

Date: 27th July, 2017

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 535467

The Assistant Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Scrip Symbol: AIFL

Sub: Postal Ballot Notice

Dear Sir/ Madam,

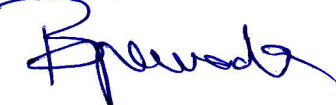
Please find attached the notice of the postal ballot which was approved by the Board of Directors of the Company at their meeting held on 17th July, 2017 for issue of Convertible Warrants amounting Rs. 10.80 crores on Preferential Basis to HT Media Limited (Non-promoter) and for issue of Non-Convertible Debentures upto Rs. 25 crores on private placement basis through Postal Ballot and E-voting, commencing from 28th July, 2017.

Please acknowledge the same and update the records.

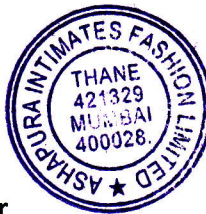
Thanking you

Yours Faithfully,

For Ashapura Intimates Fashion Limited



Bhoomi Mewada
Company Secretary and Compliance Officer





ASHAPURA INTIMATES FASHION LIMITED

Regd Off.: Unit no.3 / 4, Pacific Plaza, Plot no.570, TPS IV, off Bhavani Shankar Road, Mahim Division, Dadar (W), Mumbai- 400 028 **Tel No.:** 022 24331552 / 53; **Fax No.:** 022 24331506
CIN: L17299MH2006PLC163133 **Website:** www.ashapurafashion.com **E-mail.:** cs@ashapuraintimates.com

NOTICE OF THE POSTAL BALLOT

(Notice Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions as set out in this Notice are proposed to be passed by the Members of Ashapura Intimates Fashion Limited (the "Company"), to pass through Postal Ballot / Electronic Voting (e-voting).

The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting will commence on Friday, July 28, 2017 (09.00 a.m.) and end on Sunday, August 27, 2017 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of the scrutiny of the postal ballots (physical and e-voting) in a fair and transparent manner. The results of the Voting by Postal Ballot will be declared / announced by the Chairman of the Company by Tuesday, August 29, 2017 at the Registered Office of the Company at Shop No. 3-4 Ground Floor, Pacific Plaza Plot No 507, TPS IV off B.S. Road Mahim Division, Dadar (West) Mumbai - 400028. The results of the Postal Ballot will be posted on the Company's website (www.ashapurafashion.com) and on the website of CDSL (www.cdslindia.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The resolution, if approved, will be taken as passed effectively on August 27, 2017 which is the last date of receipt of Postal Ballots.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com.

Proposed Resolutions along with a statement setting out the material facts as required under section 102 of the Companies Act, 2013 are mentioned below.

SPECIAL BUSINESS

1. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under ('Act') and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI ICDR Regulation'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') entered into with the respective Stock Exchanges where the shares of the Company are listed, Foreign Exchange Management Act, 1999, ('FEMA') as amended and rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Register of Companies ('RoC') and the Stock Exchanges where the shares of the Company are listed ('Stock Exchanges') and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the

Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, 4 (Four) convertible warrants (hereinafter referred to as the 'Warrants') to HT Media Limited, being a person not belonging to promoter or promoter group (hereinafter referred to as the 'Warrant holder' or "HTML"), each Warrant exercisable for equity shares of the Company having a face value of Rs. 10 each aggregating to Rs. 2,70,00,000 (Rupees Two Crores Seventy Lakhs Only), any time after 16th month from the date of allotment of the Warrants but on or before the expiry of 18th month, for cash at a price ("Subscription Price") which shall be the higher of the following:-

- a) "SEBI Minimum Price" being Rs. 405.94 (Rupees Four hundred five and ninety four paisa only) being the price computed in accordance with regulation 76 of the SEBI ICDR Regulations on the basis of the Relevant Date or
- b) "Formula Price" being the price per Share equal to the volume weighted average of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (Twenty Six) weeks preceding the date of expiry of 16 (sixteen) months from the date of allotment of Warrants, after making adjustment for any bonus issue / split / consolidation, and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit.

"RESOLVED FURTHER THAT the "Relevant Date" as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of warrants / equity shares arising on conversion of warrants is July 26, 2017. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. August 27, 2017 which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules there under."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such numbers of equity shares as may be required to be issued and allotted upon exercise of option by the Warrant holder and the equity shares so issued on exercise of option shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company."

