



Denim Developers Limited

Website: www.denimdevelopersltd.com

E-mail: info@denim.org.in

2B, Pratap Ghosh Lane, Kolkata-700007

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the members of the Company will be held on Friday, the 30th September, 2016 at 11.00 A.M. at the Registered Office of the Company situated at 2B, Pratap Ghosh Lane, 1st Floor, Kolkata to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2016 and Statement of Profit & Loss for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. 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 to the conclusion of 49th 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:

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

"RESOLVED THAT pursuant to the provisions of sections 161 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification Of Directors) Rule, 2014, other applicable provisions of Article of Association and subject to the approval of members of the company, Mr.Nitin Gautam (DIN: 03585538), who was appointed as Additional Director of the Company by the Board of Director w.e.f. 23.11.2015, and who is holding office of director till this AGM and in whose respect a Notice under section 160 of the Companies Act, 2013, proposing his candidature for appointment as Non-Executive Director of the company has been received from a shareholder of the company, be and is hereby appointed as Non Executive Director of the company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of sections 161 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification Of Directors) Rule, 2014, other applicable provisions of Article of Association and subject to the approval of members of the





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company, Mr.Piyush Vijay (DIN: 07340701), who was appointed as Additional Director of the Company by the Board of Director w.e.f. 23.11.2015, and who is holding office of director till this AGM and in whose respect a Notice under section 160 of the Companies Act, 2013, proposing his candidature for appointment as Non-Executive Director of the company has been received from a shareholder of the company, be and is hereby appointed as Non Executive Director of the company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of sections 161 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification Of Directors) Rule, 2014, other applicable provisions of Article of Association and subject to the approval of members of the company, Ms.Akansha Jain (DIN: 06596573), who was appointed as Additional Director of the Company by the Board of Director w.e.f. 23.11.2015, and who is holding office of director till this AGM and in whose respect a Notice under section 160 of the Companies Act, 2013, proposing her candidature for appointment as Non-Executive Director of the company has been received from a shareholder of the company, be and is hereby appointed as Non Executive Director of the company, liable to retire by rotation."

BY ORDER OF THE BOARD
FOR DENIM DEVELOPERS LIMITED



(AHUL JAIN)
SECRETARY

DATE : 13th August, 2016

REGISTERED OFFICE:

2B, Pratap Ghosh Lane, 1st Floor,

Kolkata-700007, West Bengal

CIN: L36101WB1969PLC115504



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NOTES:

1. None of the Director is liable to retire by rotation under section 152 of Company Act, 2013. There are 7 (Seven) Directors in the Company out of which 3 (three) are Independent Directors, 1 (One) is Whole Time Director, and remaining 3 (Three) are Additional Directors. Independent Directors and Whole Time Director are not liable to retire by rotation and Additional Directors would be regularised in this AGM as Non-Executive Director.

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata - 700 001, any change in their address

3. 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.

4. 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.

5. 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.

6. 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.

7. The Board has notified closure of Register of members and Share Transfer Books from 24th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting.

8. 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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9. 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.

10. Explanatory Statement pursuant to Section 102(1) OF THE COMPANIES ACT, 2013, in respect of Item no 3 to 5 set out above is annexed hereto.

11. Voting through electronic means:

I. 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 clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 46th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 46th Annual General Meeting (AGM):

The e-voting period begins on 27.09.2016 from 9.00 A.M. and ends on 29.09.2016 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at M/s JPS & Associates, Company Secretary "Shreedham" G-1, R-20, Yudhister Marg, C-Scheme, Jaipur (Raj.), not later than 29.09.2016 (5.00P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "Denim Developers Limited" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:





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- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. 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.
- k. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "Denim Developers Limited" for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. For Non - Individual Shareholders and Custodians:
- t.
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 linked in the login should be mailed to 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.
- II. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. 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.
- IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2016, may contact the company for Login ID and other e-voting related details.
- V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 23.09.2016.



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VI. M/s JPS & Associates, Company Secretary, of "Shreedham" G-1, R-20, Yudhister Marg, C-Scheme, Jaipur (Raj.) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Chairman shall, at the **AGM**, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the **AGM** but have not cast their votes by availing the remote e-voting facility

VIII. The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 46th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to CDSL, The Calcutta Stock Exchange Association Limited and the Metropolitan Stock Exchange of India Limited on or after 30th September 2016.

BY ORDER OF THE BOARD
FOR DENIM DEVELOPERS LIMITED



(RAHUL JAIN)
SECRETARY

DATE : 13th August, 2016

REGISTERED OFFICE:

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

Item No. 3, 4 and 5

The Board of Directors, pursuant to Section 161 of the Companies Act, 2013, had appointed Mr. Nitin Gautam, Mr. Piyush Vijay and Ms. Akansha Jain as an Additional Director of the Company in the meeting of the Board held on 23.11.2015. Their terms of appointment are going to expire at the ensuing Annual General Meeting of the company, are proposed to be appointed as Non Executive Directors by shareholders. However, In respect of whom a Notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Mr. Nitin Gautam, Mr. Piyush Vijay and Ms. Akansha Jain for the Directorship of the company. Your Board of Directors is of the opinion that appointment of Mr. Nitin Gautam, Mr. Piyush Vijay and Ms. Akansha Jain as Directors will be beneficial for the company. Hence, this resolution is placed before the members for their consideration as per item no.3, 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.

BY ORDER OF THE BOARD
FOR DENIM DEVELOPERS LIMITED

DATE : 13th August, 2016
PLACE : KOLKATA



(RAHUL JAIN)
SECRETARY