
	- as% of profit				
	- Others, specify...				
5	Others, please specify	0	0	0	0
	<b>Total(A)</b>	<b>15.00</b>	<b>12.00</b>	<b>8.10</b>	<b>35.10</b>

## B. Remuneration to other directors:

(Amt. in Lacs)

Sl. 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	0.24	0.24	0.48
	•Commission	0	0	0	0
	•Others, please specify	0	0	0	0
	Total (1)	0	0.24	0.24	0.24
2	Other Non-Executive Directors				
	•Fee for attending board /committee meetings	0.18	0	0	0.18
	•Commission	0	0	0	0
	•Others, please specify	0	0	0	0
	<b>Total (2)</b>	<b>0.18</b>	<b>0</b>	<b>0</b>	<b>0.18</b>
	<b>Total (B)=(1+2)</b>	<b>0.18</b>	<b>0.24</b>	<b>0.24</b>	<b>0.66</b>
	<b>Total Managerial Remuneration</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>35.10</b>
	Overall Ceiling as per the Act		As per the act		

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

(Amt. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	0	2.64	6.00	8.64
	(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</b>	<b>0</b>	<b>2.64</b>	<b>6.00</b>	<b>8.64</b>

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)
<b>A. Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Directors</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers In Default</b>					
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-E

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION

Trident Textofab Ltd (Ttfl) is a well recognized and established Company since 2008. Our Company is a multi-product fabric trading Company and our range includes home furnishing, bedsheets, scarfs, pareos, suiting and shirting and technical textile fabrics, etc. Our product portfolio includes finished, unfinished fabrics and value added fabrics. Our Company's proficiency lies in understanding the specific requirement of our customers and based on which we place the order of our products to manufacturer having requisite manufacturing facilities. We supervise the entire manufacturing process including selection of yarn, weaving of cloth till dispatch of the goods to customers place, to assure product quality and customer satisfaction.

#### 1. Company's Philosophy On Corporate Governance:-

Corporate Governance in your company refers to a combination of regulations, procedures and voluntary practice that enable the company to maximize stakeholders value by attracting financial and human capital to secure efficient performance.

In keeping with its commitment to the principles of good Corporate Governance, which it has always believed leads to efficiency and excellence in the operations of a company, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings. The Company continuously endeavours to review, strengthen and upgrade its systems and processes so as to bring in transparency and efficiency in its various business

segments.

The Company continues to focus its resources, strengths and strategies to achieve the vision of with our quality products and services; we 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.

As a responsible corporate citizen, it is the earnest endeavor of your company to improve its focus on corporate governance by increasing accountability and transparency as details below:

#### 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 wholtime 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.tridenttextofab.com](http://www.tridenttextofab.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, 2020 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.

#### A. Composition:

Your 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, 2020, the composition of the Board and category of directors are as follows:

Sr. No.	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 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, 2020 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 2019-2020		Whether Attended the last AGM held on July 29, 2019	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	05	05	YES	-	-	-	-
Chetan C. Jariwala	05	05	YES	-	-	-	-
Maniya H. Desai	05	04	YES	-	-	-	-
Natasha F. Dsouza	05	04	YES	-	-	-	-
Ankita J. Saraiya	05	04	YES	-	-	-	-
Deepak P. Gandhi	05	05	YES	-	-	-	-

#### **B. Number and dates of Board meetings held during the financial year ended March 31, 2020:**

During the Financial year 2019-20, our Board has met 05 (Five) times on May 29, 2019, June 13, 2019, August 8, 2019, November 5, 2019 and January 29, 2020. 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, 2020, 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), Mr. Deepak Prakashchandra Gandhi (DIN: 08256996), Director, is liable to be retiring by rotation and offer himself for

reappointment at the ensuing AGM.

Mrs. Vrusti B. Patel was appointed as an additional Independent Director w.e.f. June 25, 2020 till conclusion of 12th AGM. Further, Nomination & Remuneration Committee and the Board of directors have recommended her regularization as a director for consideration of the members and she will now appointed for a term of five years w.e.f. June 25, 2020 not liable to retire by rotation.

#### **F. Meeting of Independent Directors:**

A separate meeting of the independent directors of company for the FY 2019-20 was called on March 23, 2020 but due to lockdown for containment of covid19 it was cancelled. However, the meeting was held on May 30, 2020 where all the independent directors were present under the requirement of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 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: [www.tridenttextofab.com](http://www.tridenttextofab.com). During the financial year no any independent director was appointed.

### 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 to 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.

The name of directors who have above skills/expertise/competence:

1. Hardik Desai,
2. Chetan Jariwala
3. Ankita Saraiya
4. Deepak Gandhi
5. Maniya Desai
6. Natasha Dsouza

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 2019-20. 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;

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 March 31, 2020 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 2019-20, the Audit Committee met 6 (Six) times on April 29, 2019, May 29, 2019, June 13, 2019, August 8, 2019, November 5, 2019 and January 29, 2020. 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	6
Ankita Jignesh Saraiya	Member	6
Maniya Hardik Desai	Member	4

#### 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, 2020 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, 2020 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 18, 2019 and June 4, 2019. 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	1

**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.

#### 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:

- 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 from time to time.
- 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.
- 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.

- 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.
- 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.
- 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, 2020 is as under:

Name of Director	Status in Committee	Nature of Directorship
Hardik J. Desai	Chairperson	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 2019-20, the Management Committee met one time on April 1, 2019 where all members were present.

## 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:

Name of Executive Director	Salary (Rs.)	Retirement Benefits (Rs.)	Gratuity (Rs.)	Bonus/ Commission/ Stock Options/ Incentive (Rs.)	Total (Rs.)	Service Contract	(Rs. In Lacs)
							Notice Period
Mr. Hardik Desai	15.00	0	0	0	15.00	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	8.10	0	0	0	8.10	-	One Month

## 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, 2020 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, 2020 and as on date of this Report.

Meetings and Attendance - The SRC meeting was not held at the end of year due to Covid 19 lockdown. Therefore it was held on May 30, 2020 where all the member directors were present.

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, 2020 are NIL.

There were no pending requests for share transfer/dematerialization of shares as of March 31, 2020.

## 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
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.	<ol style="list-style-type: none"> <li>1. Conversion of the Compny from Private Limited to Public Limited.</li> <li>2. Adoption of New Set of Articles of Association.</li> <li>3. Adoption of New Set of Memorandum of Association.</li> <li>4. Authorization under Section 180 (1) (a).</li> <li>5. Borrowing Power Section 180 (1) (c).</li> </ol>
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.	<ol style="list-style-type: none"> <li>1. Authorization under Section 185 of the Companies Act, 2013.</li> <li>2. Authorization under Section 180 (1) (A).</li> <li>3. Borrowing Power under Section 180 (1) (C).</li> <li>4. Approve Investment, providing Guarantee and loan to Any Body Corporate, Bank, And Financial Institutions under</li> <li>5. Section 186 of the Companies Act, 2013.</li> <li>6. Revision in limit of Remuneration payable to Mr. Hardik Jigishkumar Desai (DIN: 01358227), Managing Director of the Company and payment of Commission.</li> <li>7. Revision in limit of Remuneration payable to Mr. Chetan C. Jariwala (DIN: 02780455), Whole Time Director of the Company and payment of Commission.</li> </ol>
2018-19 Eleventh AGM	5th Floor, Office Building, APMC, Nr. Sahara Darwaja, Surat-395003, Gujarat	Monday, July 29, 2019 at 11.00 A.M.	<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. To increase the borrowing power of Board of Directors u/s 180(1)(c) of the Companies Act, 2013.</li> <li>3. Approval for waiver of excess managerial remuneration paid to Mr. Hardik Desai, Managing Director of the Company.</li> <li>4. Approval for waiver of excess managerial remuneration paid to Mr. Chetan Jariwala, Whole Time Director of the Company.</li> <li>5. Approval for waiver of excess managerial remuneration paid to Mr. Deepak Gandhi, Director of the Company</li> <li>6. Payment of managerial remuneration in excess of limit prescribed under the Act</li> </ol>

## 9. Means of Communication:

- a. Quarterly results: The unaudited quarterly results are announced to Stock Exchanges within forty-five days from the end of the quarter and the audited annual results within sixty days from the end of the last quarter as stipulated under the SEBI (LODR) Regulations, 2015.
- b. Newspapers wherein results normally published: 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.
- c. Any Website where displayed: [www.tridenttexofab.com](http://www.tridenttexofab.com).
- d. Whether Website also displays official news releases: Yes. Financial Results, shareholding pattern, notices and press releases, if any, are displayed on the website.
- e. Whether presentations made to institutional investors or to analysts: No presentations were made to institutional investors or to analysts.

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 & 2019-20 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:

Your 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.vedha@kfintech.com](mailto:raghu.vedha@kfintech.com).

SEBI Scores:

The Investors can also raise complaints in a centralized web-based complaints redress system called "Scores" developed by SEBI. Complaints at the beginning of the year, received during the year and at the end of the year: Nil

## 10. General Shareholder Information:

Date and time:	Monday, September 21, 2020 at 11.00 a.m.
Deemed Venue:	2004, 2nd Floor, North Extension, Nr. Sahara Darwaja, Surat-395003, Gujarat

c. Financial Year: April 01 to March 31

d. Book Closure: The dates of Book Closure are from Tuesday, September 15, 2020 to Monday, September 21, 2020 both days Inclusive.

e. Dividend payment date: Your directors have not recommended any dividend for the financial year 2019-20.

