

# Denim Developers Limited

Regd. Office: Flat No 1273, Suwalka Riddhi Siddhi Residency, Plot No. 1-4,  
Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324005, Rajasthan  
CIN: L36101RJ1969PLC076649 , Contact No: +91 -73000 -83921  
Email Id: [info@denim.org.in](mailto:info@denim.org.in), Website: [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 53<sup>rd</sup> Annual General Meeting of the Members of Denim Developers Limited will be held on Thursday, the 21<sup>st</sup> day of September, 2023 at 12 p.m. at registered office of the Company i.e. Flat No. 1273, Suwalka's Riddhi Siddhi Residency, Plot No. 1-4, Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324005, Rajasthan to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Director's Report and the Auditor's Report thereon;
2. To appoint a Director in place of Ms. Jaya Singh Rathod, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. To re-appoint Mr. Rajesh Kumar Patil as Whole-Time Director & CFO

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161, 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to all such sanctions, if any, as may be necessary, approval of the members be and hereby accorded to re-appointment of Mr. Rajesh Kumar Patil (DIN: 02333360), as Whole-time Director & CFO for a period of 5 (Five) years w.e.f. 07.01.2024 with liable to retire by rotation, on the terms and conditions including remuneration payable to him as set out below with liberty to the board of directors to alter and vary the term and condition of the said appointment and / or remuneration."

Remuneration:-

1. Salary – Rs. 30,000 per month or Rs. 3,60,000 per annum

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Rajesh Kumar Patil shall be entitled to receive remuneration up to the limit as approved by the members herein above, as minimum remuneration and that the board is further authorized to alter and vary the said remuneration in such and manner or with such modifications as the Board may deem fit and agreed to by the concerned director.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further steps in this regard, as may be considered desirable or expedient in the best interest of the Company.”

4. To re- appoint Mrs. Babita Kriplani as Non Executive Independent Director

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

“**RESOLVED THAT** pursuant to 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mrs. Babita Kriplani (DIN:03420987) as an Independent Director of the Company for a fixed term of five (5) years w.e.f. 10.04.2024, not liable to retire by rotation.”

By Order Of The Board  
For Denim Developers Limited

Date: August 28, 2023  
Place: Kota

(Ritu Allwani)  
Company Secretary and  
Compliance Officer

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## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.

Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and 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 ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Institutional / Corporate Shareholders (i.e., other than Individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorization, authorizing their representative to attend the AGM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at [jainsaloni28@gmail.com](mailto:jainsaloni28@gmail.com)
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 3 to 4 set out in this Notice.
4. Pursuant to MCA Circular No. 02/2022 dated May 5, 2022 read with Circular 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com), websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in)
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from September 15, 2023 to September 21, 2023, both days inclusive.
6. KYC – Members are requested to complete their KYC as mentioned in SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended from time to time. Members may download KYC forms from the Company's website at [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com)
7. In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialized form with a Depository. In view of

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the above, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
11. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [info@denim.org.in](mailto:info@denim.org.in)
12. The Board of Directors has appointed M/s Jain Saloni & Company, Practicing Company Secretary, as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
13. The Scrutinizer shall after the conclusion of voting at the general meeting, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the meeting or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairperson or a person authorized by her in writing. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited.
14. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com) and on the website of CDSL immediately. The Company shall simultaneously forward the results to the Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.
15. E-voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their votes at the AGM by electronic means and the business may be transacted through e-voting as per instructions below:

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## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 18.09.2023 at 9.00 A.M. IST and will end on 20.09.2023 at 5.00 P.M. IST. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14.09.2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above aid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting

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	<p>option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful

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demat mode) login through their <b>Depository Participants</b>	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - 2) Click on "Shareholders" module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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 e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



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(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## **FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – REMOTE VOTING**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. 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)
3. 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.
4. The list of accounts linked in the login 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.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@denim.org.in](mailto:info@denim.org.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like 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 [info@denim.org.in](mailto:info@denim.org.in)/[absconsultant99@gmail.com](mailto:absconsultant99@gmail.com).
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### Item No. 3

The Chairperson informed the board that Mr. Rajesh Kumar Patil was appointed as Whole-time Director of the company with effect from 07<sup>th</sup> January, 2019 for the period of five years, accordingly the term of office of Mr. Rajesh Kumar Patil as Whole-Time Director and CFO of the company is going to be completed on 06.01.2024. He has been an immensely contributed in the overall growth and diversification of the company. Taking into account his previous experience, knowledge it is of opinion that it will be of immense value to the Company to re-appoint him for further five year w.e.f. 07.01.2024.

Since, the company is earning net profit from last many year, but still, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration the approval of members is sought that where in any financial year the Company has no profit or inadequacy of profits in terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration shall be paid by the Company to its Managerial Personnel as minimum remuneration within the limits arrived at in accordance with the requirements.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Rajesh Kumar Patil. The present proposal is to seek the member's approval for the re-appointment of Mr. Rajesh Kumar Patil as an Whole-Time Director and CFO with effect from 07<sup>th</sup> January, 2024

Accordingly, the Board recommends the acceptance of the resolution submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives except Mr. Rajesh Kumar Patil, in any way, concerned or interested in the said resolution.