"RESOLVED FURTHER THAT the Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI ICDR Regulations including but not limited to the following:-

- a. The Warrants shall be allotted within a period of 15 days from the date of passing this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for the allotment is pending, the period of 15 days shall be counted from the date of receipt of last such approval or permission.
- b. The Warrant Holder shall pay an amount equivalent to atleast 25% (Twenty five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance 75% (Seventy Five percent) of the price fixed per Warrant shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares.
- c. Subject to applicable provisions of law, such Warrant (s) may at the option of the holder, be exercised for equity shares of the Company at any time following the expiry of 16 (Sixteen) months from date of allotment of Warrants and prior to the expiry of 18 (Eighteen) months from the date of allotment of Warrants (the "Warrant Exercise Period"), and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit.
- d. The equity shares to be issued and allotted by the Company on exercise of the Warrant(s) in the manner aforesaid shall be in dematerialized form.
- e. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:-

- a. In the event the Warrant Holder does not exercise the Warrants within Warrant Exercise Period, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- b. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- c. The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;

- d. Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- e. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- f. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;
- g. The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and

“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.”

2. ISSUE OF NON-CONVERTIBLE DEBENTURES

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the other rules framed there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulation, 2008 and / or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable SEBI regulations and guidelines, if any, Foreign Exchange Management Act, 1999 and applicable Reserve Bank of India (RBI) Guidelines / Circulars, the provisions of Memorandum and Articles of Association of the Company and subject to any other approvals that may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee of Directors which the Board may have constituted to exercise any or all of its powers including the powers conferred by this resolution), to make an offer of or invite subscription to listed / unlisted, secured / unsecured, redeemable non-convertible debentures (hereinafter referred to as **NCDs**) including but not limited to subordinate debentures, bonds, and / or other debt securities etc., during the period of 1 (one) year from the date of passing of the Special Resolution by the members, for an aggregate amount upto **Rs. 25 Crore (Rupees Twenty Five Crores only)**, in one or more series / tranches, on a private placement basis, to one or more eligible investors whether residents, non-residents (including foreign portfolio investors), bodies corporate, banks / financial institutions, mutual funds, venture capital funds, NBFC, other investors / investing agencies or otherwise and whether or not such investors are members of the Company, upon the terms and conditions as may be decided by the Board in its absolute discretion and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorized to determine as to the time of issue of the NCDs, the terms of the issue, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more recognized stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things, execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents etc., with such agencies.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer (s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and to appoint any consultant, legal advisors or other professional advisors, to give effect to the aforesaid resolutions.

For and on behalf of the Board
For Ashapura Intimates Fashion Limited

sd/-
Mr. Harshad Hirji Thakkar
Managing Director
DIN: 01869173

Date: July 17, 2017

Place: Mumbai

Notes:

A. General

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. All documents referred to in the accompanying Explanatory Statement are open for inspection at the registered office of the Company between 10:00 a.m. and 5:00 p.m. on all working days upto August 27, 2017. The registered office of the Company is situated at Unit no 3 / 4, Pacific Plaza, Plot no 570 TPS IV, Off Bhavani Shankar Road Mahim Division, Dadar (W), Mumbai – 400 028.

The Notice, together with the documents accompanying the same, is being sent to all the Shareholders registered post and electronically by e-mail to those Shareholders who have registered their e-mail ids with the Company / registrar and share transfer agents / NSDL / CDSL, whose names appear in the register of members / list of beneficial owners as received from NSDL / CDSL as on July 21, 2017 (“cut-off date”). Any person who is a shareholder as on the cut-off date may cast their vote by ballot or by e voting. The Notice will be displayed on the website of the Company www.ashapurafashion.com and on the website of CDSL (www.cdslindia.com).

3. The date of dispatch of the Notice and the Explanatory Statement along with the postal ballot papers will be announced through advertisement in the following newspapers: (i) English language Newspaper; and (ii) Marathi language Newspaper, having wide circulation in the district where the registered office of Company is situated.
4. The Board of Directors of the Company (the “Board”) has appointed Ms. Apexa Nivid Shah of M/s Apexa Shah & Associate, Practicing Company Secretary (Membership No. A35251), as a Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
5. A postal ballot form along with self-addressed postage business reply envelope is also enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form can download the postal ballot form from the Company’s website www.ashapurafashion.com or seek duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the scrutinizer so as to reach the scrutinizer before 5:00 p.m. on or before August 27, 2017. Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
6. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.