Dividend History for the last 10 Financial Years

The Table below highlights the history of Dividend declared by the Company in the last 10 Financial Years:

Sr. No.	Financial Year	Date of Declaration of Dividend	Amount declared per share
1	2009-10	No Dividend Declared	Nil
2	2010-11	No Dividend Declared	Nil
3	2011-12	No Dividend Declared	Nil
4	2012-13	No Dividend Declared	Nil
5	2013-14	No Dividend Declared	Nil
6	2014-15	No Dividend Declared	Nil
7	2015-16	No Dividend Declared	Nil
8	2016-17	No Dividend Declared	Nil
9	2017-18	July 10, 2018	Rs. 1
10	2018-19	July 29, 2019	Rs. 1

## Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of

such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of

unclaimed/unpaid dividend are available on the website of the Company viz. [www.tridenttexofab.com](http://www.tridenttexofab.com).

Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on

shares for a consecutive period of seven years

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been

paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited

to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

Details of Unclaimed Dividend as on March 31, 2020 and due dates for transfer are as follows:

Sr. No.	Financial year	Date of Declaration of Dividend	Unclaimed Amount (Rs.)	Due Date for transfer to IEPF Account
1	2018-19	29.07.2019	12000/-	02.09.2026

During the year under review, the Company has not transferred any amount to Investor Education and Protection Fund since no dividend was unpaid/unclaimed for more than consecutive period of seven years.

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 2020-21 has already been duly paid to BSE Ltd where equity Shares of the Company are listed.

g. Stock Code: BSE Scrip Code: 540726

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

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

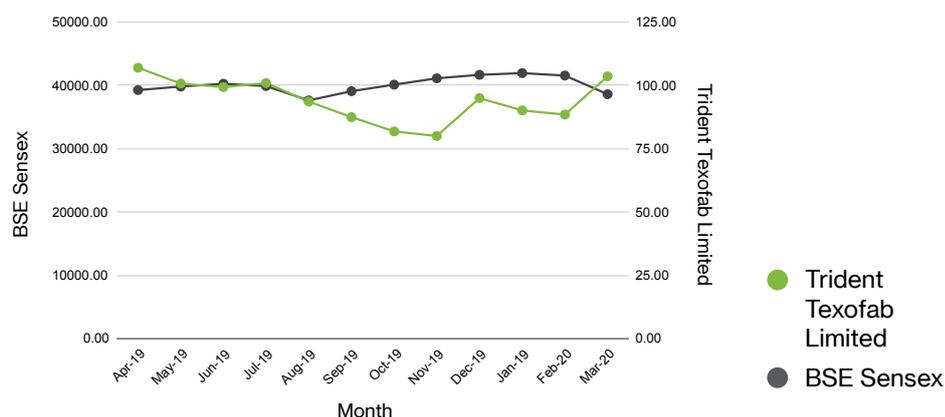
Month	High (Rs.)	Low (Rs.)	Volume (No. of Shares)	No. of Trades	Turnover (In Lacs)
April-19	108.00	95.00	99,000	73	98.91
May-19	113.00	93.00	64,000	52	65.05
June-19	106.10	95.00	1,18,000	97	116.86
July-19	102.75	95.00	69,000	65	67.47
August-19	102.00	90.00	38,000	33	36.48
September-19	94.00	85.00	61,000	52	54.28
October-19	89.00	76.00	71,000	63	57.63
November-19	97.00	79.00	56,000	52	48.57
December-19	95.00	81.00	36,000	35	31.35
January-20	94.60	78.00	88,000	87	76.59
February-20	90.25	80.00	96,000	76	83.47
March-20	103.60	65.00	62,000	58	48.55

Particulars	BSE
Closing share price as on March 31, 2020 (Rs.)	103.60
Market Capitalisation as on March 31, 2020 (Rs. in lacs)	4139.722

i. Performance in comparison to broad-based indices such as BSE Sensex, 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 2019-20.

k. Registrar and Share Transfer Agents:

S. No.	Name of Security	Registrar and Transfer Agents
1	Equity Shares	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32   Financial District Nanakramguda   Serilingampally Mandal   Hyderabad - 500032   India P: +91 40 6716 1606/1776 raghu.vedha@kfintech.com   www.kfintech.com

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, 2020:

Category	Equity Shareholding	% of Holding	CCPS Shareholding	% of Holding
Promoters	28,39,191	71.05	25000	12.50
Promoters Group	72,674	1.82	0	0.00
Resident Individuals	8,22,010	20.57	175000	87.50
Bodies Corporate	1,89,000	4.73	0	0
HUF	73,000	1.83	0	0
<b>Total</b>	<b>39,95,875</b>	<b>100.00</b>	<b>2,00,000</b>	<b>100.00</b>

Distribution of Equity shareholding based on shares held as on March 31, 2020

Sr. No.	Shares range	Number of shareholders	% of total shareholders	Nominal amount of shares held (Rs.)	% of Total Amount (Rs.)
1	upto 1- 5000	01	0.60	100.00	0.00
2	5001-10000	27	16.27	2,70,000.00	0.68
3	10001- 20000	15	9.04	3,00,000.00	0.75
4	20001- 30000	09	5.42	2,70,000.00	0.68
5	30001- 40000	41	24.70	16,40,000.00	4.10
6	40001- 50000	10	10	5,00,000.00	1.25
7	50001- 100000	39	29	2,19,02,00.00	5.48
8	100001 & ABOVE	46	34	34,78,8450.00	87.06
	<b>Total</b>	<b>166</b>	<b>100.00</b>	<b>39,958,750.00</b>	<b>100</b>

Distribution of CCPS shareholding based on shares held as on March 31, 2020

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, 2020 are noted below:

Particulars	No. of shares of Rs.10/- each	% of total shares
Shares held in dematerialized form with NSDL	34,53,875	86.44
Shares held in dematerialized form with CDSL	5,42,000	13.56
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, 2020

Particulars	No. of shares of Rs.10/- each	% of total shares
Shares held in dematerialized form with NSDL	70,000	35.00
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 no outstanding GDRs/ ADRs/warrants or any convertible instruments.

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, Gujarat

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

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; Website: www.tridenttexofab.com.

All shareholders' correspondence should be addressed to:

Mr. Mehul N. Amareliya (Company Secretary and Compliance Officer)

Trident Texofab Limited

Tel.: +91-2451274/284; Email: cs@tridenttexofab.com

Note: As required in terms of Regulation 13 of SEBI (Listing Obligations and Disclosures) Regulations, 2015, the Company has designated an e-mail ID exclusively for the purpose of registering complaints by investors. The e-mail ID is: cs@tridenttexofab.com

#### The company's RTA

KFin Technologies Private Limited  
Selenium Tower B, Plot Nos. 31 & 32 |  
Financial District  
Nanakramguda |Serilingampally Mandal |

Hyderabad - 500032 | India

P: +91 40 6716 1606/1776 www.kfintech.com

Contact Person: V Raghunath (Deputy Manager - Corporate Registry (RIS))

P: +91 40 67161606; email: raghu.veedha@kfintech.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 2019-20, the company 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

Other than above 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.

## 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: The company has 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. 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. [www.tridenttexofab.com](http://www.tridenttexofab.com).

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 as applicable to SME listed company; 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 [www.tridenttexofab.com](http://www.tridenttexofab.com).

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 not raised any funds through preferential allotment or qualified institutions placement during the year under review. Therefore details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) is not applicable.

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. Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

13. The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-para (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.

14. 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. Also at present the company does not have any modification in the audit opinion pertaining to the financial statements.

15. 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.

16. Equity Shares in the Demat suspense account / unclaimed suspense account:

As on March 31, 2020, there are no shares in the Demat suspense account / unclaimed suspense account.

17. Certificate from Practicing Company Secretary:

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 as applicable to the SME listed company, is annexed to Corporate Governance Report as "Annexure-F".

#### 18. Demat suspense account/ unclaimed suspense account:

As on March 31, 2020, there are no outstanding shares lying in the demat suspense account/unclaimed suspense account.

#### 19. Reconciliation of Share Capital Audit:

In terms of regulation 40(9) of listing regulations, certificate on half year basis have been issued by a Company Secretary in Practice with respect to due compliance of shares transfer formalities by the company.

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively 'depositories') and the total issued and listed capital. The audit confirms that the total paid up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialized form (held with depositories). The audit report is disseminated to the Stock Exchange on quarterly basis.

#### 20. 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, KFin Technologies Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number/client id.

# Annexure-F

## 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, 2020. 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, 2020.

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.

Praful N. Vekariya  
Company Secretary in Practice  
M. NO. 21367  
COP No. 10858  
UDIN : A021367B000575547

Date: 13.08.2020

Place: Surat

# Annexure-G

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 directors	Category	Ratio
1	Hardik Jigishkumar Desai	Managing Director	4.91
2	Chetan Chandrakant Jariwala	Wholetime Director	3.92
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	2.62

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	Designation	% in Increase
1	Hardik Jigishkumar Desai	Managing Director	NIL
2	Chetan Chandrakant Jariwala	Wholetime Director	NIL
3	Jenish B. Jariwala	CFO	25.00%
4	Mehul N. Amareliya	CS	NIL

3. The percentage increase in the median remuneration of employees in the financial year: average 14%

4. The number of permanent employees on the rolls of company: 88

5. If remuneration is as per the remuneration policy of the company: Yes

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

Date: 13.08.2020

Place: Surat

Sd/-  
Hardik J Desai  
Managing Director  
DIN: 01358227

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

# Annexure-H

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2020 is given below and forms part of the Directors' Report.

### A. CONSERVATION OF ENERGY

#### I. Steps taken or impact on conservation of energy.

In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the Company in this direction at its textile units located at Hojiwala are as under:

1. Installation of LED Lights.
2. Installation of RO Plant
3. Installation of ETP Plant.

These measures have also led to better pollution control, reduced the impact on environment, reduced maintenance time and cost, improved hygienic condition and consistency in quality and improved productivity.

