

12th September, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 532641

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G – Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Scrip Code: ND

Dear Sir,

Sub.: Notice of Annual General Meeting

Please find attached the Notice of the Annual General Meeting of Nandan Denim Limited scheduled to be held on 28th September, 2016.

You are requested to kindly take the same on record.

Thanking You,

Yours sincerely,
For NANDAN DENIM LIMITED


Purvee Roy
Company Secretary
Mem. No. A26925



Nandan Denim Limited
(Formerly known as Nandan Exim Limited)
(CIN:L51909GJ1994PLC022719)

Plant & Regd. Office:

Survey No. 198/1, 203/2, Sajipur-Gopalpur, Pirana Road, Piplej, Ahmedabad - 382405
Ph.: +91 9879200199 Website: www.nandanndenim.com Email: info@nandanndenim.com

Corporate House:

Chiripal House, Shivranjani Cross Roads, Satellite, Ahmedabad - 380 015
Ph.: 079-26734660/2/3 Fax: 079-26768656



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 28th September, 2016 at 10.30 a.m. at H.T. Parekh Convention Center, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the Financial Year ended on that date together with Reports of the Board and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the financial year ended on that date along with notes thereon and the reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby received, considered and adopted"

2. To confirm the annual dividend of ₹0.80 as an Interim Dividend and another dividend of ₹0.80 paid during the year as second Interim Dividend per fully paid Equity Share of Face Value of ₹10.00, declared and distributed by the Board of Directors for the financial year ended on 31st March, 2016.

"RESOLVED THAT annual dividend of ₹0.80 as an Interim Dividend and another dividend of ₹0.80 paid during the year as second Interim Dividend per fully paid Equity Share of Face Value of ₹10.00, declared by the Board of Directors at their meeting held on 12th February, 2016 and 11th March, 2016 respectively for the financial year ended on 31st March, 2016 and paid to the Members whose names appeared on the Register of Members as on the Record Date of 24th February, 2016 and 26th March, 2016 respectively, be and are hereby approved and confirmed."

3. To appoint a Director in place of Mr. Brijmohan Chiripal (DIN:00290426), who retires by rotation and being eligible offers himself for reappointment.

"RESOLVED THAT Mr. Brijmohan Chiripal (DIN:00290426), who retires by rotation and being eligible offers himself for

re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation"

4. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the appointment of M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W), who were appointed by the shareholders to hold office up to the conclusion of the twenty fifth Annual General Meeting to be held in the year 2019 as Statutory Auditors of the Company, be and is hereby ratified until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. **Revision in terms of remuneration of Mr. Brijmohan D. Chiripal, Managing Director of the Company**

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

"RESOLVED THAT in partial modification of the resolution passed by the shareholders at the 21st Annual General Meeting of the Company held on 29th September, 2015 for the re-appointment of Mr. Brijmohan Chiripal (DIN:00290426) as the Managing Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from 1st October, 2016, the revision in the salary of Mr. Brijmohan Chiripal, in the salary scale of ₹9,00,000 to ₹12,00,000 per month as detailed in the statement forming part of this notice."

"RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profit or has

inadequate profit, Mr. Brijmohan Chiripal will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

"RESOLVED FURTHER THAT Mr. Vedprakash Chiripal, Chairman and Ms. Purvee Roy, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Gujarat and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

6. Revision in terms of remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company

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

"RESOLVED THAT pursuant to the provisions of Articles of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions, if any needed, remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company, be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016:

Consolidated Salary: In the salary scale of ₹8.00 lakhs to ₹10.00 lakhs per month which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Incentives, Medclaim and other Insurance Coverage and Gratuity: as per Company policy."

"RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes."

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company is hereby confirmed that it is well within the prescribed limit mentioned in the said section."