The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form. The scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The scrutinizer’s decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced by August 29, 2017 at the registered office of the Company situated at Unit no 3 / 4, Pacific Plaza, Plot no 570 TPS IV, Off Bhavani Shankar Road Mahim Division, Dadar (W), Mumbai – 400 028. The results, together with the scrutinizer’s Report, will be displayed at the registered office of the Company and on the website of the Company www.ashapurafashion.com, besides being communicated to BSE Limited and National Stock Exchange of India Limited.

7. Kindly note that the Shareholder can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Shareholder(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
8. The vote on postal ballot cannot be exercised through proxy.
9. The e-voting period commences on July 28, 2017 (09:00 a.m. IST) and ends on August 27, 2017 (5:00 p.m. IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. July 26, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m on August 27, 2017 IST. Once the vote on the resolution is cast by a Shareholder, he or she will not be allowed to change it subsequently.

B. Voting through Electronic Means

The instructions for members for remote e-voting are as under:

The voting period begins on Friday, July 28, 2017 at 9.00 a.m. and ends on Sunday, August 27, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders.
- c) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the Company 'Ashapura Intimates Fashion Limited'.
- k) 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.

- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) 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.
- q) 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 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.
 - 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 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.
- r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com , under help section or write an email to helpdesk.evoting@cdslindia.com.
- s) The scrutinizer shall unblock the remote e-voting facility at the end of the e-voting period, in presence of atleast two witnesses not in the employment of the company and make a scrutinizers report of the votes cast in favor or against if any, to the Chairman.
- t) The Chairman shall declare the result of the voting and the Company shall submit it to the Stock Exchanges within forty eight hours of August 27, 2017. The results declared along with the scrutinizer’s report shall be placed on the company’s website: www.ashapurafashion.com and shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the company are listed.

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

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos 1 & 2.

Item No. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Company is in the business of manufacturing and marketing of branded loungewear products relax wear & inner wear products. It is amongst the leading manufacturers and exporters of lounge wear, sportswear, bridal honeymoon sets and fashionable Inner wear in India.

In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the shareholders by way of a special resolution.

The investment will be subject to customary conditions precedent including the execution of definitive documents and receipt of shareholders approval and applicable governmental and regulatory approvals.

The consent of the shareholder is being sought by a special resolution to enable the Board to issue the Warrants to HT Media Limited (Non-Promoter) in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, Listing Regulations and any other applicable laws.

Further in terms of Regulation 73 of SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the notice:

A. The object of the preferential issue:

The proceeds would be utilized for advertisement of the Company's products.

B. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The preferential issue of Warrants is being made to HT Media Limited (Non-Promoter). No Warrants or Equity Shares are being offered to Promoters, Directors, Key Managerial Personnel or relatives of Promoters, Directors and Key Managerial Personnel of the Company.

C. The shareholding pattern of the Company before and after the preferential issue:

Sr. no.	Category of Investors	Pre- issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
A	Promoters and Promoters Group				
1	Indians:				
	Individual	1,31,86,640	66.3730	1,31,86,640	65.4960
	Bodies Corporate	-	-	-	-
	Sub Total (A)	1,31,86,640	66.3730	1,31,86,640	65.4960
B	Non Promoters holding				
1	Institution				
i	Mutual Fund	8,33,000	4.1928	8,33,000	4.1373
ii	Venture Capital Funds	-	-	-	-
iii	Alternate Investment Funds	-	-	-	-
iv	Foreign Venture Capital Investors	-	-	-	-
v	Foreign Portfolio Investor	-	-	-	-
vi	Financial Institutions / Banks	32,757	0.1649	32,757	0.1627
vii	Insurance Companies	-	-	-	-
viii	Provident Funds / Pension Funds	-	-	-	-
ix	Any Other (Specify)	-	-	-	-
	Sub Total (B)(1)	8,65,757	4.3577	8,65,757	4.3000
2	Central Government / State Government(s) / President of India	-	-	-	-
	Sub Total (B)(2)	-	-	-	-

3	Non-Institutions				
i	Individual	27,54,004	13.8619	27,54,004	13.6787
ii	NBFCs registered with RBI	-	-	-	-
iii	Employee Trusts	-	-	-	-
iv	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-
v	Any Other (Specify)				
	Trusts	-	-	-	-
	Hindu Undivided Family	1,86,404	0.9382	1,86,404	0.9258
	Non Resident Indians	47,700	0.2401	47,700	0.2369
	Clearing Member	2,83,669	1.4268	2,83,669	1.4089
	Bodies Corporate	25,43,292	12.8013	28,09,341	13.9536
	Sub Total (B)(3)	58,15,069	29.2693	60,81,118	30.2040
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	66,80,826	33.6270	69,46,875	34.5040
	Grand Total	1,98,67,466	100.00	2,01,33,515	100.00

