

Date : 07<sup>th</sup> December, 2017

To,  
Listing Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

To,  
Listing Department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051.

Scrip Code: 535467, Symbol: AIFL

Sub: Notice of the 11<sup>th</sup> Annual General Meeting

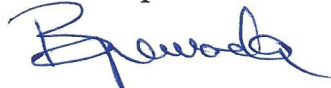
Dear Sirs,

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 11<sup>th</sup> Annual General Meeting (AGM) of the company scheduled to be held on **Friday, 29<sup>th</sup> December, 2017, at 12.00 at the Kohinoor Banquet Hall at Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400025, Opp Siddhivinayak Temple, Dadar (West), Mumbai- 400 025.**

The above is for your information and records.

Thanking you,

Yours Truly,  
For Ashapura Intimates Fashion limited



**Bhoomi Mewada**  
Company Secretary and Compliance Officer



Encl: As above

## Notice

Notice is hereby given that the 11th Annual General Meeting of Ashapura Intimates Fashion Limited will be held on Friday, 29th December, 2017, at 12.00 Noon at the Kohinoor Banquet Hall at Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Opp Siddhivinayak Temple, Dadar (West), Mumbai – 400 025 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh Chanubha Sodha (DIN: 02836240), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Hitesh Subhash Punjani (DIN: 03268480), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint M/s. Bagaria & Co LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Bagaria & Co LLP, Chartered Accountants (Firm Registration No. 113447W/W-100019), be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. JDNG & Associates, Chartered Accountants (Firm Registration No. 104315W), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the sixteenth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration and out of pocket expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### **SPECIAL BUSINESS**

#### **5. Increase in the Borrowing Limits**

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

**“RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the Eighth Annual General Meeting of the Company held on 26th September, 2014, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), consent of the Company be and is hereby accorded to the Board of Director(s) of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company by way of availing of term loans and all kinds of financial assistance, secured/unsecured, fund and non-fund based from bank(s), financial institution(s), bodies corporate, by way of issue of redeemable non-convertible debentures, subordinated debentures or any other security or instrument(s) on private placement basis as well as by way of public issue by all permissible methods including shelf-disclosure documents, prospectus, shelf-prospectus, information memorandum or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or issuance of commercial papers, bonds, any other permissible instruments or methods of borrowing whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise of the Company's assets and properties, whether movable or immovable notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 500 crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board or such Committee/ or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any

questions or difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**6. Creation of Charge**

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the Eighth Annual General Meeting of the Company held on 26th September, 2014, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Director(s) of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non- detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs.500 crores (Rupees Five Hundred Cores only) at any time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board or such Committee/ or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. To reiterate the Resolution No. 1 passed by members of the Company through Postal Ballot on 27th August, 2017 pertaining to Issue of Convertible Warrants on Preferential Basis**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** in alliance with the Special Resolution passed by the members of the Company through Postal Ballot on 27th August, 2017 pertaining to issue of convertible warrants on preferential basis , the ‘Relevant Date’ i.e. 26th July, 2017, as mentioned in the former resolution, be and is hereby rectified and shall be read as 28th July, 2017.”

“**RESOLVED FURTHER THAT** this resolution shall be read along with the former resolution passed by the members, and shall form an operative and integral part of the existing resolution.”

“**RESOLVED FURTHER THAT** except for the rectification in the former resolution set out herein, all the other terms and conditions of the existing resolution shall remain in full force and effect.”