"RESOLVED FURTHER THAT Mr. Vedprakash Chiripal, Chairman and Ms. Purvee Roy, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Gujarat and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

7. Ratification of appointment of Mr. Pradeep Kumar Shrivastava as Whole-Time Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also subject to the approval of the Central Government, if required, the Company hereby accords its approval to the appointment of Mr. Pradeep Kumar Shrivastava (DIN: 07493616), as a Whole Time Director of the Company for a period of 5 (five) years w.e.f. 11th March, 2016 on the terms and conditions including terms of remuneration as set out in the Explanatory Statement attached hereto and forming part of this notice with a liberty to Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Mr. Pradeep Kumar Shrivastava."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, where in any financial year the Company has no profits or has inadequate profit, Mr. Pradeep Kumar Shrivastava will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling prescribed under schedule V of the Companies Act, 2013 or any modification or re-enactment thereof at relevant time."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Pradeep Kumar Shrivastava within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Pradeep Kumar Shrivastava without any further reference to the Company in General Meeting."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.”

8. **Approval of Related Party Transactions:**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory

modification(s) or re-enactment thereof for the time being in force), Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company to authorise the management of the Company to carry out transactions with related parties and for the maximum amounts per annum, as mentioned herein below for the year 2016-17:

Sr. No.	Nature of the transactions as per section 188 of the Companies Act, 2013.	Name of the Director/KMP who is related and nature of their relationship	Name of the related party	Receipts (₹ in Crore)	Payment (₹ in Crore)
1.	Sale of goods	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Chiripal Industries Limited Nova Textiles Private Limited	450.00	
2.	Purchase of goods / raw material / stock-in-trade	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Chiripal Poly Films Limited Chiripal Industries Limited Vishal Fabrics Limited Nova Textiles Private Limited		200.00
3.	Rent/ Lease of the Property	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Chiripal Industries Limited Shanti Exports Private Limited		20.00
4.	Job work Charges	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Chiripal Industries Limited Nova Textiles Private Limited		80.00
5.	Maintenance Expense	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Shanti Exports Private Limited		1.00
6.	Electricity Expenses	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Shanti Exports Private Limited		1.00
7.	Capital Asset Sales/ Purchase	Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company and their relatives being common Director(s)/ Shareholder(s) of the Company.	Chiripal Infrastructure Limited Chiripal Industries Limited		35.00

Note: Relatives have been considered as per the definition of 'Relative' under the Companies Act, 2013

“RESOLVED FURTHER THAT the transactions may be entered into subject to the compliance of criteria mentioned under Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a committee thereof, be and is hereby,

authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transactions with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

9. **Payment of remuneration to Cost Auditors for the financial year 2016-17:**

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

“RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad having Firm Registration No. 100629, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of textiles for the financial year ending 31st March, 2017, at a remuneration not exceeding ₹50,000 p.a. (Rupees Fifty Thousand Only) as also the payment of service tax as applicable and re-imbursment of out of pocket expenses at actuals, if any incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Company Secretary be and are hereby authorised to settle any questions, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. **Raising of funds through preferential allotment**

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”)

as amended and any other rules / regulations / guidelines and clarifications issued by the Securities and Exchange Board of India as also by any other statutory/regulatory authorities, the Listing Agreement entered into between the Company and BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and the Foreign Exchange Management Act, 1999 (the “FEMA”), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents, permissions and / or sanctions as may be deemed necessary including without limitation, approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI) and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include duly authorised committee thereof constituted to exercise the powers conferred on the Board by this resolution) to create, offer, issue and allot from time to time in one or more tranches, upto 50,00,000 (Fifty Lakh Only) convertible warrants on preferential basis to the following entities, through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at an exercise price of ₹200/- (Rupees Two Hundred Only) [including premium of ₹190/- (Rupees One Hundred and Ninety Only)], per equity share or such higher price as may be arrived at in accordance with the ICDR Regulations (“Issue Price”) provided that each such warrant shall entitle to the holder(s) thereof to subscribe for and be allotted one equity share of face value of ₹10/- of the Company (“Equity Share”).