* As on July 21, 2017

** Assuming 2,66,049 (Two lacs Sixty Six Thousand Forty Nine) equity shares are allotted on exercise of Warrants at price of Rs. 405.94 (Rupees Four hundred five and ninety four paisa only) being price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

D. The time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

E. The Identity of the natural persons who are the ultimate beneficial owners of the shares / Warrants proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them

HT Media Limited is a company incorporated on 3rd December, 2002 and is engaged in the business of publishing various newspapers, periodicals and other literary and print publications (print medium) and certain other non-print media viz. FM Radio, Internet etc.

The identity of the natural persons who are the ultimate beneficial owners of the shares / Warrants proposed to be allotted and /or who ultimately control the proposed allottee i.e. HT Media Limited and the percentage of the pre and post preferential issue capital that may be held by HT Media Limited on a fully diluted basis is given in the following table:

Name & PAN of Allottee	Address	Category	Natural Persons who are the ultimate beneficial owners	No. of warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
					No. of Shares	%age	No. of Shares	%age
HT Media Limited PAN – AABCH3165P	18-20, Kasturba Gandhi Marg, New Delhi -110001	Non Promoter	Not applicable as the proposed allottee is a Listed Company.	4	-	-	266049	1.32

*Assuming 100% conversion of warrants

Save and except proposed preferential issue in the resolution as set in the accompanying notice, the Company has allotted of 4,00,226 equity shares on 5th April, 2017 to Bennett Coleman & Co. Ltd. pursuant to conversion of warrants issued on preferential basis on Annual General Meeting dated 7th September, 2015. Hence, there are no allotments pending in respect to any offer or invitation made earlier to this proposed preferential issue.

F. Change in control, if any, in the control of the Company consequent to the preferential issue:

There will be no change in control of the Company pursuant to the exercise of Warrants by proposed Allottee, as on exercise of 4 Warrants allotted to HT Media Limited.

G. Lock-in-period

1. The Warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the ICDR Regulations.
2. The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

H. Basis or justification of Price:

"Subscription Price" i.e. the price at which Warrants to be converted to equity shares shall be the higher of the following:-

- a) "SEBI Minimum Price" being Rs. 405.94 (Rupees Four hundred five and ninety four paise only) being the price computed in accordance with regulation 76 of the SEBI ICDR Regulations on the basis of the Relevant Date or
- b) "Formula Price" being the price per Share equal to the volume weighted average of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (Twenty Six) weeks preceding the date of expiry of 16 (sixteen) months from the date of allotment of Warrants, after making adjustment for any bonus issue / split / consolidation, and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit.

The SEBI Minimum Price shall be Rs. 405.94 (Rupees Four hundred five and ninety four paise only) i.e. price as arrived in the accordance with the Regulation 76 provisions of SEBI ICDR Regulations which is higher of.

1. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
2. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

I. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

J. Certificate from the statutory auditors

The Certificate of the statutory auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirement contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between 10:00 a.m. and 5:00 p.m. till the date of passing of the special resolution. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the AGM.

K. Relevant Date

The relevant date for the purpose of pricing shall be Wednesday, July 26, 2017 being the date which is the 30 (thirty) days prior to the deemed date of passing of the special resolution by the members of the Company through Postal Ballot to approve the proposed preferential issue of Warrants, in accordance with the SEBI (ICDR) Regulations.

L. Terms of Warrants to be issued to the allottee:

1. Warrant(s) may at the option of the holder, be exercised for equity shares of the Company at any time following the expiry of 16 (Sixteen) months from date of allotment of Warrants and prior to the expiry of 18 (Eighteen) months from the date of allotment of Warrants (the "Warrant Exercise Period") at a price calculated on the basis of para H above.
2. Upon exercise of one or more of the Warrants by the Warrant holder, the Board (or a committee authorised by the Board) shall allot such number of equity shares of face value of Rs. 10/- each as may be required to be issued and allotted, as would be calculated on the basis of an price as determined above.
3. The Warrant Holder shall pay an amount equivalent to atleast 25% (Twenty five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance 75% (Seventy Five percent) of the price fixed per Warrant shall be

payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares.

4. The equity shares issued pursuant to an exercise of the Warrant(s) will be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including with respect to dividend, with the then fully paid –up equity shares of the Company.