“**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 it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering

into contacts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and equity shares and utilization of proceeds of the Warrant, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**8. Raising of Funds through issue of American Depository Receipts / Global Depository Receipt/Foreign Currency Convertible Bonds**

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

**“RESOLVED THAT** pursuant to Sections 42 and 62(1) (c) and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to all applicable laws and regulations including but not limited to, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing agreements entered into with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment thereto or re-enactment thereof for the time being in force) (“SEBI Regulations”), the provisions of Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or issue of Security by a person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Master Direction - External Commercial Borrowings, Trade Credit, Borrowings and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorized Dealers, effective from January 1, 2016, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable rules, regulations, guidelines, or laws and / or subject to any approval (s), consent(s), permission(s) or sanction(s) of the Government of India, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”) and other appropriate authorities, institutions and bodies including but not limited to financial institutions and lenders, if required, and subject to such provisions as may be prescribed by any one of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution), consent of the Company be and is hereby accorded to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts (whether Global (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depository Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as “Securities”) whether secured or unsecured, and further the Board be and is authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Mutual Funds, Companies other Corporate Bodies, Non-Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as “Investors”) whether or not such Investors are members, promoters or Directors of the Company or their relatives or associates, by way of one or more private and/or public offerings (and whether in any domestic and/or international market(s), through a public issue(s), private placement(s), Qualified Institutional Placement(s), Preferential Issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed Rs.250 Crores (Rupees Two Hundred and Fifty Crores Only) inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit decide at the time of issue.

**RESOLVED FURTHER THAT** in the event of issuance of FCCBs as above mentioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issuance of the Securities shall be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

**RESOLVED FURTHER THAT** the Company and/or any agencies or body authorised by the Board may issue depository receipts representing the underlying equity shares in the capital of the Company or such other securities with such features or attributes as may be required and to provide the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchange(s) in or outside India).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek, at its absolute discretion, listing of Securities issued and allotted in pursuance of this resolution, on any Stock Exchanges in India, and/or any other Overseas Stock Exchanges.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of aforesaid purpose including without limitation to the utilization of issue proceeds, finalizing the pricing, terms and conditions relating to the issue of aforesaid Securities, including any amendments or modifications thereto as may be deemed fit by them, to sign, execute and issue consolidated receipt/s for the Securities, listing application, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, undertakings, deeds, declarations, Letters and all other documents or papers and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of Securities or anything in relation thereto, including but not limited to the post issue formalities and with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of the Securities as it may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into and execute all such arrangements/agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India as it may deem fit.”

**9. Issue of Commercial Papers on Private Placement Basis**

To consider and if thought to pass with or without modifications the following resolution as a Special Resolution:

**“RESOLVED THAT** subject to the provisions of Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable rules, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Agreement with the Stock Exchanges, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of the Articles of Association of the Company and such other approvals as may be required from regulatory authorities from time to time, the consent of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for a period of 1 (one) year from the date hereof, to borrow / raise funds by issue of Commercial Papers (“CPs”) upto Rs. 50 Crores (Rupees Fifty Crores only), on private placement basis, in one or more tranches, with or without security, whether rupee denominated or denominated in foreign currency and on such terms and conditions and at such times and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the CPs and be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary including for the purpose of determining terms of issue of CPs and to settle all questions, difficulties and doubts that may arise in relation thereto.”

**Registered Office**

Shop No. 3-4, Ground Floor,  
Pacific Plaza, Plot No. 507,  
TPS IV, Off. B.S. Road, Mahim Division,  
Dadar (West), Mumbai - 400 028

