



# Denim Developers Limited

Website: [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com)E-mail: [info@denim.org.in](mailto:info@denim.org.in)

2B, Pratap Ghosh Lane, Kolkata-700007

Ref.No. ....

Date.....

## NOTICE

NOTICE is hereby given that the 45<sup>th</sup> Annual General Meeting of the members of the Company will be held on Wednesday, the 30<sup>th</sup> September, 2015 at 11.00 A.M. at the Registered Office of the Company situated at 2B, Pratap Ghosh Lane, 1<sup>st</sup> Floor, Kolkata to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ashish Jain (DIN: 06472232), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify appointment of auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :

**"RESOLVED THAT** pursuant to the provisions of section 139 (1) of the Companies Act, 2013 and the rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s SARA & Associates, Chartered Accountants (ICAI Registration No. 120927W) Mumbai, as Statutory Auditors of the company, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of 49<sup>th</sup> AGM of the Company and that the Board of Directors be and are hereby authorized to fix remuneration as may be determined by the audit committee in consultation with the auditors."

### SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following resolutions, with or without modification, as a Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014, Mrs. Priya Shivnani (DIN:07224630), who was appointed as Additional





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Independent Director of the Company w.e.f. 30.06.2015, and who is holding office of director till this AGM and in whose respect a Notice under section 160 of the Companies Act, 2014, proposing her candidature for appointment as Independent Director of the company has been received from a shareholder of the company, be and is hereby appointed as Independent Director of the company for a fixed term of five (5) years, and she is not liable to retire by rotation."

5. To consider and if thought fit to pass the following resolutions, with or without modification, as a Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of sections 149,150, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification Of Directors) Rule, 2014, Mrs. Bharti Dayani (DIN:07255663), who was appointed as Additional Independent Director of the Company w.e.f. 08.08.2015, and who is holding office of director till this AGM and in whose respect a Notice under section 160 of the Companies Act, 2014, proposing her candidature for appointment as Independent Director of the company has been received from a shareholder of the company, be and is hereby appointed as Independent Director of the company for a fixed term of five (5) years, and she is not liable to retire by rotation."

6. To consider and if thought fit to pass the following resolutions, with or without modification, as special resolutions :

**"RESOLVED THAT** pursuant to the provisions of sections 196 and 197 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder and the Companies (Appointment and Qualification of Directors) Rule, 2014, any statutory modification (s) or re-enactment thereof, the consent of the Company be and is hereby granted for appointment of Mr. Mukul Chaturvedi as Whole Time Director of the Company for a period of five years 30th September, 2015, at a remuneration of Rs. 20000/- per month with all other benefits and perquisites as per service rules of the Company applicable to him."

**"RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the said remuneration shall be paid as minimum remuneration in terms of the provisions of Companies Act, 2013."





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**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary or increase the remuneration and perquisites including the monetary value thereof as specified above, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013, for the time being in force or any statutory modification or re-enactment thereof and / or any rules or regulations thereunder."

BY ORDER OF THE BOARD  
FOR DENIM DEVELOPERS LIMITED



(RAHUL JAIN)  
SECRETARY

DATE : 14th August, 2015  
REGISTERED OFFICE:  
2B, Pratap Ghosh Lane, 1<sup>st</sup> Floor,  
Kolkata-700007, West Bengal  
CIN: L36101WB1969PLC115504



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**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. The proxy need not be a member of the company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than 10 percent of the total share of the company carrying voting rights may appoint a single person as proxy or such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance slips along with their copy of the Annual Report to the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Brief resume of directors including those proposed to be appointed or re- appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/ Chairmanships of Board Committees, Share holding & relationships between directors inter- se as stipulated under Clause 49 of the Listing agreement with the stock exchange(s) are provided in the Corporate Governance Report forming part of the Annual Report.
6. The Board has notified closure of Register of members and Share Transfer Books from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
7. Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the date of the AGM.





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8. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically.

9. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item no 4 to 6 set out above is annexed hereto.

10. Voting through electronic means:

Pursuant to provisions of section 108 of the Companies Act' 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notices convening the 45<sup>th</sup> Annual General Meeting to be held on Wednesday, the 30<sup>th</sup> September 2015 at 11.00 A.M. The Company has made necessary arrangement for e-voting on CDSL platform. The Company has appointed M/s JPS & Associates, Company Secretaries, Jaipur, to act as Scrutinizer for the e-voting process.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2015 at 9.30 a.m. IST and ends on 29<sup>th</sup> September, 2015 at 5.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.





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(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.





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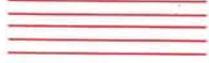
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- (xi) Click on the EVSN for the relevant Company i.e. M/s Denim Developers Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.





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- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
12. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

BY ORDER OF THE BOARD  
FOR DENIM DEVELOPERS LIMITED



(RAHUL JAIN)  
SECRETARY

DATE : 14<sup>th</sup> August, 2015  
REGISTERED OFFICE:  
2B, Pratap Ghosh Lane, 1<sup>st</sup> Floor,  
Kolkata-700007, West Bengal  
CIN: L36101WB1969PLC115504



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## EXPLANATORY STATEMENT PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 4 and 5

The Board of Directors, pursuant to Section 152 of the Companies Act, 2013, had appointed Ms. Priya Shivani and Ms. Bharti Dayani as an Additional Director of the Company in the meeting of the Board held on 30.06.2015 and 08.08.2015 respectively. Their terms of appointment are going to expire at the ensuing Annual General Meeting of the company, are proposed to be appointed as Independent Directors by shareholders. However, In respect of whom a Notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Ms. Priya Shivani and Ms. Bharti Dayani for the Directorship of the company. Your Board of Directors is of the opinion that appointment of Ms. Priya Shivani and Ms. Bharti Dayani as Directors will be beneficial for the company. Hence, this resolution is placed before the members for their consideration as per item no.4 & 5 and if thought fit to pass as an ordinary resolution.

None of the Directors is concerned or interested except the directors as mentioned in the resolution.

### Item No. 6

Mr. Mukul Chaturvedi has been providing valuable services to the Company which has helped the Company immensely in its growth. In order to continue to avail the benefit of his wide and quality experience in the field, it is proposed to appoint him as the Whole Time Director of the Company for a period of 5 years commencing from 30<sup>th</sup> September, 2015. As per the provisions of the Companies Act, 2013, the said appointment is required to be approved by the shareholders in their meeting.

Hence this resolution is placed for the consideration of members to be passed as a special resolution.

None of the Directors is concerned or interested except the directors as mentioned in the resolution.

BY ORDER OF THE BOARD  
FOR DENIM DEVELOPERS LIMITED



(RAHUL JAIN)  
SECRETARY

DATE : 14<sup>th</sup> August, 2015  
PLACE : KOLKATA