M. Other Disclosures

1. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
2. The Board, in its meeting held on May 29, 2017 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
3. None of the Directors or Key Managerial Personnel of the Company and / or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 1, except to their individual shareholding held in the Company.

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board recommends the special resolution mentioned at Item No. 1 of the notice for approval by the members.

Item No. 2: ISSUE OF NON-CONVERTIBLE DEBENTURES

In order to augment long term resources for financing, inter alia, for long term working capital, payment of operational liabilities in future and for general corporate purposes, the Company proposes to offer, issue and allot secured and / or unsecured, listed and / or unlisted, redeemable non convertible debentures (“NCDs”) upto an amount of Rs.25 Crore (Rupees Twenty Five Crores only) in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on May 29, 2017 considered and approved subject to the approval of the shareholders, issue of NCDs upto Rs.25 Crore on private placement basis.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year from the date of passing the resolution at Item No. 2 of this Notice for all the offers or invitations for such NCDs made during the year.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis to persons who may or may not be shareholders of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges.

The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders under Section 180(1)(c) of the Act from time to time.

Approval of the shareholders is, therefore, sought for the proposed issue of NCDs and for authorising the Board to issue NCDs on the terms and conditions as may be deemed appropriate by the Board.

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board recommends the special resolution mentioned at Item No.2 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.

For and on behalf of the Board
For Ashapura Intimates Fashion Limited

sd/-
Mr. Harshad Hirji Thakkar
Managing Director
DIN: 01869173

Date: July 17, 2017

Place: Mumbai

Encl: Postage pre-paid Envelope



ASHAPURA INTIMATES FASHION LIMITED

Regd Off.: Unit no.3 / 4, Pacific Plaza, Plot no.570, TPS IV, off Bhavani Shankar Road, Mahim Division, Dadar (W), Mumbai- 400 028 **Tel No.:** 022 24331552 / 53; **Fax No.:** 022 24331506
CIN: L17299MH2006PLC163133 **Website:** www.ashapurafashion.com **E-mail.:** cs@ashapuraintimates.com

POSTAL BALLOT FORM

(Please read the instructions printed carefully before completing this form)

Postal Ballot No.	
1	Name & Registered address of Sole / First named Shareholder (In BLOCK LETTERS)
2	Name(s) of the joint Shareholder(s), if any, (In BLOCK LETTERS)
3	Registered Folio No.* / DP ID & Client ID
4	No. of Equity Shares held

(*Applicable to members holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the Special business stated in the Postal Ballot Notice of "Ashapura Intimates Fashion Limited" ("the Company") dated July 17, 2017 by conveying my / our assent / dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:

Description	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
1. Special Resolution for issue of 4 (Four) number warrants on preferential basis to non- promoter as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009			
2. Special Resolution for issue of Non-Convertible Debentures on preferential basis			

If the voting rights are exercised electronically, there is no need to use this Form.

Date:

Place:

(Signature of the Member / Authorised Representative)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN
170719013		

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

Please read carefully the instruction overleaf before completing this Ballot Form

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e voting shall prevail and voting done by Postal Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise his / her / its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the scrutinizer Ms. Apexa Nivid Shah, Practicing Company Secretary (Membership No. A35251) ("Scrutinizer") at B/2, 304, Dhanvaibhav, Jambli Gully, Borivali West, Mumbai - 400092 in the attached self-addressed business reply envelope, on or before close of working hours (5.00 P.M) on August 27, 2017. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered / speed post at the expense of the Member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. This Postal Ballot form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence by the next named Member. In case postal ballot form is signed through a Delegate, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (V) mark in the appropriate column.
5. Duly completed postal ballot form should reach the Scrutinizer, not later than 5.00 P.M. on August 27, 2017. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
6. There will be only one postal ballot form for every folio irrespective of the number of joint Member (s).
7. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / authority letter.
8. A Member may request for duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e. 5.00 P.M. on August 27, 2017.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on July 21, 2017.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Member need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
14. The result of the postal ballot will also be posted on the website of the Company www.ashapurafashion.com
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.
16. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the company / RTA). In case of joint holding, this Form must be completed and signed by the first named member and in his / her absence, by the next named member.
17. Voting through Postal Ballot cannot be exercised by proxies.
18. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registrars of the Company, Link Intime India Pvt Ltd.
19. The result of the Postal Ballot shall be announced by August 29, 2017 at the registered office of the Company at Unit no 3/4, Pacific Plaza, Plot no 570 TPS IV, Off Bhavani Shankar Road Mahim Division, Dadar (W), Mumbai – 400 028 and the same will also be posted on website of the Company.