Sr. No.	Names of the Proposed Allottees	No. of convertible warrants proposed to be allotted	PAN	Category	Allottee is: QIB / MF / FI / Trust / Banks / Limited Liability Partnership
1.	LTS Investment Fund Limited	25,00,000	AACCL0500F	Foreign Portfolio Investor	FPI
2.	LGOF Global Opportunities Limited	25,00,000	AACCL7654E	Foreign Portfolio Investor	FPI

“RESOLVED FURTHER THAT the issue and allotment of the warrants to the above referred entities (the “Allottees”) shall be on the following terms and conditions:

1. The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned warrants shall be 29th August, 2016, being the date 30 days prior to the date of Annual General Meeting (i.e. 28th September, 2016) to approve the proposed preferential issue in terms of section 62(1)(c) of the Act.
2. The warrants by itself do not give to the warrant holders any rights of the shareholders of the Company.
3. The warrant holders shall be entitled to convert the warrants into equal number of equity shares of face value of ₹10/- each, in one or more tranches, within a period of 18 months from the date of their allotment;
4. The warrant holders shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as per above clause (3), the amount paid under this clause (4) shall be forfeited by the Company.
5. The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring.
6. The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and conditions thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as the case may be for the time being in force.”

“RESOLVED FURTHER THAT:

- i) the requisite number of equity shares against the warrants to be so allotted in favour of the Allottees as aforesaid, be issued in favour of Allottees upon receipt of the balance 75% of the conversion price from such Allottees, at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder;
- ii) the consideration price of the warrants, if paid in cash, shall be received from respective allottee’s bank account;
- iii) the equity shares allotted pursuant to the conversion of the warrants shall rank pari passu in all respects with the

existing fully paid up equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;

- iv) the Equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- v) the equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to such persons, shall remain locked in as per the provisions of SEBI (ICDR) Regulations.
- vi) the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the warrants or equity shares on conversion thereof, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take all such steps and give all such directions as the Board may consider necessary, expedient or desirable, including but without limitation, to prescribe the forms of application, allotment and by way of further calls, if any, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of any of the said warrants and the utilisation of the issue proceeds and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards to the terms and conditions as may be required by the SEBI, stock exchanges, Registrar of Companies or other authorities or agencies involved or concerned with regard to the issue and allotment of warrants and the shares proposed to be allotted pursuant to the conversion thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board be and is hereby authorised to appoint consultants, advisors, manager to the issue and pay their fees, remuneration, charges, etc. as provided under the regulations and as may be warranted.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any

Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

11. To increase the limit of Foreign Institutional Investors / Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the “Board”, which terms shall include a duly authorised committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the “FIIs”) / Foreign Portfolio Investors (the “FPIs”) registered with the SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares up to an aggregate limit of 49% of the paid up capital of the Company for the time being provided, however, that the equity shareholding of each FII / FPI shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for the matter connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any committee of Directors or any Director(s) or officer(s) of the Company.”

12. To approve availing of the financial assistance having an option available to the lenders for conversion of such financial assistance into equity shares of the Company upon occurrence of certain events:

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

“RESOLVED FURTHER THAT pursuant to section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and applicable provisions, if any, of the Companies Act, 1956 and in accordance with the Memorandum of Association and Articles of Association of the Company and all other applicable regulations as amended from time to time, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s), sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the Financing Documents, such terms and conditions to provide, inter alia, for an option to the Lenders to convert the whole or part of the outstanding of the Facilities (whether then due or payable or not), into fully paid up equity shares of the Company at par or book value, whichever is lower and in the manner specified in a notice in writing to be given by the Lenders to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the term of the Facilities;
- (ii) On receipt of the Notice of Conversion, the Company shall, allot and issue the requisite number of fully paid up equity shares to the respective Lenders or any other person identified by the Lenders, as from the date of conversion and the Lenders shall accept the same in satisfaction of the part of the loans so converted;
- (iii) The part of the Facilities so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the Financing Documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other

distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued authorised equity shares for the above purpose; and

- (iv) In the event that the Lenders exercise the conversion right aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.
- (v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable laws at the time of such conversion."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions for raising the Facilities, from time to time, with an option to convert the Facilities including existing into equity shares of the Company anytime during the term of the Facilities, on the terms specified in the Financing Documents, including upon happening of an event of default by the Company in terms of the loan arrangements."

"RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and shall allot

and issue requisite number of fully paid up equity shares in the Company to such Lenders."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to all such acts and things as may be necessary to give effect to this resolution."