Statement containing the information as required under Section-II, Part-II of Schedule V of the Companies Act, 2013-

### I. General Information:

# Denim Developers Limited

Regd. Office: Flat No 1273, Suwalka Riddhi Siddhi Residency, Plot No. 1-4,  
Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324005, Rajasthan  
CIN: L36101RJ1969PLC076649 , Contact No: +91 -73000 -83921  
Email Id: [info@denim.org.in](mailto:info@denim.org.in), Website: [www.denimdevelopersltd.com](http://www.denimdevelopersltd.com)

1.	Nature of Industry	The Company is engaged in the business of Real estate.	
2.	Date of commencement of commercial production	The Company carries its business since 15/10/1969.	
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators		(Rs. in Lakh)
		Particulars	2022-23 (as per Audited Financials)
		Total Revenue from operations	3,738.42
		Total Expenses	2,984.53
		Profit/(Loss) before tax	1,317.44
	Tax expenses	331.15	
	Profit/(Loss) after tax	986.29	
5.	Foreign Investments or collaborations, if any.	Not Applicable	

## II. Information about the Appointee

1.	Background details	Mr. Rajesh Kumar Patil, aged 55 years has completed his Bachelor's in Commerce. He is also on the Board of Limbo Engineering Private Limited, Emote Finance Private Limited, Royal Crystal Private Limited and Emote Investment Private Limited
2.	Recognition or awards	Not Applicable
3.	Past Remuneration	Mr. Rajesh Kumar Patil was paid Rs. 3.60 Lakhs as Annual Remuneration for the financial year 2022-23.
4.	Job Profile and his suitability	Mr. Rajesh Kumar Patil as a Whole-time Director devotes his time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company.
5.	Remuneration proposed	Salary – Rs. 30,000 (Rupees Thirty Thousand Only) per month.
6.	Comparative remuneration profile with respect to industry, size, of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr. Rajesh Kumar Patil is purely based on merit.
7.	Pecuniary relationship directly or indirectly with the company, or	Not Applicable

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relationship with the managerial personnel , if any	
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### III. Other Information

1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, seeing the challenging business environment it may affect the profitability of the company in future. The Company proposes to obtain approval of members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification which are in the best interest of the company.
3.	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

#### Item No.4

The Members of the Company on 30<sup>th</sup> September, 2019 approved the appointment of Mrs. Babita Kriplani as Independent Director of the Company for a period of five years with effect from 10<sup>th</sup> April, 2019. Accordingly the term of office of Mrs. Babita Kriplani as Independent Director of the company is going to be completed on 09.04.2024.

The Board of Directors of the Company ('the Board') at the meeting held on 28.08.2023, recommended for the approval of the Members, the re-appointment of Mrs. Babita Kriplani as Independent Director of the Company with effect from 10<sup>th</sup> April, 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointment and also approved extension of their existing term till approval of shareholders in ensuing annual general meeting.

The Board is of the view that, on the basis of the knowledge, experience and performance of Mrs. Babita Kriplani and contribution given to the Board, her continued association would benefit the Company. Declarations have been received from Mrs. Babita Kriplani that she meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mrs. Babita Kriplani fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and She is independent of the management of the Company.

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Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Babita Kriplani, in terms of Section 149 of the Act. The present proposal is to seek the member's approval for the re-appointment of Mrs. Babita Kriplani as an Independent Director with effect from 10<sup>th</sup> April, 2024.

Accordingly propose the resolution(s) placed at item no(s) 4 to be passed as special resolution(s) by the members, with or without any modification.

Except Mrs. Babita Kriplani being appointee(s), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

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## FORM MGT-11 PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): \_\_\_\_\_ E-mail id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

Folio/client id: \_\_\_\_\_ DP id: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ Shares of  
the above named company, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Members of Denim Developers Limited will be held on Thursday, the 21<sup>st</sup> day of September, 2023 at 12 p.m. at registered office of the Company i.e. Flat No. 1273, Suwalka's Riddhi Siddhi Residency, Plot No. 1-4, Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324005, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	<b>Ordinary Business</b>
1	To Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2023
2	To Appoint a Director in place of Mrs. Jaya Singh Rathod, who retires by rotation
	<b>Special Business</b>
3	To Re-Appoint Mr. Rajesh Kumar Patil as Whole-Time Director & CFO w.e.f. 07.01.2024
4	To Re-Appoint Mrs. Babita Kriplani as Non Executive Independent Director w.e.f. 10.04.2024

Rs. 1  
Revenue  
Stamp  
here

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder

Signature of Proxy Holder

Note:

This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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**FORM NO. MGT-12  
POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of  
the Companies (Management and Administration) Rules, 2014]*