#### II. The steps taken by the Company for utilizing alternate sources of energy. NIL

#### III. The Capital investment on energy conservation equipment- Nil.

### B. TECHNOLOGY ABSORPTION

#### I. The efforts made by the Company towards technology absorption. NIL

#### II. The benefits derived like product improvement, cost reduction, product development or import substitution.

During the year under review:

1. 60 New Shuttle Less Water Jet Looms installed at Plot No B 15/11, Road No 12, Hojiwala Industrial Estate, Sachin Palsana Road, Sachin Surat.

#### III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable

#### IV. The expenditure incurred on Research and Development: Not applicable

### D. FOREIGN EXCHANGE EARNINGS AND OUTGO: Nil

# Annexure-I

## 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, 2020.

For Trident Texofab Limited

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

Place: Surat  
Date: 30.05.2020

# MD and CFO Certification

To,

Date: 25.06.2020

Board of Directors  
Trident Texofab Limited  
2004, 2nd Floor, North Extension,  
Falsawadi, Begumpura, Nodh-4/1650,  
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 for the quarter and year ended on March 31, 2020 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.

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

Date: 25.06.2020

Place: Surat

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 Standalone Financial Statements

We have audited the accompanying financial statements of Trident Texofab Limited ("the company"), which comprises the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss, the Cash Flow Statement 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 financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2020, its profit (or Loss)\* and cash flows for the year ended on that date.

## Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards 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 the rules there under, 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 financial statements 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>1. REVENUE RECOGNITION</p> <p>Refer Note 18 to the Financial Statement</p> <p>Revenue from sale transaction is recognized upon sales of goods, provided it can be reliably measured and it is reasonable to expect ultimate collection.</p> <p>Revenue is measured at fair value of the consideration received or receivable and is accounted for net of rebates, trade discounts.</p> <p>The estimation of discounts, incentives and rebates recognized, related to sales made during the year, is material and considered to be complex and subject to judgments. The complexity mainly relates to various discounts, incentives and scheme offers, diverse range of market presence and complex contractual agreements/commercial terms across those markets. Therefore, there is a risk of revenue being misstated as a result of inaccurate estimates of discounts and rebates.</p> <p>Considering the materiality of amounts involved, significant judgements related to estimation of rebates and discounts, the same has been considered as a key audit matter.</p>	<p>OUR KEY PROCEDURES INCLUDED, BUT WERE NOT LIMITED TO, THE FOLLOWING:</p> <p>a) Assessed the appropriateness of the Company's revenue recognition accounting policies, including those relating to rebates and trade discounts by comparing with the applicable accounting standards.</p> <p>b) Performed test of details:</p> <p>i. Tested, on a sample basis, sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents.</p> <p>ii. Reviewed, on a sample basis, sales agreements and the underlying contractual terms related to delivery of goods and rebates to assess the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards.</p> <p>iii. Assessed the Company's process for recording of the accruals for discounts and rebates as at the year-end for the prevailing incentive schemes.</p> <p>iv. Tested, on a sample basis, discounts and rebates recorded during the year to the relevant approvals and supporting documentation which includes assessing the terms and conditions defined in the prevalent schemes and customer contracts.</p> <p>c) Assessed the appropriateness of the Company's description of the accounting policy, disclosures related to discounts, Incentives and rebates and whether these are adequately presented in the standalone financial statements.</p>

## 2. LITIGATIONS AND CLAIMS - PROVISIONS AND CONTINGENT LIABILITIES

Refer Note 32 to the Financial Statement

The Company is involved in direct tax and other litigations ('litigations') that are pending with different statutory authorities.

The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions.

This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement as to whether the amount should be recognized as a provision or only disclosed as contingent liability in the standalone financial statements.

OUR KEY PROCEDURES INCLUDED, BUT NOT LIMITED TO, THE FOLLOWING:

- a) Assessed the appropriateness of the Company's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards;
- b) Assessed the Company's process and the underlying controls for identification of the pending litigations and completeness for financial reporting and also for monitoring of significant developments in relation to such pending litigations;
- c) Assessed the Company's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the standalone financial statements. This involved assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts;
- d) Performed substantive procedures on the underlying calculations supporting the provisions recorded;
- e) Assessed the appropriateness of the Company's description of the accounting policy, disclosures related to litigations and whether these are adequately presented in the standalone financial statements

### Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility 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 standalone financial statements or our knowledge obtained during the course of our 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 the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement 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 is 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. The

boards of directors are 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 from fraud or error and are considered material if, individually or 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 fraud is higher than for one 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the 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, based 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 statements 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 relationships 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" 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 purpose 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 (Standalone) 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 written representations received from the directors as on March 31, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 B".
- 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 pending litigations which would impact its financial position in the Standalone Financial Statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For And On Behalf Of  
Shah Kailash & Associates  
Chartered Accountants  
Frn No: 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no:044030  
UDIN: 20044030AAAAAC2082

Place: Surat  
Date: 30/06/2020

# Annexure “A”

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable

properties as disclosed in the Note 9 to the financial statements are held in the name of the company except one property admeasuring 89.480 sq meter of Super carpet area situated at North Extension Building, City: Surat in which case the transfer proceedings in the name of the company is in process.

2) (a) The management has conducted the physical verification of inventory lying at the factory premises , office and godown except for goods-in-transit and stocks lying with third parties at reasonable intervals which in our opinion, the frequency of such verification is reasonable.

b) The discrepancies noticed on physical verification of the inventory as compared to books records are not material and has been properly dealt with in the books of account.

3) The Company has granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or

other parties covered in the Register maintained under section 189 of the Act. The terms and condition are not prejudicial to the interest of the company.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted deposits from the public during the year. Accordingly, the provisions of the clause 3(v) of the order are not applicable to the company, hence not commented upon.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, Details of dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of disputes are given below:

Name of the Statute	Forum where Dispute is pending	Period	Amount Involved (Rs. in lacs)	Amount Paid (Rs in lacs)	Nature of Dues
Income Tax Act 1961	Commissioner of Income Tax (Appeals)	A.Y.2017-18	105.18	5.50	Income Tax

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, debentures holders or financial institution.

9) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has raised money by way of term loan during the year. The money so raised has been utilized for the purpose for which they were raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals

mandated by the provisions of Section 197 read with Schedule V to the Act.

12) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements (Refer Note-33 of the Financial

Statements) as required by the AS-18 (Applicable Accounting Standard).

14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause

3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For And On Behalf Of  
Shah Kailash & Associates  
Chartered Accountants  
Frn No: 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no:044030  
UDIN : 20044030AAAAAC2082

Place: Surat  
Date: 30/06/2020

# Annexure “B”

## “Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of TRIDENT TEXOFAB LIMITED

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of **Trident TexoFab Ltd** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls with reference to financial statements

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, 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 with reference to financial statements

### Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 and according to the size of the company, it has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2020, 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: 30/06/2020

For And On Behalf Of  
Shah Kailash & Associates  
Chartered Accountants  
Frn No: 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no:044030  
UDIN : 20044030AAAAAC2082

# Balance Sheet as at 31.03.2020

Amount in Rs.

Sr No.	Particulars	Note No.	Figures as at the end of current reporting period 31.03.2020	Figures as at the end of previous reporting period 31.03.2019
<b>I.</b>	<b>Equity And Liabilities</b>			
<b>1</b>	<b>Shareholder's funds</b>			
	(a) Share capital	1	4,19,58,750.00	4,19,58,750.00
	(b) Reserves and surplus	2	7,65,83,788.28	6,79,95,120.05
	(c) Money received against share warrants		0.00	0.00
<b>2</b>	<b>Share application money pending allotment</b>		<b>0.00</b>	<b>0.00</b>
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	3	11,50,38,633.74	9,24,77,208.00
	(b) Deferred tax liabilities (Net)		22,04,428.00	1,41,424.00
	(c) Other Long term liabilities	4	0.00	0.00
	(d) Long-term provisions		0.00	0.00
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	5	9,81,36,104.08	3,60,12,807.00
	(b) Trade payables	6		
	(A) Outstanding dues of micro enterprises and small enterprise		54,68,731.00	1,28,30,088.00
	(B) Outstanding due of creditors other than above		15,48,07,223.00	18,10,35,365.00
	(c) Other current liabilities	7	2,33,60,903.00	2,56,64,235.00
	(d) Short-term provisions	8	61,60,619.00	1,23,23,496.00
	<b>Total</b>		<b>52,37,19,180.10</b>	<b>47,04,38,493.05</b>
<b>II.</b>	<b>Assets</b>			
	<b>Non-current assets</b>			
	(a) Property, Plant & Equipments			
	(i) Tangible assets	9	9,27,49,136.00	2,36,06,645.00
	(ii) Intangible assets		0.00	0.00
	(iii) Capital work-in-progress	9	30,27,956.00	6,39,25,608.00
	(iv) Intangible assets under development		0.00	0.00
	(b) Non-current investments	10	89,88,875.00	1,41,56,190.00
	(c) Deferred tax assets (net)		0.00	0.00
	(d) Long-term loans and advances	11	58,68,185.00	37,15,935.00
	(e) Other non-current assets	12	1,36,82,980.68	41,93,585.41
<b>2</b>	<b>Current assets</b>			
	(a) Current investments		0.00	0.00
	(b) Inventories	13	10,11,19,512.00	3,92,50,758.00
	(c) Trade receivables	14	26,43,41,696.25	29,39,93,660.00
	(d) Cash and cash equivalents	15	8,17,616.06	38,87,407.83
	(e) Short-term loans and advances	16	1,84,77,443.00	1,78,30,352.00
	(f) Other current assets	17	1,46,45,779.56	58,78,351.81
	<b>Total</b>		<b>52,37,19,180.10</b>	<b>47,04,38,493.05</b>
	The notes form an integral part of these financial statements	38		

As Per Our Report Of Even Date  
For Shah Kailash & Associates,  
Chartered Accountants,  
Frn 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no: 044030  
UDIN : 20044030AAAAAC2082

For And On Behalf Of  
Trident Texofab Limited

Sd/-  
(Hardik Desai)  
Managing Director  
DIN: 01358227

Sd/-  
(Mehul Amareliya)  
Company Secretary  
M. No. A54306

Sd/-  
(Chetan Jariwala)  
Whole Time Director  
DIN: 02780455

Sd/-  
(Jenish Jariwala)  
Chief Financial Officer

# Profit and Loss statement for the year ended 31.03.2020

Amount in Rs.