"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, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialise the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution to any committee of directors or any person/s as it may in its absolute discretion deem fit in order to give effect to this resolution."

By order of the Board of Directors
For **Nandan Denim Limited**

Purvee Roy
Company Secretary
Mem. No. A26925

10th August, 2016
Corporate Office
Chiripal House, Near Shivranjani Cross Roads,
Satellite, Ahmedabad - 380 015.
CIN: L51909GJ1994PLC022719

NOTES:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A SHAREHOLDER.
A person can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A shareholder holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other person or shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office or Corporate Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. A shareholder would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the shareholders at the AGM.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. Shareholders are requested to bring their copy of the Annual Report to the meeting. The Shareholders/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
6. Shareholders intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
7. The shareholders, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Datamatics Financial Services Limited, Unit: Nandan Denim Limited, Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East) Mumbai 400 093. Those holding shares in dematerialised form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Shareholders holding shares in dematerialised form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend in future. The Company or its RTA cannot act on any request directly received from any shareholder holding shares in dematerialised form for any change in such details. Such changes are to be advised only to the DP of the shareholders.

8. As of 31st March, 2016, we have a total unclaimed amount of ₹2,02,48,856 as given below:

Year	Dividend			Total
	1st Interim	2nd Interim	Final	
2009-10	-	-	-	-
2010-11	-	-	-	-
2011-12	-	-	7,28,462.00	7,28,462.00
2012-13	-	-	6,87,819.20	6,87,819.20
2013-14	4,10,132.20	-	3,64,090.00	7,74,222.20
2014-15	4,42,140.40	-	8,85,320.00	13,27,460.40
2015-16	20,78,803.40	1,46,52,089.00	-	1,67,30,892.40

The shareholders, who have not claimed their share of above dividend(s), are requested to write to the Registrar and Transfer Agent to claim the amount.

It may be noted that the Company has transferred the unclaimed amount upto the year 2008-09 laid in the dividend accounts to the Investor Education and Protection Fund during the year under review. The shareholders are requested to note that no claim shall lie against the Company in respect of

unclaimed dividends before the year 2008-09 which have been transferred to IEPF.

Pursuant to section 124 of the Companies Act, 2013 (section 205C of the erstwhile Companies Act, 1956), if the dividend amount is not claimed within seven years from the date they become due for payment; such unclaimed amount will be transferred to the Investor Education and Protection Fund and accordingly no claim shall lie against the Company.

9. The Register of Shareholders and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
11. The Notice of the 22nd Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is available on the Company's website www.nandan denim.com and may be accessed by the shareholders. The physical copies of the aforesaid documents are available at the Company's registered office for inspection during normal business hours on working days. Even after registering for soft copy of the Annual Report for the year 2015-16, shareholders are entitled to receive such communication in physical form, upon making a request for the same. For any communication or queries, the shareholders may also send request by an email to cs.ndl@chiripalgroup.com.
12. Additional information pursuant to the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
13. Soft copy of the Annual Report for FY 2015-16 (including the Notice of the 22nd AGM, instructions for e-voting, Attendance Slip and Proxy Form) is being sent by electronic mode to all the shareholders whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the Annual Report for FY 2015-16 is being sent through the permitted mode and the Notice of the 22nd AGM, instructions for remote e-voting, Attendance Slip and Proxy Form are being sent by Registered / Speed Post / Courier.
14. The Company is concerned about the environment and utilises natural resources in a sustainable way. To support such 'Green Initiative', we request you to update your email address with your Depository Participant to enable us to send you the reports and other communications via email.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form, are therefore, requested to submit (PAN) to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents i.e. Datamatics Financial Services Limited, Unit: Nandan Denim Limited, Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (East) Mumbai 400 093.
16. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in the Notice.
17. The e-voting period commences on Saturday, 24th September, 2016 (9.00 a.m. IST) and ends on Tuesday, 27th September, 2016 (5.00 p.m. IST). During this period, shareholders of the Company holding shares of the Company either in physical form or dematerialised form, as on Wednesday, 21st September, 2016 (cut – off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid – up equity share capital of the Company as on 21st September, 2016.