By Order of the Board of Directors  
**For Ashapura Intimates Fashion Limited**

**Date: 30th November, 2017**  
**Place: Mumbai**

**Bhoomi Mewada**  
**Company Secretary**  
**Membership No : A34561**

### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special business to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as a proxy, who shall not act as a proxy for any other Member.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution of the Directors, authorising their representatives to attend and vote on their behalf at 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. The instrument of Proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting (on or before 27th December, 2017, 12.00 Noon IST ). A proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22nd December, 2017 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this notice.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd December, 2017 to Friday, 29th December, 2017 (both days inclusive) .The book closure dates have been fixed in consultation with the Stock Exchanges.
9. The Annual Report 2016-17 of the Company circulated to the Members of the Company, will be made available on the Company website [www.ashapurafashion.com](http://www.ashapurafashion.com) and also on the website of the respective Stock Exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
10. Members are requested to notify immediately any change in their communication address to their depository participants (DPs) in respect of their electronic share account quoting client ID Number and in respect of holding shares in physical form to Link Intime India Private Limited.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited.
13. Details as required in Regulation 36(3) of the Listing Regulations in respect of the Directors seeking re-appointment at the Annual General Meeting are provided in the Notice. Requisite declarations have been received from the Directors seeking re-appointment. Mr. Harshad Thakkar, Managing Director and the Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013, and are not eligible to retire by rotation.
14. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. JDNG & Associates, Chartered Accountants (Firm Registration No. 104315W), Statutory Auditors of the Company shall retire at the conclusion of the Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. Bagaria & Co LLP, Chartered Accountants (ICAI Registration No. 113447W/W-100019) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixteenth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of

their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Consent and Certificate of eligibility for appointment as the Statutory Auditors u/s 139 and 141 of the Companies Act, 2013, respectively have been obtained from M/s. Bagaria & Co LLP, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

15. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Bagaria & Co LLP, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.
16. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form for financial year 2016-2017 are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report, Attendance Slip and Proxy Form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
17. To support the Green Initiative of the government, members who have not registered their email address so far are requested to register their email address, in respect of their electronic holding with the Depository through their concerned Depository Participants and members holding shares in physical form are requested to register their email address with the Registrar and Transfer Agent of the Company i.e. M/s. Link Intime India Private Limited, R/o 247, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra – 400 083.
18. **Voting options**
  1. **Remote E-voting:**

The voting period begins on Tuesday, 26th December, 2017 at 9.00 am and ends on Thursday, 28th December, 2017 at 5.00 pm. During this period, members holding shares either in physical or dematerialized form, as on the relevant date, i.e. 22nd December, 2017, may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 22nd December 2017. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
  2. **Voting at AGM**

The Members who have not casted their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the venue. Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
20. The Company has appointed CS Dharmesh Zaveri, Practicing Company Secretary (Membership no. 5418) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
21. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results along with the report of the Scrutinizer shall be placed on the website of the Company : [www.ashapurafashion.com](http://www.ashapurafashion.com) and on the website of Link Intime India private Limited at [www.linkintimeindia.com](http://www.linkintimeindia.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be submitted to the Stock Exchanges, where the shares of the company are listed, within forty-eight hours of conclusion of its AGM.
22. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days except Saturdays, up to and including the date of the AGM of the Company.

**24. PROCEDURE FOR E-VOTING**

I. The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (i) Click on Shareholders.
- (ii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.  
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.
- (iv) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stick indicated in the PAN field.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the Company ‘Ashapura Intimates Fashion Limited’.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

**(xv) 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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).

**Registered Office**

Shop No. 3-4, Ground Floor,  
Pacific Plaza, Plot No. 507, TPS IV,  
Off. B.S. Road, Mahim Division,  
Dadar (West), Mumbai - 400 028

By Order of the Board of Directors  
**For Ashapura Intimates Fashion Limited**

**Date: 30th November, 2017**

**Place: Mumbai**

**Bhoomi Mewada**  
**Company Secretary**  
**Membership No.: A34561**

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

**ITEM NO. 5**

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not except with the consent of the Company in General Meeting borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). At the Eighth Annual General Meeting held on 26th September, 2014, the shareholders of the Company had passed resolution authorizing the Board of Directors to borrow upto a limit of Rs. 300 Crores (Rupees Three Hundred Crores Only) apart from temporary loans obtained /to be obtained from the bankers by way of cash credit limits and working capital demand loans in the ordinary course of business.

The moneys so borrowed by the Company and outstanding as at March 31, 2017 amounted to approx Rs. 110 crores (One Hundred and Ten Crores Only). Your Directors are of the view that the business would steadily grow in future as well and as a result of which, the mobilization of funds may substantially increase. Therefore, it is considered desirable to enhance the limit of borrowings to Rs. 500 Crores (Rupees Five Hundred Crores Only) apart from temporary loans obtained/to be obtained by the Company from its bankers in the ordinary course of business.