Sr No.	Particulars	Refer Note No.	Figures for the current reporting period 31.03.2020	Figures for the previous reporting period 31.03.2019
I.	Revenue from operations	18	90,96,40,557.32	86,89,73,811.00
II.	Other income	19	30,84,336.40	32,27,047.00
III.	<b>Total Revenue (I + II)</b>		<b>91,27,24,893.72</b>	<b>87,22,00,858.00</b>
IV.	Expenses:			
	Cost of materials consumed	20	8,44,21,173.32	0.00
	Purchases of Stock-in-Trade	21	76,42,58,641.91	78,36,69,241.00
	Changes in inventories of finished goods , work-in-progress and Stock-in-Trade	22	-6,09,19,196.00	1,14,27,927.00
	Employee benefits expense	23	2,46,45,966.00	1,91,50,471.00
	Payment to auditors	24	2,25,000.00	1,85,000.00
	Finance costs	25	2,41,40,287.99	86,46,920.48
	Depreciation and amortization expense	9	80,48,419.00	30,38,884.48
	Other expenses	26	5,14,16,044.67	3,05,66,790.50
	<b>Total Expenses</b>		<b>89,62,36,336.89</b>	<b>85,66,85,234.46</b>
V.	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>1,64,88,556.83</b>	<b>1,55,15,623.54</b>
VI.	Exceptional items	27	30,26,994.60	-13,81,503.00
VII.	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>1,34,61,562.23</b>	<b>1,68,97,126.54</b>
VIII.	Extraordinary Items		0.00	0.00
IX.	<b>Profit before tax (VII- VIII)</b>		<b>1,34,61,562.23</b>	<b>1,68,97,126.54</b>
X.	Tax expense:			
	(1) Current tax		28,09,890.00	42,50,469.00
	(2) Deferred tax Liability		20,63,004.00	-95,499.00
XI.	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>85,88,668.23</b>	<b>1,27,42,156.54</b>
XII.	Earnings per equity share:			
	(1) Basic		2.15	3.19
	(2) Diluted		2.15	3.19

As Per Our Report Of Even Date  
For Shah Kailash & Associates,  
Chartered Accountants,  
Frm 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no: 044030  
UDIN : 20044030AAAAAC2082

For And On Behalf Of  
Trident Texofab Limited

Sd/-  
(Hardik Desai)  
Managing Director  
DIN: 01358227

Sd/-  
(Mehul Amareliya)  
Company Secretary  
M. No. A54306

Sd/-  
(Chetan Jariwala)  
Whole Time Director  
DIN: 02780455

Sd/-  
(Jenish Jariwala)  
Chief Financial Officer

# Cash Flow Statement

## for the year ended 31.03.2020

Amount in Rs.

Sr No.	Particulars	Figures as at the end of current reporting period 31.03.2020	Figures as at the end of previous reporting period 31.03.2019
<b>A</b>	<b>Cash Flow Operating Activities</b>		
	Net Profit Before Tax		1,68,97,127
	Adj:		
	Depreciation	80,48,419.00	30,38,884
	Interest & Finance Charges	2,41,40,288	86,46,919
	Interest Received (FD)	-4,22,737	-
	Unrealised Exchange Difference	-1,38,217	-
	Income Tax Exps	90,214	-
	Leasehold Property Exps(Amortisation)	19,094	-
	Public Issue Exps(Amortisation)	7,92,192	8,48,274
	Loss on Sales on Investments	30,23,416	54,108
	Securities Transaction Tax/Expenses	2,151	26,906
	Excess Provision of earlier years	-4,78,987	-1,59,469
	Loss on Sale of Fixed Assets	3,79,877	-17,310
		3,54,55,709	1,24,38,312
	<b>Operating Profit before Working Capital Changes</b>	<b>4,89,17,272</b>	<b>2,93,35,439</b>
	Decrease/(Increase) in Inventories	-6,18,68,754	1,14,27,927
	Decrease/(Increase) in Sundry Debtors	2,96,51,964	2,73,30,941
	(Decrease)/Increase in Sundry Creditors & Provisions	-3,21,78,262	-7,97,90,958
	Decrease/(Increase) in Short Term Loans & advances	-24,48,924	87,26,452
	Decrease/(Increase) in Other Current Asset	-87,67,428	-1,71,43,893
	Cash Generated from operations	-7,56,11,404	-4,94,49,531
	Less :Taxes Paid	-50,23,076	-74,19,930
	<b>Net Cash flow Operating Activities (A)</b>	<b>-3,17,17,208</b>	<b>-2,75,34,022</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>		
	Other Non Current Assets	91,483	-
	Purchase of Fixed Assets & capital work in Progress	-1,70,62,446	-7,60,66,354
	Proceeds from Non-Current investments	21,41,748	1,22,85,340
	Proceeds from Deposits	-1,04,65,054	-23,97,274
	Interest Received	4,22,737	-
	Sale of Fixed Assets	8,00,000	40,041
	<b>Net Cash flow from Investing Activities (B)</b>	<b>-2,40,71,532</b>	<b>-6,61,38,247</b>
<b>C</b>	<b>Cash Flow From Financing Activities</b>		
	Proceed from long term Borrowing	1,93,81,814	5,08,03,270
	Proceeds from Share Capital/Premium	-	2,02,96,000
	Proceed from Short term Borrowing	6,21,23,297	3,42,17,264
	Dividend Paid	-40,95,875	-7,82,672
	Advance Paid (Matter in Dispute-Income Tax)	-5,50,000	-

Interests & Financial Charges paid	-2,41,40,288		-86,46,919
<b>Net Cash flow from Financing Activities [C]</b>		<b>5,27,18,948</b>	<b>9,58,86,943</b>
Net Increase in Cash & Cash Equivalents [A+B+C]		-30,69,792	22,14,674
Add: Opening Cash & Cash Equivalent		38,87,408	16,72,733
Closing Cash & Cash Equivalent		8,17,616	38,87,408

As Per Our Report Of Even Date  
For Shah Kailash & Associates,  
Chartered Accountants,  
Frn 109647W

Sd/-  
CA Kailash Shah  
(Partner)  
M.no: 044030  
UDIN : 20044030AAAAAC2082

For And On Behalf Of  
Trident Texofab Limited

Sd/-  
(Hardik Desai)  
Managing Director  
DIN: 01358227

Sd/-  
(Mehul Amareliya)  
Company Secretary  
M. No. A54306

Sd/-  
(Chetan Jariwala)  
Whole Time Director  
DIN: 02780455

Sd/-  
(Jenish Jariwala)  
Chief Financial Officer

# Notes To The Financial Statements

## 1 CORPORATE INFORMATION

Trident Texofab Limited is a Public Limited Company listed in the SME Exchange incorporated in the year 2008. The Company is primarily engaged in the business of manufacturing & Wholesale Trading of Textile Fabric cloth. During the current year, the company has started manufacturing activity by manufacturing of Grey fabrics.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of Preparation of Financial Statements

The financial statements are prepared under historical cost convention and on accrual basis and in accordance with the provisions of Companies Act, 2013 and accounting principles generally accepted in India and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non current as per company's normal operating cycle and other criteria set out in the schedule III of the Companies Act, 2013

Current Assets do not include elements which are not expected to be realized within one year and Current Liabilities do not include items which are due after one year, the period of one year being reckoned from the reporting date.

### 2.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including Contingent liabilities) on the date of the financial statements and the reported amounts of revenues and

expenses during the reporting period. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could be differ due to these estimates and the differences between actual results and estimates are recognized in the period in which the results are known / materialized.

### 2.3 Property, Plants & Equipments

An Item of Property, Plant & Equipments are stated at cost less depreciation/ amortization and impairment losses, if any. Cost of the PPE includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), any directly attributable costs of bringing an asset to the location and condition of its intended use and, in the case of qualifying assets, the attributable borrowing costs. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The expenditure including stores & spares related to fixed assets after its purchase/completion is capitalized only if such expenditure is specific and meet the definition of PPE.

Depreciation is provided on all tangible assets on SLM basis adopting the useful lives of fixed assets as specified in Part C of Schedule II of the Companies Act, 2013. However leasehold improvements are depreciated on SLM basis over shorter life or tenure of the lease arrangements. For additions and deletions, depreciation is provided on pro-rata basis. Intangible assets are amortized over their individual estimated useful lives on a straight-line basis commencing from the date the asset is available to the company for its use.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The items of PPE which are derecognized are shown separately in the financial Statements (Refer Note-9 to the financial statements). Any

gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

### 2.4 Investments

Long Term Investments are carried at cost inclusive of all expenses incidental to acquisition. Provision for diminution in value of long term investments is made only if such a decline is other than temporary in nature in the opinion of the management. Diminution with respect to market value, if temporary, is not recognized. Current Investments are carried at lower of cost and fair value.

### 2.5 Valuation of Inventories

Inventories are valued as under

- a) Finished goods at lower of cost and net realizable value wherever applicable.
- b) Waste at estimated realizable value.
- c) Raw materials and stock-in-process at lower of cost and net realizable value.
- d) Stores and spare parts, components at cost. Necessary provision is made and expensed in case of identified obsolete and non moving items.
- e) Cost of inventories is ascertained on FIFO basis. Work in progress and finished and semi finished products are valued on absorption cost basis.