Shareholder Instructions for E-Voting

SECTION A: VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Company is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the shareholders attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Company has appointed Mr. Keyur Shah (Membership Number: ACS 16687; Certificate of Practice No.: 8814) of M/s. Keyur J. Shah & Associates, Practising Company Secretary as the scrutiner for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 21st September, 2016 being the cut-off date.

Those who are not a member as on the cut-off date shall treat this notice for information purpose only.

The process and manner of remote e-voting are as under:

SECTION A: SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on 24th September, 2016 at 9.00 a.m. and ends on 27th September, 2016 at 05.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Shareholders holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is mentioned in the mail / physical copy sent. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● 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 shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

SECTION B: COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-voting period commences on Saturday, 24th September, 2016 (9.00 a.m.) and ends on Tuesday, 27th September, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date of 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- iii. CS Keyur Shah, Practising Company Secretary (Membership Number: ACS 16687; Certificate of Practice No.: 8814) (Address: HSA, 6-Darpan Society, Above Central Bank, St. Xaviers Loyola Road, Darpan Six Cross Roads, Ahmedabad - 380 013, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-voting process.
- iv. The Scrutinizer shall, within a period not exceeding two (2) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forthwith to the Chairman of the Company.
- v. The results shall be declared on the date of AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nandanenim.com and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com) within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and

National Stock Exchange of India Limited, where the shares of the Company are listed.

- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For shareholders holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to [https:// www.evotingindia.com](https://www.evotingindia.com) and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution/Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in pdf format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the shareholder forgets the password and the same needs to be reset.
- x. 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.

Contact Details

Company	: Nandan Denim Limited Corporate Office: 'Chiripal House', Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015.
CIN	: L51909GJ1994PLC022719
Email ID	: cs.ndl@chiripalgroup.com
Registrar and Transfer Agent	: Datamatics Financial Services Limited Plot No. B-5, Part B, Cross Lane, MIDC, Andheri (east), Mumbai – 400 093
Phone	: 022-66712151-2156
E-voting Agency	: Central Depository Services (India) Limited
Email ID	: helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Keyur Shah, Practising Company Secretary
Email ID	: cs.keyurshah@gmail.com

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

As required by section 102 of the Companies Act, 2013 (the "Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 12 of the accompanying Notice:

Item No. 5:

The shareholders of the Company at the 21st Annual General Meeting of the Company held on 29th September, 2015, had approved the appointment of Mr. Brijmohan Chiripal as Managing Director of the Company and the terms of remuneration payable to him for the period from 1st October, 2014 to 30th September, 2019. The shareholders had inter alia approved, salary of ₹5,00,000 per month. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting on 10th August, 2016 decided to revise the salary payable to Mr. Brijmohan Chiripal from the existing ₹5,00,000 per month to such amount falling within the salary scale of ₹9,00,000 to ₹12,00,000 per month. All other terms and conditions relating to his appointment and remuneration as approved earlier by the shareholders remain unchanged.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Brijmohan Chiripal will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of Schedule V of the Act.

Details of remuneration paid to Mr. Brijmohan Chiripal during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company except Mr. Brijmohan Chiripal to whom the resolution relates.

The Board accordingly recommends the resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

Item No. 6:

As per Section 188(1)(a) of the Companies Act, 2013 and Director's relatives (Office or Place of Profit) Rules, 2014, no relative etc. of any director should either hold or continue to hold any office or place of profits in the company except with the prior consent of the Company by a Special Resolution. Mr. Deepak Chiripal, Son of Mr. Jyotiprasad Chiripal who is brother of Mr. Vedprakash Chiripal, Chairman and Mr. Brijmohan Chiripal, Managing Director of the Company would be covered by the above mentioned Section and Rules. Mr. Deepak

Chiripal is a dynamic executive. He takes very keen interest in the business of the Company and is responsible for material planning, production planning, operational control and total management of Nandan Denim Limited. Your directors are fully confident that his services to the Company would be of great value. The remuneration committee in its meeting held on 10th August, 2016 has approved the resolution. Your directors in their meeting held on 10th August, 2016 have approved the revision in remuneration on terms and conditions as given below:-

Remuneration in the salary scale of ₹8,00,000 to ₹10,00,000 per month, P.F. on basic and other perquisites as admissible to the status and grade w.e.f. 1st October, 2016.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Deepak Chiripal will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of Schedule V of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 6 of the Notice for the approval of the shareholders.