The Board recommends the special resolution mentioned at Item No.5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

**ITEM NO. 6**

The Members of the Company had, at the Eighth Annual General Meeting held on 26th September, 2014, , authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs.300 crores (Rupees Three Hundred crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view of Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") . The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Therefore, it is considered desirable to enhance the limit of creation of charges to Rs. 500 Crores (Rupees Five Hundred Crores Only)

The consent of Members is required under the provisions of Section 180(1)(a) of the Act, to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company to secure its borrowings.

The Board recommends the special resolution mentioned at Item No.6 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

**ITEM NO. 7**

The Members of the Company approved the issue of convertible warrants on preferential basis by passing special resolution through Postal Ballot on 27th August, 2017. The said resolution mentioned the 'relevant date' as 26th July, 2017, for the purpose of determining the minimum issue price for the issue of warrants / equity shares arising on conversion of warrants, as per SEBI ICDR Regulations.

However, the National Stock Exchange (NSE) vide its letter no. NSE/LIST/13158 dated 12th September, 2017 advised the Company to rectify the relevant date as 28th July, 2017 in the ensuing Annual General Meeting as per Regulation 71 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Approval of the members is, therefore, sought for reiterating of the Resolution No.1 passed by the members through Postal Ballot on 27th August, 2017 pertaining to Issue of Convertible Warrants on Preferential Basis.

The Board recommends the special resolution mentioned at Item No.7 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

**ITEM NO. 8**

As evident from the results of past few years; the Company has not only been swift in implementing business plans but has been aggressive enough in spotting and adding new verticals; dredging being the latest.

With constant support from the members, the company aspires to consistently better the previous performance and accelerate the growth rate by taking on challenges on a larger plank. Such objectives could be met, through expansion of fleet/dredgers/offshore fleet, overseas acquisitions/investment. To strengthen its business plans as well as to augment long term working capital/general corporate requirements, the Company is proposing to raise funds at low cost, by issue of securities in Indian and/or International market, facilitating implementation of the plans with speed and economy.

The Board of Directors of the Company has therefore, at its meeting held on 30th November, 2017, proposed that the said fund requirement be met from International market through issue of Foreign Currency Convertible Bonds (FCCBs), or Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), as may be finalized by the Board or duly authorised Committee of Directors, to the extent of Rs. 250 crores (Rupees Two Hundred and Fifty Crores Only) or equivalent sum in Indian Rupees in the manner as set out in the resolution under this item of notice.

The said resolution is seeking approval of members of the Company for the proposed issue of securities and is proposing to confer authority on the Board to do all such acts and deeds which may be required to offer, issue and allot securities of appropriate nature at opportune time, including the size, structure, pricing, timing and other terms and conditions of the offer/issue.

The pricing of the issue will be subject to the Indian law. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price or the exact number of securities to be issued. For reasons aforesaid an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

The detailed terms and conditions for the international offerings will be determined in consultation with the lead managers, consultants, advisors, underwriters and /or such other intermediaries as may be appointed for the said issue/offer. Wherever necessary and applicable, the pricing of the offer/issue will be finalised in accordance with the applicable guidelines in force of the Government of India the Reserve Bank of India and other applicable authorities.

As the issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the special resolution mentioned at Item No. 8 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

**ITEM NO. 9**

In order to augment resources inter alia, for financing capital expenditure and / or for general corporate purposes, the Company may offer or invite subscription for secured and / or unsecured Commercial Paper ("CP"), in one or more series / tranches on private placement basis.

Sections 42 and 71 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules, if any, inter alia, deals with private placement of debt securities by a Company. Rule 14(2) of the said Rules requires that in case of an offer or invitation to subscribe for securities (including commercial papers.) on private placement basis, the Company shall obtain previous approval of its shareholders by means of a special resolution.