### 2.6 Translation of Foreign Currency Transactions

Foreign currency transactions are recorded at the prevailing exchange rates at the time of initial recognition. Exchange differences arising on final settlement are adjusted and recognized as income or expense in the profit and loss statement. Outstanding balances of monetary items denominated in foreign currency are restated at closing exchange rates and the difference adjusted as income or expense in the profit and loss statement. Non monetary foreign currency items are carried at cost

## 2.7 Revenue Recognition

Income and Expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sale transaction is recognized upon sales of goods, provided it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from service transactions is recognized when invoiced / upon completion of work based on confirmed contracts. Interest income is accrued on a time proportion basis having regard to the amount outstanding and the rate applicable.

## 2.8 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such assets till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as an expense in the period in which they are incurred.

## 2.9 Earning per share

Basic Earning per share is calculated by dividing the Net Profit after tax attributable to the equity shareholders by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares

## 2.10 Employee Benefits

Short term employee benefits (other than termination benefits) which are payable within 12 months after the end of the period in which the employees rendered service are recognized as an expense at the undiscounted amount in the statement of profit and loss. Company's contributions paid/ payable during the year to Provident Fund and Superannuation Fund and ESIC are recognized in the profit and loss statement. The cost of termination

benefits, namely voluntary retirement payments are expensed in the year of payment.

## 2.11 Taxes on Income

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Standalone Statement of Profit and Loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to realise the asset or to settle the liability on a net basis.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the Standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the Standalone Balance Sheet method.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Deferred tax assets include a credit for

the Minimum Alternate Tax ('MAT') paid in accordance with the tax laws, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. MAT

asset is recognised as deferred tax assets in the Standalone Balance Sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

## 2.12 Provisions, contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to financial statements. Contingent assets are neither recognized nor disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted to reflect the best current estimate.

## 2.13 Cash Flow Statement and Cash and cash equivalents

Cash Flows are reported using the Indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

Cash and cash equivalents include cash on hand and balance with banks in current and deposit accounts with necessary disclosure of cash and cash equivalent balances that are not available for use by the company.

## 2.14 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment of assets. If any indication of such impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount on these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling

price and value in use. Value in use is arrived at by discounting the future cash flow to their present value based on an appropriate discount factor. When there is indication that factors that caused an impairment loss to be recognised for an asset in prior accounting periods, no longer exist or that the intensity of impairment loss may have decreased, the impairment loss, to the extent no longer necessary to hold, is reversed.

#### 2.15 Government Grant

The company recognizes the government grant received on cash basis. The government grants if any of revenue nature is recognized in the statement of profit and loss account. Government grants if any relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are recognised on a straight-line basis over the expected lives of related assets.

#### 2.16 Leases

The Company, as a lessee, recognise a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract

conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. In other cases the Company recognise the lease payments as an operating expense on a straight-line basis over the lease term.

#### 2.17 Changes in Accounting Policies & Disclosures

The Company has changes in accounting policy of Late Payment Charges Interest from Cash basis to accrual basis during the current year. The Impact of such changes is not material and properly dealt in the books of accounts of the company. Hence no separate disclosure has been made.

#### 2.18 Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns, internal organization, management

structure and internal performance reporting system. As the company is operating in one segment, no reporting is required.

#### Note on COVID-19

In view of the lockdown across the country due to the outbreak of COVID pandemic, operations in many of the Company's locations (manufacturing, warehouses, offices, etc.) are scaled down or shut down in compliance with the directives/ orders issued by the local Panchayat/Municipal Corporation/ State/Central Government authorities.

As per management's current assessment, no significant impact on carrying amounts of inventories, trade receivables, investments and other financial assets is expected, and management will continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Standalone Financial Statements.

**Note : 1 Share Capital**

Share Capital	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 10 each	58,00,000	5,80,00,000	58,00,000	5,80,00,000
Preference Shares of Rs. 10 each	2,00,000	20,00,000	2,00,000	20,00,000
<b>Issued</b>				
Equity Shares of Rs 10 each	39,95,875	3,99,58,750	39,95,875	3,99,58,750
Preference Share of Rs 10 each	2,00,000	20,00,000	2,00,000	20,00,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs 10 each fully paid	39,95,875	3,99,58,750	39,95,875	3,99,58,750
Preference share of RS 10 each	2,00,000	20,00,000	2,00,000	20,00,000
<b>Subscribed but not fully Paid up</b>				
Equity Shares of Rs.10 each, not fully paid up	NIL	Nil	NIL	Nil
<b>Total</b>	<b>41,95,875</b>	<b>4,19,58,750</b>	<b>41,95,875</b>	<b>4,19,58,750</b>

**“ Note 1.2 Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 2013 “**

Particulars	Equity Shares		Equity Shares	
	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	39,95,875	3,99,58,750	39,95,875	3,99,58,750
Shares Issued during the year	0.00	0.00	0.00	0.00
Less: Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	39,95,875	3,99,58,750	39,95,875	3,99,58,750

Particulars	Preference Shares		Preference Shares	
	As at 31st March 2020		As at 31st March 2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,00,000	20,00,000	0.00	0.00
Shares Issued during the year	0.00	0.00	2,00,000	20,00,000
Less: Shares bought back during the year	0.00	0.00	0.00	0.00
Shares outstanding at the end of the year	2,00,000	20,00,000	2,00,000	20,00,000

**Note 1.3 Disclosure pursuant to Note no. 6(A)(f) of Part I of Schedule III to the Companies Act,2013**

0 Equity Shares (Previous year 0) are held by associate companies of the holding company.

Above disclosure is required for each class of Shares held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.

**Note 1.4 Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule III to the Companies Act, 2013 (if more than 5%)**

Name of Shareholder	Equity Shares			
	As at 31 March 2020		As at 31 March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Hardik Desai	22,85,211.00	57.18%	22,85,211.00	57.18%
Chetan Jariwala	5,53,980.00	13.86%	5,13,890.00	12.86%

Name of Shareholder	Preference Shares			
	As at 31 March 2020		As at 31 March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Amit Halvavala	20,000.00	10.00%	20,000.00	10.00%
Ashmi Kesariya	15,000.00	7.50%	15,000.00	7.50%
Chetan Jariwala	10,000.00	5.00%	10,000.00	5.00%
Hardik Desai	15,000.00	7.50%	15,000.00	7.50%
Kanaiya Kadhiwala	20,000.00	10.00%	20,000.00	10.00%
Manish Halvavala	20,000.00	10.00%	20,000.00	10.00%
Mittal Shah	20,000.00	10.00%	20,000.00	10.00%
Nikunj Mittal	20,000.00	10.00%	20,000.00	10.00%
Vicky Brijwasi	15,000.00	7.50%	15,000.00	7.50%

**“Note 1.5 Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 2013**

Particulars	Year (Aggregate No. of Shares)				
	2019-20	2018-19	2017-18	2016-17	2015-16
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	0	0	0	0	0
Fully paid up by way of bonus shares	0	0	0	0	0
Shares bought back	0	0	0	0	0
Preference Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	0	0	0	0	0
Fully paid up by way of bonus shares	0	0	0	0	0
Shares bought back	0	0	0	0	0

**Note 1.6 Disclosure pursuant to Note no. 6(A)(k) of Part I of Schedule VI to the Companies Act, 1956**

Unpaid Calls			
By Directors		0	0
By Officers		0	0

**Note : 2 Reserve & Surplus:**

Particulars	As at 31 March 2020 Amount(Rs.)	As at 31 March 2019 Amount(Rs.)
<b>(a) Capital Reserves</b>		
Opening Balance	0.00	0.00
(+) Current Year Transfer	0.00	0.00
(-) Written Back in Current Year	0.00	0.00
Closing Balance	0.00	0.00
<b>(b) Securities Premium</b>		
Opening Balance	4,59,62,875.00	2,76,66,875.00
Add : Securities premium credited on Share issue	0.00	1,82,96,000.00
Less : Premium Utilised for various reasons	0.00	0.00
Premium on Redemption of Debentures	0.00	0.00
For Issuing Bonus Shares	0.00	0.00
Closing Balance	4,59,62,875.00	4,59,62,875.00
<b>(c) General Reserve</b>		
Opening Balance	0.00	0.00
(+) Current Year Transfer	0.00	0.00
(-) Bonus Shares Issued	0.00	0.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>
<b>(d) Surplus</b>		
Opening balance	2,20,32,245.05	1,50,10,501.51
(+) Net Profit/(Net Loss) For the current year	85,88,668.23	1,27,42,156.54
(+) Transfer from Reserves	0.00	0.00
(-) Proposed Dividends(PREFERENCE)	0.00	1,00,000.00
(-) Proposed Dividends(EQUITY)	0.00	39,95,875.00
(-)Short proposedfinal dividend of previous year	0.00	7,82,672.00
(-) Dividend Distribution Tax(EQUITY)	0.00	8,21,312.00
(-) Dividend Distribution Tax(EQUITY)	0.00	20,554.00
(-) Bonus Shares Issued	0.00	0.00
(-) Transfer to Reserves	0.00	0.00
Closing Balance	3,06,20,913.28	2,20,32,245.05
<b>(e) Retained Earnings</b>		
Opeining Balance	0.00	0.00
(+) Amortisation of Fixed Assets during the year	0.00	0.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>7,65,83,788.28</b>	<b>6,79,95,120.05</b>

**Note : 3 Long Term Borrowings:**

Long Term Borrowings	As at 31 March 2020 Amount(Rs.)	As at 31 March 2019 Amount(Rs.)
Secured		
(a) Bonds/debentures	0.00	0.00

Long Term Borrowings	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(b) Term loans from banks :-		
secured	3,54,23,994.95	3,10,07,000.00
unsecured	0.00	0.00
(c) Corporate loans from Banks/NBFC		
secured	2,85,38,316.00	2,98,87,615.00
unsecured	1,99,37,917.79	2,80,62,301.00
<b>Sub Total</b>	<b>8,39,00,228.74</b>	<b>8,89,56,916.00</b>
(a) Loans from Related Parties		
Unsecured	3,11,38,405.00	35,20,292.00
(b) Other loans and advances	0.00	0.00
<b>Sub Total</b>	<b>3,11,38,405.00</b>	<b>35,20,292.00</b>
<b>Total</b>	<b>11,50,38,633.74</b>	<b>9,24,77,208.00</b>

### Footnotes:

#### Primary Securities: -

“1.All Fixed Assets of the company which are created from term loan lenders and other fixed assets of the company whether in present or future located in the Company’s Factories, Premises and godowns or wherever else the same may be or be held by any party to the order or disposition of the Company“

#### Collateral Securities: -

1. All the Current Assets of the Company namely Raw Materials, Stocks in process, Semi-Finished and Finished Goods, Stores and Spares and Book Debts both present and future whether now lying loose or in cases or which are now lying or stored in or about or shall hereinafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about of the Company’s Factories, Premises and godowns or wherever else the same may be or be held by any party to the order or disposition of the Company or in the course of transit or on high seas or on order or delivery, howsoever and wheresoever in the possession of the Company and either by the way of substitution or addition.