Item No. 7:

Mr. Pradeep Kumar Shrivastava was appointed as an Whole-Time Director of the Company on 11th March, 2016 by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as Director only upto the date of ensuing Annual General Meeting. As required under the Companies Act, 2013, notice has been received from a member signifying its intention to propose the appointment of Mr. Pradeep Kumar Shrivastava as a Director along with the deposit of requisite amount.

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board, at its meeting held on 11th March, 2016, has appointed Mr. Pradeep Kumar Shrivastava as a Whole-Time Director unanimously for a period of five years w.e.f. 11th March, 2016, on a remuneration of ₹75,748/- per month which includes salary, perks and other benefits. It is recommended that his remuneration should fall in the scale of ₹75,000 – 2,00,000 per month including salary, perks and other benefits plus any increment in remuneration by way of bonus/incentive/performance linked incentive, if any, payable to Mr. Pradeep Kumar Shrivastava with a liberty to the Board of Directors or Nomination and Remuneration

Committee to revise the remuneration without approval of Shareholders within the aforementioned salary scale, the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Pradeep Kumar Shrivastava will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of Schedule V of the Act.

Mr. Pradeep Kumar Shrivastava has rich and diversified experience of over 25 years in the field of Human Resource. He has been working with Nandan Denim Limited for more than 18 months as Vice – President (Human Resource), during which, he was a member of the CSR Committee of the Board. He has done Masters in Arts, Diploma in Social Work, Post Graduate in Personnel Management and LLB. Earlier he has worked as G.M. - Human Resource at Gujarat Ambuja and Modern Terry Towel Limited, amongst others. The Whole Time Director shall be liable to retire by rotation and shall not be paid any sitting fees for attending any meetings of Board or Committees thereof. The Board of Directors felt that it is in the interest of the Company to continue to avail services of Mr. Pradeep Kumar Shrivastava as a Whole-Time Director.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 7 of the Notice for the approval of the shareholders.

Item No. 8:

As per the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter "SEBI Listing Regulations, 2015") except with the approval of the Shareholders by way of resolution, a company shall not enter into any transactions with any Related Party for availing or rendering of any service exceeding 10% of the consolidated turnover of the company or ₹100 crore, whichever is lower.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Audit Committee and the Board of Directors and, if required, prior approval of the shareholders by way of a Special Resolution must be obtained for material transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length

basis. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Board of Directors of the Company are of the opinion that the Company being in existence for last three decades has developed into an organisation with efficient systems, competent credit management practices and stringent operational control processes, thus, may extend and avail the required support to and from its Group Companies.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The amount involved in the related party transactions entered into by the Company are within the limits prescribed and the condition specified by the Act and the Listing Agreement in addition to being in the ordinary course of business and at arms' length, but as a good corporate governance practice, the Company desires to pass an Ordinary Resolution for the same.

Therefore, approval for the below mentioned transactions is being taken:

1. Sale, purchase or supply of any goods or materials or stock-in-trade;
2. Selling or otherwise disposing of or buying, property of any kind or any capital asset;
3. Giving on rent or leasing of property of any kind;
4. Availing or rendering of any services including job work.

The support and services extended by the Company to its Group Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies. The respective transactions have been carried out on arm's length basis and all factors relevant to the respective transactions have been considered by the Board.

The Company is of the opinion that the aforesaid related party transactions are in the best interest of the Company.

The shareholders are further informed that no shareholder(s) of the Company being a related party or having any interest in the resolution as set out at Item No. 8 shall be entitled to vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding in the Company.

The Board accordingly recommends the resolution as set out in Item No. 8 of the Notice for the approval of the shareholders.