Members of the Company are requested to note that pursuant to Section 180(1)(c) of the Company Act, 2013, the Members at its meeting held on 30th November, 2017, accorded their approval to the Board of Directors, to borrow any sum or sums of monies, from time to time, on such terms and conditions and with or without security, as the Board may think fit which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed for time being of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 500 crores (Rupees Five Hundred Crores only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.

This resolution enables the Board of Directors of the Company / its duly authorised Committee to offer or invite subscription for commercial papers, aggregating upto Rs. 50 Crores (Rupees Fifty Crores only), whether rupee denominated or denominated in foreign currency, in one or more series or tranches, as deemed fit, from time to time within a period of one year from the date of this Annual General Meeting within the overall borrowing limits of the Company, as approved by the Members from time to time and as per the details specified in the said special resolution. The Board/its duly authorised Committee shall decide, inter alia, other terms and conditions for such fund raising.

The Board recommends the special resolution mentioned at Item No.9 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

**Registered Office**

Shop No. 3-4,Ground Floor,  
Pacific Plaza,Plot No. 507,TPS IV,  
Off. B.S. Road, Mahim Division,  
Dadar (West), Mumbai - 400 028

By Order of the Board of Directors  
**For Ashapura Intimates Fashion Limited**

**Date: 30th November, 2017**

**Place: Mumbai**

**Bhoomi Mewada**  
**Company Secretary**  
**Membership No.: A34561**

**PROFILE OF THE DIRECTORS**

**MR. DINESH CHANUBHA SODHA (DIN: 02836240)**

Mr. Dinesh Chanubha Sodha (39) assumed charge as the Executive Director of the Company with effect from 30th March, 2012. He has over 18 (eighteen) years of experience in the intimate garments industry. He holds the responsibility as head of the marketing department of the Company and looks after the day to day management of Company's centralized warehousing facility and marketing operation located at Bhiwandi.

Mr. Sodha holds Secondary School Certificate from Mumbai.

He doesn't hold membership in Board Committees of the Company or any other Company. He holds the position of Director in Momai Apparels Limited (subsidiary of the Company) with effect from 21st January, 2010.

He holds 9,00,000 equity shares of the Company, which accounts for 4.53 % interest in the capital of the Company.

Mr. Sodha is not related to any Director of the Company. Upon his re-appointment as a Director, he shall continue to hold office as an Executive Director designated as "Director-Marketing Head".

**MR. HITESH SUBHASH PUNJANI (DIN: 03268480)**

Mr. Hitesh Subhash Punjani (34) assumed charge as the Executive Director of the Company with effect from 15th November, 2013. He has over 15 (fifteen) years of experience in the intimate garments industry. He holds the responsibility as head of the production department of the Company and is in charge of ensuring quality production process, timely delivery of goods and quality output.

Mr. Punjani holds Secondary School Certificate and Higher Senior Secondary Certificate from Mumbai.

He is a member of the Corporate Social Responsibility Committee of the Company. He doesn't hold membership in any Board Committee of any other Company.

He also holds the position of Director in Momai Apparels Limited (subsidiary of the Company) with effect from 15th April, 2013

He doesn't hold any share or interest in the capital of the Company.

Mr. Punjani is not related to any Director of the Company. Upon his re-appointment as a director, he shall continue to hold office as an Executive Director designated as "Director-Production Head".

**ASHAPURA INTIMATES FASHION LIMITED**

**CIN: L17299MH2006PLC163133**

**Regd. Office:** Shop No. 3-4, Ground Floor, Pacific Plaza, Plot No. 507, TPS IV,  
Off. B.S. Road, Mahim Division, Dadar (West), Mumbai - 400 028

**Phone:** 022-24331552/53

**Email:** [cs@ashapuraintimates.com](mailto:cs@ashapuraintimates.com) **Website:** [www.ashapurafashion.com](http://www.ashapurafashion.com)