2. Equitable Mortgage of the property admeasuring 1750 sq ft carpet area situated at Shop No.305, Raghuvir Business Empire, village:Dumbhal,city: Surat alongwith undivided share admeasuring 71.87 square meters beneath the building belong to Trident Texofab Ltd.

3. Equitable Mortgage of all the pieces and parcel of commercial shop No. 2004,admeasuring 89.480 sq meter of Super carpet area situated at North Extension Building, City : Surat belongs to the Hardik J Desai.

4. Equitable Mortgage of all the pieces and parcel of the property situates at Plot No.24-B admeasuring 388.80 square meters of Shree Nehrunagar Co.op Housing Society,Umra, Surat belongs to Dipakbhai Prakashchandra Gandhi.

5. Lien on Fixed Deposit of Rs.68.00 lakh.

6. Personal Guarantee of the followings:

- a) Mr. Hardik J Desai
- b) Mr. Chetan C Jariwala
- c) Mr. Deepak P Gandhi

### Note : 4 Long Term Liabilities

Long Term Liabilities	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Note : 5 Short Term Borrowings:**

Short Term Borrowings	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
Secured		
(a) Loans repayable on demand		
From Banks	9,64,95,373.08	3,42,17,264.00
(b) Loans and advances from related parties	0.00	0.00
(c) Other loans and advances	0.00	0.00
<b>Sub Total</b>	<b>9,64,95,373.08</b>	<b>3,42,17,264.00</b>
Unsecured		
(a) Loans and advances from related parties	0.00	0.00
(b) Other loans and advances	16,40,731.00	17,95,543.00
<b>Sub Total</b>	<b>16,40,731.00</b>	<b>17,95,543.00</b>
<b>Total</b>	<b>9,81,36,104.08</b>	<b>3,60,12,807.00</b>

**Footnotes:**

Cash Credit/ Working Capital loans are secured by:

**Primary**

All the Current Assets of the Company namely Raw Materials, Stocks in process, Semi-Finished and Finished Goods, Stores and Spares and Book Debts both present and future whether now lying loose or in cases or which are now lying or stored in or about or shall hereinafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about of the Company's Factories, Premises and godowns or wherever else the same may be or be held by any party to the order or disposition of the Company or in the course of transit or on high seas or on order or delivery, howsoever and wheresoever in the possession of the Company and either by the way of substitution or addition.

**Collateral**

- Hypothecation of entire movable fixed assets namely : Machineries, Equipments, Furniture & fixtures, Office Equipment etc whether in present or future situated in the Company's Factories, Premises and godowns or wherever else the same may be or be held by any party to the order or disposition of the Company.
- Equitable Mortgage of the property admeasuring 1750 sq ft carpet area situated at Shop No.305, Raghuvir Business Empire, village:Dumbhal,city: Surat alongwith undivided share admeasuring 71.87 square meters beneath the building belong to Trident Texofab Ltd.
- Equitable Mortgage of all the pieces and parcel of commercial shop No. 2004,admeasuring 89.480 sq meter of Super carpet area situated at North Extension Building, City : Surat belongs to the Hardik J Desai.
- Equitable Mortgage of all the pieces and parcel of the property situates at Plot No.24-B admeasuring 388.80 square meters of Shree Nehrunagar Co.op Housing Society,Umra, Surat belongs to Dipakbhai Prakashchandra Gandhi.
- Lien on Fixed Deposit of Rs.68.00 lakh.
- Personal Guarantee of the followings:
  - Mr. Hardik J Desai
  - Mr. Chetan C Jariwala
  - Mr. Deepak P Gandhi

**Note 6 : Trade Payable**

Trade Payables	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
Creditors for Goods		
MSME	54,68,731.00	1,28,30,088.00
Other than MSME	15,48,07,223.00	18,10,35,365.00
<b>Total</b>	<b>16,02,75,954.00</b>	<b>19,38,65,453.00</b>

**Footnotes:**

The amount due to MSME as defined in the "The Micro, Small and Medium Enterprises Act, 2006" has been shown separately to the extent such parties have been identified on the basis of information available with the company.

**Note : 7 Other Current Liabilities**

Other Current Liabilities	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) Current maturities of long term debt	1,61,38,206.00	2,06,82,394.00
(b) Interest accrued but not due on borrowings	0.00	0.00
(c) Interest due but not paid on borrowings	13,64,576.00	0.00
(d) Other payables (specify nature)		
Creditors for Expences	57,51,540.00	46,48,348.00
Advance from Customer	1,06,581.00	3,33,493.00
<b>Grand Total</b>	<b>2,33,60,903.00</b>	<b>2,56,64,235.00</b>

**Note : 8 Short Term Provisions**

Short Term Provisions	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) Provision for employee benefits	16,94,212.00	21,28,697.00
<b>Sub Total</b>	<b>16,94,212.00</b>	<b>21,28,697.00</b>
(b) Others (Specify nature)		
Provision for Income Tax / MAT	28,09,890.00	40,91,000.00
Provision For Taxes (Old)	0.00	19,181.00
Provision for Dividend Distribution Tax	0.00	8,41,866.00
Provision for Other Expenses	11,44,255.00	5,94,033.00
TDS Payable	4,82,228.00	5,09,002.00
GST Payable(RCM)	30,034.00	43,842.00
Proposed dividend	0.00	40,95,875.00
<b>Sub Total</b>	<b>44,66,407.00</b>	<b>1,01,94,799.00</b>
<b>Gross Total</b>	<b>61,60,619.00</b>	<b>1,23,23,496.00</b>

## Note - 9 Property, Plant &amp; Equipments

Sr. No.	Description	Gross Block		Depreciation		Opening Balance Of Retained Earning	Net Block		
		Cost As At 1.04.2019	Additions/ Deletion Pre-Operative	Cost As At 31.03.2020	As At 1.04.2019		Additions Deletions	As At 31.03.2020	As At 31.03.2019
1	Office equipment	22,62,949.00	2,98,605.00	25,61,554.00	13,92,915.00	0.00	3,07,994.00	8,60,645.00	8,70,034.00
2	Building	91,03,678.00	1,17,24,468.00	2,08,28,146.00	16,47,752.00	0.00	6,54,193.00	1,85,26,201.00	74,55,926.00
3	Vehicle	23,29,290.00	21,04,234.00	44,33,524.00	17,74,974.00	0.00	5,25,358.00	21,33,192.00	5,54,316.00
4	Plant & Machinery	67,11,413.00	6,07,61,008.00	6,61,98,053.00	2,62,991.00	0.00	40,60,271.00	6,19,69,281.00	64,48,422.00
5	Furniture	58,98,927.00	7,92,714.00	66,91,641.00	20,50,959.00	0.00	6,07,685.00	40,32,997.00	38,47,968.00
6	Computer	51,80,070.00	2,68,956.00	54,49,026.00	16,97,189.00	0.00	15,69,572.00	21,82,265.00	34,82,881.00
7	Electric Fitting	12,08,956.00	24,20,803.00	36,29,759.00	2,61,858.00	0.00	3,23,346.00	30,44,555.00	9,47,098.00
	<b>Total</b>	<b>3,26,95,283.00</b>	<b>7,83,70,788.00</b>	<b>10,97,91,703.00</b>	<b>90,88,638.00</b>	<b>0.00</b>	<b>80,48,419.00</b>	<b>9,27,49,136.00</b>	<b>2,36,06,645.00</b>

## Working in Progress

1	Building Auc	6,39,25,608.00	30,27,956.00	6,39,25,608.00	0.00	0.00	0.00	30,27,956.00	6,39,25,608.00
	<b>Total</b>	<b>6,39,25,608.00</b>	<b>30,27,956.00</b>	<b>6,39,25,608.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>30,27,956.00</b>	<b>6,39,25,608.00</b>

**Note : 10 Non Current Investments Details :**

Particulars	As at 31	As at
	March 2019	31 March 2020
	Amount(Rs.)	Amount(Rs.)
A. Trade Investments		
B. Other Investments		
Investment in Equity Instruments(quoted)	0.00	51,67,315.00
(unquoted)	24,67,500.00	24,67,500.00
C. others	65,21,375.00	65,21,375.00
<b>Total</b>	<b>89,88,875.00</b>	<b>1,41,56,190.00</b>

Particulars	2019-20	2018-19
	Amount(Rs.)	Amount(Rs.)
Aggregate amount of quoted investments	0.00	51,67,315.00
Aggregate amount of unquoted investments	89,88,875.00	89,88,875.00