Name of the Company :	Denim Developers Limited
Registered office :	Flat No. 1273, Suwalka's Riddhi Siddhi Residency, Plot No. 1-4, Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324 005, Rajasthan

BALLOT PAPER (53 <sup>rd</sup> AGM)		
S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2023			
2.	To Appoint a Director in place of Ms. Jaya Singh Rathod who retires by rotation			
3.	To Re-appoint Mr. Rajesh Kumar Patil as Whole-Time Director & CFO w.e.f. 07.01.2024			
4.	To Re-appoint Mrs. Babita Kriplani as Non Executive Independent Director w.e.f. 10.04.2024			

Date:  
Place:

Signature of Member

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## ATTENDANCE SLIP FOR FIFTY THIRD ANNUAL GENERAL MEETING

Date: 21.09.2023

Time: 12 P.M.

Venue: Flat No. 1273, Suwalka's Riddhi Siddhi Residency, Plot No. 1-4, Rajeev Gandhi Nagar Ext., Road No. 1, IPIA, Kota-324005, Rajasthan

Name and Registered address:  
of Sole/First named member

Name(s) of Joint Holders, if any:

Ledger Folio:

Number of Shares held:

Please tick in the box  Member  Proxy

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Name of the Proxy in Block Letter

\_\_\_\_\_  
Proxy's Signature

Note:

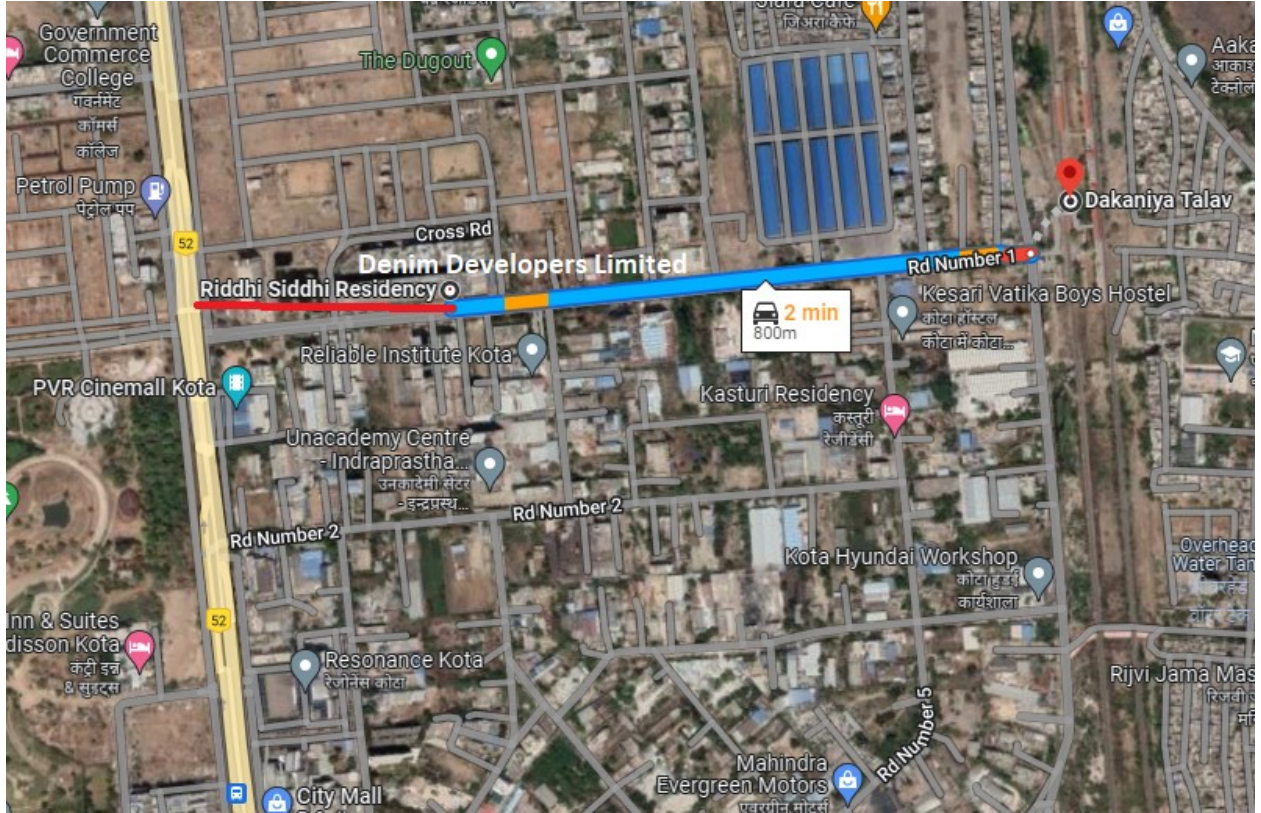
- 1) Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
- 2) Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.



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## ROUTE MAP TO VENUE OF AGM



## Nearby Places:

- 800 Meters from Dakaniya Railway Station
- 1300 Meters from City Mall
- 4 Km. from Aerodrome Circle