**ELEVENTH ANNUAL GENERAL MEETING - 29TH DECEMBER, 2017**

**FORM - MGT 11**

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

**PROXY FORM**

Name of the Member(s): \_\_\_\_\_

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

\_\_\_\_\_

E-mail ID: \_\_\_\_\_

Folio No/\*Client Id./ DP Id: \_\_\_\_\_

I/We being the Member (s) of-----shares of Ashapura Intimates Fashion Ltd, hereby appoint:

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

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

\_\_\_\_\_ Signature:  or failing him/her

2. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

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

\_\_\_\_\_ Signature:  or failing him/her

3. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_

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

\_\_\_\_\_ Signature:

as my/our proxy to attend and vote, in case of a poll) for me/us and on my/our behalf at the **11th Annual General Meeting** of the Company, to be held on Friday 29th December, 2017 at 12.00 Noon at the Kohinoor Banquet Hall at Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Opp Siddhivinayak Temple, Dadar (West), Mumbai – 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote (optional see Note 2)	
		For	Against
1	Adoption of Financial Statements together with the Reports of the Auditors' and Directors' thereon for the financial year ended 31st March, 2017.		
2	Re-appointment of Mr. Dinesh Chanubha Sodha as Director of the Company		
3	Re-appointment of Mr. Hitesh Subhash Punjani as Director of the Company		
4	Appointment of M/s. Bagaria & Co LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
5	Increase in the Borrowing Limits.		
6	Creation of Charge.		
7	Reiteration of the Resolution No. 1 passed by members of the Company through Postal Ballot on 27th August, 2017 pertaining to issue of convertible warrants on preferential basis.		
8	Raising of Funds through issue of American Depository Receipts / Global Depository Receipt/Foreign Currency Convertible Bonds.		
9	Issue of Commercial Papers on Private Placement Basis.		

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of Shareholder (s) \_\_\_\_\_

**Notes:**

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, the Explanatory Statement and notes, please refer to the notice of the 11th Annual General Meeting.

**ASHAPURA INTIMATES FASHION LIMITED**

**CIN: L17299MH2006PLC163133**

**Regd. Office:** Shop No. 3-4, Ground Floor, Pacific Plaza, Plot No. 507, TPS IV, Off. B.S. Road,  
Mahim Division, Dadar (West), Mumbai - 400 028

**Phone:** 022-24331552/53

**Email:** [cs@ashapuraintimates.com](mailto:cs@ashapuraintimates.com), **Website:** [www.ashapurafashion.com](http://www.ashapurafashion.com)

**Attendance Slip for 11th Annual General Meeting**

**(to be handed over at the entrance of the Meeting Hall at the venue of the Meeting)**

Name of the Member

Name of the Proxy  
(To be filled in, if the Proxy attends instead of the member)

Address of the Member

Joint Holder 1

Joint Holder 2

Joint Holder 3

I hereby record my presence at the **11th Annual General Meeting of the Company held on Friday, 29th December, 2017 at 12.00 Noon at the Kohinoor Banquet Hall at Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Opp Siddhivinayak Temple, Dadar (West), Mumbai – 400 025.**