**Note : 11 Long Term Loans & Advances**

Long Term Loans and Advances	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
<b>(a) Capital Advances</b>		
Secured, considered good	0.00	0.00
Unsecured, considered good		
Advance against Capital Goods	25,61,050.00	6,21,000.00
<b>Sub Total</b>	<b>25,61,050.00</b>	<b>6,21,000.00</b>
<b>(b) Security Deposits</b>		
Secured, considered good	0.00	0.00
Unsecured, considered good	24,62,274.00	22,50,074.00
<b>Sub Total</b>	<b>24,62,274.00</b>	<b>22,50,074.00</b>
<b>(c) Loans and advances to related parties</b>	<b>0.00</b>	<b>0.00</b>
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>
<b>(d) Other loans and advances</b>	<b>8,44,861.00</b>	<b>8,44,861.00</b>
<b>Sub Total</b>	<b>8,44,861.00</b>	<b>8,44,861.00</b>
<b>Total</b>	<b>58,68,185.00</b>	<b>37,15,935.00</b>

**Note : 12 Other Non Current Assets**

Other Non Current Assets	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) Unamortised Expenses	13,08,126.68	26,21,585.41
(b) Balances with bank	78,74,854.00	6,72,000.00
(c) Others	45,00,000.00	9,00,000.00
<b>Total</b>	<b>1,36,82,980.68</b>	<b>41,93,585.41</b>

**Footnotes**

Balances with banks are those balances which are restricted from being exchanged or used to settle a liability for more than 12 months from the balance sheet date.

The company has taken a property on lease which is considered as Operating lease. As a result the company is amortise lease property expenses under SLM method over tenure of the lease.

**Note : 13 Inventories**

Inventories	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
a. Raw Materials and components (Valued at Cost/NRV whichever is less)	9,49,558.00	0.00
<b>Sub Total</b>	<b>9,49,558.00</b>	<b>0.00</b>
b. Work-in-progress (Valued at Cost+Overhead)	54,28,040.00	0
<b>Sub Total</b>	<b>54,28,040.00</b>	<b>0.00</b>
c. Finished goods (Valued at cost/Market price whichever is less)	9,47,41,914.00	3,92,50,758.00
<b>Sub Total</b>	<b>9,47,41,914.00</b>	<b>3,92,50,758.00</b>
(d) Stock in Transit	0.00	0.00
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>

e. Stores and spares (Valued at Cost)	0.00	0.00
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>
(f) Loose Tools	0.00	0.00
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>
g. Others (Specify nature)	0.00	0.00
<b>Sub Total</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>10,11,19,512.00</b>	<b>3,92,50,758.00</b>

#### Note : 14 Trade Receivables

<b>Trade Receivables</b>	<b>As at 31 March 2020 Amount(Rs.)</b>	<b>As at 31 March 2019 Amount(Rs.)</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	0.00	0.00
Unsecured, considered good	24,54,16,968.25	27,57,29,916.00
<b>Sub Total</b>	<b>24,54,16,968.25</b>	<b>27,57,29,916.00</b>
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	0.00	0.00
Unsecured, considered good	1,89,24,728.00	1,82,63,744.00
<b>Sub Total</b>	<b>1,89,24,728.00</b>	<b>1,82,63,744.00</b>
<b>Total</b>	<b>26,43,41,696.25</b>	<b>29,39,93,660.00</b>

#### Note : 15 Cash & Cash Equivalents :

<b>Cash and cash equivalents</b>	<b>As at 31 March 2020 Amount(Rs.)</b>	<b>As at 31 March 2019 Amount(Rs.)</b>
(A) Cash And Cash Equivalents	3,21,275.69	2,93,595.35
<b>Sub Total</b>	<b>3,21,275.69</b>	<b>2,93,595.35</b>
(B) Balances With Bank	4,96,340.37	35,93,812.48
<b>Sub Total</b>	<b>4,96,340.37</b>	<b>35,93,812.48</b>
<b>Total[A+B]</b>	<b>8,17,616.06</b>	<b>38,87,407.83</b>

#### Note : 16 Short Term Loans & Advances:

<b>Short-term loans and advances</b>	<b>As at 31 March 2020 Amount(Rs.)</b>	<b>As at 31 March 2019 Amount(Rs.)</b>
(a) Loans and advances to related parties		
Secured, considered good	0.00	0.00
Unsecured, considered good	1,79,85,382.00	1,78,17,986.00
(b) Others (specify nature)		
Unsecured, considered good	4,92,061.00	12,366.00
<b>Total</b>	<b>1,84,77,443.00</b>	<b>1,78,30,352.00</b>

**Note : 17 Others Current Assets**

Other Current Assets	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
Prepaid Expenses	2,64,658.00	2,58,385.00
Public Issue Exps	7,92,191.18	7,92,191.38
TDS Paid Excess	17,666.00	17,666.00
TDS Receivable 2019-20	3,05,448.00	0.00
TDS Recievable(18-19)	6,537.00	6,75,048.00
TCS Receivable	17,371.00	0.00
GST Receivable	97,53,177.38	5,01,461.00
Advance Tax	21,50,000.00	28,80,000.00
Leasehold Property (Operating Lease)	19,094.00	19,094.00
TDS Recievable (Bank Loans)	12,81,637.00	7,34,506.43
Interest Recievable (DGVCL)	38,000.00	0.00
<b>Total</b>	<b>1,46,45,779.56</b>	<b>58,78,351.81</b>

**Note : 18 Revenue From Operations**

Particulars	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
Sale of Goods	93,84,78,809.00	90,20,83,569.00
Sale of Services (Job Work)	2,44,26,631.00	1,92,73,394.00
Less:		
Sales Return	70,70,406.00	81,95,104.00
GST	4,55,08,677.00	4,39,16,193.00
Discount	20,765.68	1,77,065.00
Claim	6,65,034.00	94,790.00
<b>Total</b>	<b>90,96,40,557.32</b>	<b>86,89,73,811.00</b>

**Note : 19 Other Incomes**

Particulars	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
<b>(a) Interest Income (in case of a company other than a finance company)</b>		
Interest received(FD)	4,22,737.00	0.00
Interest received	25,23,382.00	32,08,872.00
<b>(b) Operating Income (net of expenses directly attributable to such income)</b>		
Dividend income	0.00	18,175.00
Exchange difference	1,38,217.40	0.00
<b>Total</b>	<b>30,84,336.40</b>	<b>32,27,047.00</b>

**Note : 20 Raw Material Consumption**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
(A) Yarn		
Opening Stock	0.00	0.00
Add:purchase	8,53,70,731.32	0.00
Less: Closing Stock	9,49,558.00	0.00
<b>Total</b>	<b>8,44,21,173.32</b>	<b>0.00</b>

**Footnotes:**

Consumption of packing materials and consumables items are not classified by the Company as part of raw materials So it is being disclosed separately under Note 27 Other expenses.

“Internally manufactured components are excluded from raw materials and classified as:

(a) Finished goods, if they are sold without further processing.

(b) Work-in-progress or as ‘manufactured components subject to further processing’ or as ‘semi-finished products’ or ‘intermediate products’, if they are sold only after further processing “

**NOTE : 21 Purchases of Stock-in-Trade**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
Digital Print Purchase	3,12,66,247.64	1,29,41,392.00
Purchase Gst(Including Embroidery)	73,29,92,394.27	77,07,27,849.00
<b>Total</b>	<b>76,42,58,641.91</b>	<b>78,36,69,241.00</b>

**Note 22: Increase / Decrease In Stock & Work In Progress**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
Opening Stock Of Finished Goods	3,92,50,758.00	5,06,78,685.00
Opening Stock Of WIP	0.00	0.00
Opening Stock Of Waste Material	0.00	0.00
<b>Total</b>	<b>3,92,50,758.00</b>	<b>5,06,78,685.00</b>
Less :- Closing Stock Of Finished Goods	9,47,41,914.00	3,92,50,758.00
Less :- Closing Stock Of WIP	54,28,040.00	0.00
Less :- Closing Stock Of Waste Material	0.00	0.00
<b>Total</b>	<b>10,01,69,954.00</b>	<b>3,92,50,758.00</b>
<b>Total</b>	<b>-6,09,19,196.00</b>	<b>1,14,27,927.00</b>

**Note : 23 Employees Benefits Expenses**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) Salaries and incentives		
Director Salary	35,10,000.00	32,30,000.00
Leave with pay	0.00	0.00

Labour Welfare Fund	9,188.00	1,314.00
Salary Expenses	87,25,756.00	1,45,36,833.00
Wages	1,16,77,785.00	0.00
<b>(b) Contribution to</b>		
(i) P.F	5,33,402.00	3,20,206.00
(ii) ESI Contribution	1,89,835.00	2,52,118.00
<b>(c) Gratuity Expense</b>	<b>0.00</b>	<b>4,60,000.00</b>
<b>(d) Bonus Exps</b>	<b>0.00</b>	<b>3,50,000.00</b>
<b>Total</b>	<b>2,46,45,966.00</b>	<b>1,91,50,471.00</b>

### Note : 24 Payment To Auditors

Payments to the auditor as	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) auditor	2,25,000.00	1,85,000.00
(b) for taxation matters	0.00	0.00
(c) for company law matters	0.00	0.00
(d) for income tax return filling fees	0.00	0.00
(e) for other services	0.00	0.00
(f) for reimbursement of expenses	0.00	0.00
<b>Total</b>	<b>2,25,000.00</b>	<b>1,85,000.00</b>

### Note 25 : Finance Cost

Particulars	As at 31 March 2020	As at 31 March 2019
	Amount(Rs.)	Amount(Rs.)
(a) Interest expense		
Term Loan		
Interest on Term Loan	42,29,813.00	0.00
Cash Credit		
Interest on - CC (Bank of Baroda)	1,00,54,738.00	1,85,036.00
Working Capital Loan		
Other		
Interest expences For Vehicle loan	1,22,915.00	0.00
Interest Expences For TDS	84,689.00	67,093.00
Interest Expences - LOAN	93,72,769.35	74,57,029.00
Interest On taxes	2,136.00	6,289.00
Interest on GST	32,028.00	0.00
(b) Other Finance Cost		
Other Borrowing Costs /Bank Charges	2,41,199.64	9,31,473.48
<b>Total</b>	<b>2,41,40,287.99</b>	<b>86,46,920.48</b>

### Footnotes

Other borrowing costs includes Bank charges, commitment charges, loan processing charges, guarantee charges, loan facilitation charges, discounts / premiums on borrowings, other ancillary costs incurred in connection with borrowings or amortisation of such costs, etc

**Note 26 : Other Expenses**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
AMC Charges	40,000.00	1,05,441.00
Bad Debt Exps	0.00	1,36,499.00
Business Promotion Exps	1,40,302.86	3,57,292.00
Commission & brokerages	21,12,317.14	34,18,441.00
Courier Expenses	77,296.88	2,10,245.00
Donation	1,00,000.00	22,001.00
Factory Expenses	14,05,211.32	0.00
Freight Outward Expenses	17,47,819.00	7,53,382.00
General Expenses	7,87,331.88	0.00
GST expenses	6,458.00	0.00
Insurance	2,85,926.26	1,58,246.00
Issue Exps	7,92,191.50	8,48,274.00
Job Work Expences	1,24,70,656.70	47,40,680.00
Late payment charges	1,31,58,418.46	1,14,41,491.00
Leasehold expenses	19,094.00	0.00
Legal & professional fees	11,70,139.80	19,48,934.00
Stores & Spares Exps	2,19,225.86	0.00
Miscellaneous Exps	11,21,843.81	4,20,909.50
Office Exp.	5,00,915.52	8,16,710.00
Packing Material	7,83,739.40	8,70,777.00
Pollution Expenses	90,796.00	0.00
Power & Fuel Expences	81,15,888.00	13,88,932.00
Printing & Stationary Expences	1,83,104.02	1,63,614.00
Rate & other taxes	1,16,869.00	1,22,042.00
Rent Expenses	43,55,100.00	18,08,000.00
Repair And Maintenance	1,16,864.06	1,99,666.00
Security Expences	3,85,226.12	1,80,845.00
Sitting Fees	66,000.00	1,04,000.00
Travelling Expences	1,34,619.00	3,50,369.00
Vehicle Expenses	1,36,444.36	0.00
Warping Expenses	7,76,245.72	0.00
<b>Total</b>	<b>5,14,16,044.67</b>	<b>3,05,66,790.50</b>

**Note 27 :Exceptional Items**

Particulars	As at 31	As at
	March 2020	31 March 2019
	Amount(Rs.)	Amount(Rs.)
Prior Period Exp	8,574.00	0.00
Income Tax Exps	90,214.00	0.00
Share Expenses	0.00	26,906.00
(Profit)/ Loss On Sale of fixed asset	3,79,877.00	-17,310.00

(Profit)/Loss on sale of Investments	30,23,415.60	-14,53,257.00
Security Transaction Exps	2,151.00	0.00
Excess Provisions of earlier years	-4,78,987.00	54,108.00
Penalty Exps	1,750.00	8,050.00
<b>Total</b>	<b>30,26,994.60</b>	<b>-13,81,503.00</b>

### Note 28 : Value Of Imports ( On Cif Basis)

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
(a) Raw Materials, Stores & Spares (USD)	0.00	0.00
(g) Plant & Machinery (USD)	0.00	7,02,360.00

### Note 29 : Earnings In Foreign Currency

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
Export of goods (USD)	0.00	0.00

### Note 30 : Value Of Imported & Indigenous Materials Consumed.

<b>Raw Materials</b>	<b>2019-20</b>	<b>2018-19</b>
	<b>(RS.)</b>	<b>(RS.)</b>
Imported	0.00	0.00
Indigenous	8,44,21,173.32	0.00
<b>Total</b>	<b>8,44,21,173.32</b>	<b>0.00</b>
<b>Stores, Spares &amp; Components</b>	<b>2019-20</b>	<b>2018-19</b>
	<b>(RS.)</b>	<b>(RS.)</b>
Imported	0.00	0.00
Indigenous	2,19,225.86	0.00
<b>Total</b>	<b>2,19,225.86</b>	<b>0.00</b>

### Note 31: Details On Derivative Instruments And Unhedged Foreign Currency Exposures

The following derivative positions are open as at 31 March, 2020. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets be designated as hedging instruments.

(a) Forward exchange contracts being derivative instruments, which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of Long Term Borrowings

(i) Outstanding forward exchange contracts entered into by the Company as on 31 March, 2020

<b>Currency</b>	<b>Amount</b>	<b>Buy/Sell</b>	<b>Cross Currency</b>
		<b>NIL</b>	

II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

<b>Particulars</b>	<b>Currency</b>	<b>2019-20</b>	<b>2018-19</b>
Total Assets	USD	34,000.00	0.00
Total Liabilities	USD	0.00	0.00

### Footnotes:

Total Assets include Advance payment made to Supplier for the purpose of Purchase of Machinery.

**NOTE 32 : Contingent liabilities and Commitments (To the extent not provided for)**

Particulars	2019-20 (Rs.)	2018-19 (Rs.)
<b>(a) Contingent Liabilities</b>		
<b>Claim against the Company not acknowledged as Debt</b>		
Excise matter in Dispute	0.00	0.00
*Income Tax matter in dispute : -		
AY 2017-18	1,05,17,790.00	0.00
Civil Suit Case	39,01,996.00	39,01,996.00
<b>Guarantees</b>	<b>0.00</b>	<b>0.00</b>
Letter of Credit	0.00	0.00
b. Commitments :	0.00	0.00
<b>Total</b>	<b>1,44,19,786.00</b>	<b>39,01,996.00</b>

**Footnotes:**

\* Advance payments, is made against the Income Tax matter in Dispute amount for the A.Y.2017-18 Rs.5,50,000/- has been reduced from the liabilities as shown above. As a result "Income Tax matter in dispute" is shown on net basis. Such Advance payment also shown in the Long term Loans & Advances (Note-10) under the line of item name "Other Loans & Advances".

**Note 33 : Related Party Disclosures:**

Description Of Relationship	
Holding Companies	Nil
Subsidiary Companies	Nil
Associates Companies	Nil
Relative Of Kmp	Darshna DeepakGandhi Param Deepak Gandhi Poojan Deepak Gandhi Nishi Deepak Gandhi
Key Management Persons (Kmp)	Hardik Desai Deepak Gandhi Chetan Jariwala Ankita Jignesh Saraiya Natasha Fransic Dsouza Jenish Jariwala Mehul Amareliya Maniya Desai
ENTITIES IN WHICH KMP/RELATIVES OF KMP/ WHO CAN EXERCISE SIGNIFICANT INFLUENCE	Trident Mediquip LLP Trident Mediquip Ltd Trident Lifeline Pvt Ltd Yashasvee Textiles

## i) Details of Related Party Transactions during the year ended 31/03/2020.

( Amount In Rs.)

Particulars	Associates/ Subsidiary/ Holding Company	Kmp	Relative Of Kmp	Entities In Which Kmp/ Relatives Of Kmp Can Exercise Significant Influence
Interest Income	0.00	0.00	0.00	24,85,382.00
Interest Expenses	0.00	0.00	0.00	3,20,126.00
Salary & Wages	0.00	8,64,000.00	18,00,000.00	0.00
Sitting Fees	0.00	66,000.00	0.00	0.00
Director's Remuneration	0.00	35,10,000.00	0.00	0.00
Unsecured Loan Taken	0.00	4,38,38,000.00	0.00	3,25,48,000.00
Unsecured Loan repaid	0.00	1,69,08,000.00	0.00	3,21,48,000.00
Loans & Advances Given	0.00	0.00	0.00	31,00,000.00
Loans & Advances Repaid	0.00	0.00	0.00	54,19,443.00

## ii) Balances outstanding as at year ended 31/03/2020

( Amount In Rs.)

Particulars	Associates/ Subsidiary/ Holding Company	Kmp	Relative Of Kmp	Entities In Which Kmp/ Relatives Of Kmp Can Exercise Significant Influence
Unsecured Loans	0.00	3,04,50,292.00	0.00	6,88,113.00
Creditors for Expenses	0.00	2,86,279.00	1,20,420.00	0.00
Loans & Advances	0.00	0.00	0.00	1,79,85,382.00
Trade Recievables	0.00	0.00	0.00	4,82,498.00

**Footnotes:**

KMP(Key Management persons) are those who have the authority and responsibility for planning, directing and controlling the activities of the reporting enterprise. Normally Non- executive directors are not KMPs, but are required to be assessed on case to case basis for the purpose of disclosure.

**Note 34 : Earning Per Share**

Particulars	2019-20 (Rs.)	2018-19 (Rs.)
Net profit after tax as per statement of profit & loss account attribute of equity shareholder.	85,88,668.23	1,27,42,156.54
Weighted average number of Equity shares used as denominators for calculating EPS.	39,95,875.00	39,95,875.00
Basic & diluted earnings per share		
Basic	2.15	3.19
Diluted	2.15	3.19
Face Value per Equity Share (Rs.)	10.00	10.00

**Note 35**

As per accounting Standard 17 on Segment Reporting as the Company is operating in only one segment i.e. of Textile Fabric Cloth. Hence no reporting is required

**Note 36**

Significant accounting policies and practices adopted by the company are disclosed in the statement annexed to the financial statement.

**Note 37**

The Company has regrouped/reclassified the previous year's figures to conform to the current year's presentation.





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)