\_\_\_\_\_  
**First / Sole Holder / Proxy**

\_\_\_\_\_  
**Second Holder / Proxy**

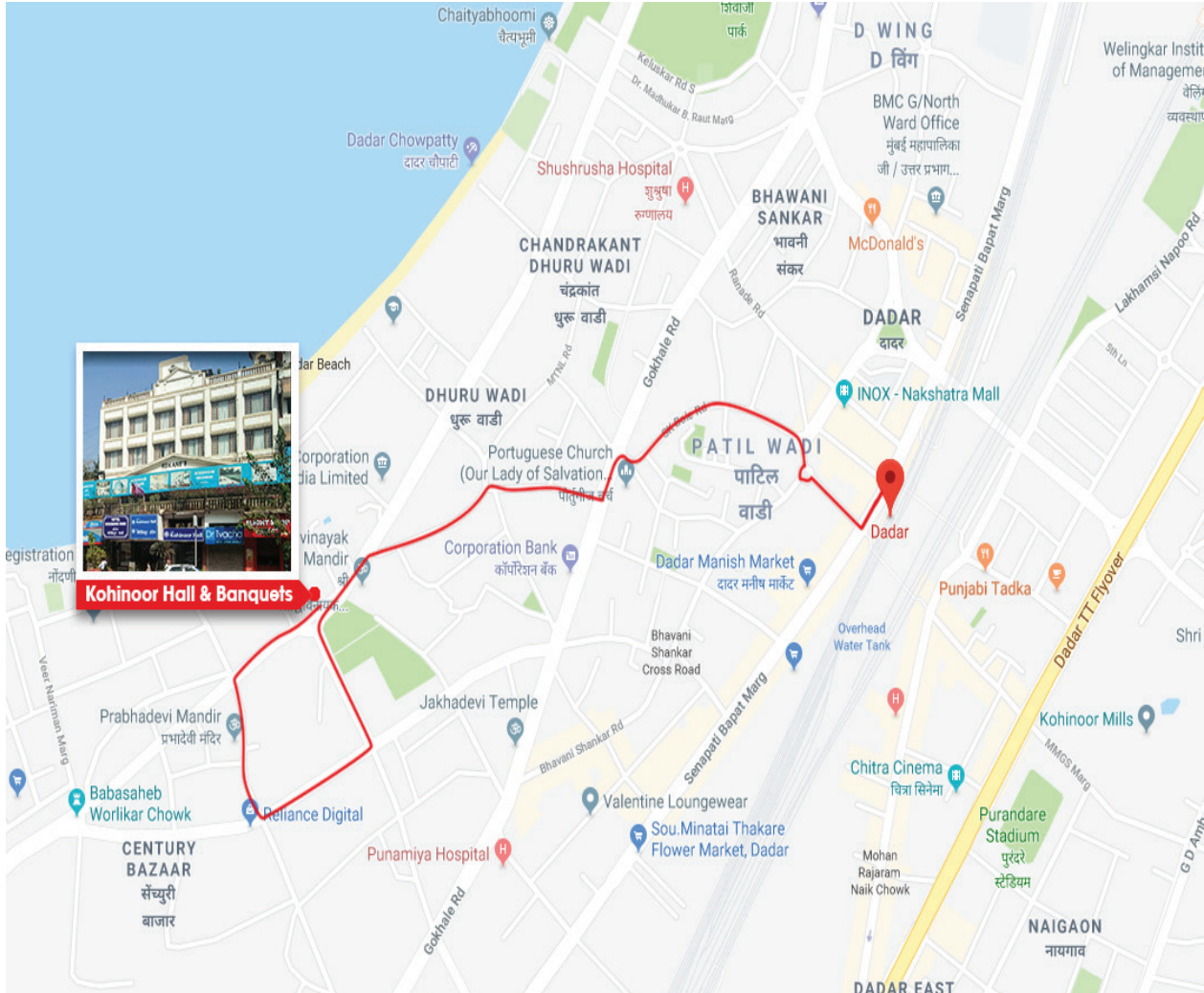
\_\_\_\_\_  
**Third Holder / Proxy**

**NOTES:**

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. **Sign at appropriate place as applicable to you.**
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
4. Please read the instructions printed under the Notes to the Notice of this Annual General Meeting.



## ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING



from dadar station to

Kohinoor Banquet Hall at Kohinoor Corner, Veer Savarkar Marg, Prabhadevi,  
Opp Siddhivinayak Temple, Dadar (West), Mumbai- 400 025.

### Notes:

1. Registration will start at 11.00 am on the day of agm.
2. Members are requested to produce their duly signed attendance slip at the venue.
3. Members are informed that in case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. This attendance slip is valid only for attending the AGM.
5. Members who have received annual report and attendance slip in electronic mode are requested to print the attendance slip and submit duly filled in attendance slip at the registration counter to attend the AGM.
6. **The business, as set out in the Notice of AGM, will be transacted through e-voting; members are requested to refer to the detailed procedure on e-voting provided in the notice of AGM.**