Item No. 9:

The Board of Directors at its meeting held on 10th August, 2016, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. A.G. Tulsian & Co., Cost Accountants, Ahmedabad (FRN: 100629) as Cost Auditors to conduct the audit of the cost accounting records maintained by the Company in respect of textiles for the financial year ending 31st March, 2017 at a remuneration not exceeding ₹50,000/- plus service tax and re-imbursment of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Record and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company, if required, for the financial year ending 31st March, 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 9 of the Notice for the approval of the shareholders.

Item No. 10

The Board of Directors of the Company at their meeting held on 10th August, 2016, subject to necessary approval(s), has approved the proposal of issue of upto 50,00,000 (Fifty lacs Only) convertible warrants on preferential basis to FII's / FPIs.

Your Company is primarily engaged in the business of textile industry. Over the years the magnitude of the operations of the Company has increased manifold. The Company has the strategic vision of emerging as a global leader in the textile industry. To fast track this strategic vision, the Company requires the infusion of the additional funds.

In view of the same, the Board of Directors at their meeting held on 10th August, 2016 considered it appropriate that more capital be infused in the Company to add more credibility to the Business.

Your Company thinks that one way of achieving this would be through the preferential allotment of warrants convertible into equity shares, to the Non-Promoter Group. Further, the Board believes that the proposed preferential allotment would allow the Company to raise additional capital as against the alternative of raising additional capital by way of debt financing, which would entail significant interest costs.

Accordingly, it is proposed to offer to the Persons belonging to the Non- Promoter Group, 50,00,000 (Fifty Lacs Only) fully convertible warrants, each of which would, entitle them to acquire equivalent number of equity shares of face value ₹10/- (Rupees Ten only) each at an exercise price of ₹200/- (Rupees Two Hundred only) per equity share as determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations").

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all securities for subscription pro- rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of warrants is in accordance with the provisions of SEBI (ICDR) Regulations and other applicable regulations. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, the relevant disclosures / details are given below:

- i. The Objects of the issue through preferential offer:
The proceeds will be utilised for any one or in combination with any one or more of the purposes viz to augment the net worth and the capital base of the Company required for its business growth; to infuse the funds to the existing or proposed subsidiaries ; to meet the long term working capital requirement of the Company; to improve the capital structure of the Company; general corporate purposes.
- ii. The intention / proposal of the Promoters/Directors/Key Managerial Personnel of the issuer to subscribe to the offer:
The issue would be subscribed by Non-Promoter entities. None of the Promoters, Directors and Key Managerial Personnel (KMP) would subscribe to the offer.
- iii. Relevant Date:
The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned Warrants is fixed as 29th August, 2016, being the date 30 days prior to the date of shareholders meeting.
- iv. Pricing of Preferential Issue:
The equity shares and the Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations.

For the proposed allotment of warrants, the issue price shall be ₹200/- (Rupees Two Hundred Only) per security which will be not less than the price, determined as per the Regulation 76 of the SEBI (ICDR) Regulations.
- v. Terms of Issue of warrants:
The proposed Allottees of warrants shall, on or before the date

of allotment, pay an amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI, (ICDR) Regulations, 2009 against each warrant;

The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of ₹10/- each of the Company against each warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement for the equity shares, the warrant holder(s) shall pay the balance 75% of the consideration towards the price fixed for the warrant;

The consideration price of the warrants shall be received from Allottees' bank account;

If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited;

Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating ₹10/- (Rupees Ten only) towards equity share capital and the balance amount paid against each warrant, towards the securities premium account;

The number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring;

1. The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with

respect to that of a shareholder of the Company except as specified above;

2. The equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to the person other than Promoter and Promoter Group under SEBI [ICDR] Regulations shall be locked in for a period of one year from the date of Trading Approval to be received from the Stock Exchanges (the date of trading approval shall mean the latest date when trading approval has been granted by recognised stock exchanges viz. BSE and NSE). The entire pre preferential allotment shareholding of the Allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.
3. The warrants and the equity shares allotted on conversion of warrants shall not be transferred by the Allottees till the trading approval is granted by recognised stock exchanges viz. BSE and NSE and for a period of one year in respect of Allottees;
4. The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall be entitled for dividend as per the SEBI regulations/ clarifications rules in this regards;
5. The equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

vi. Identity of the proposed Allottees:

The identity of the proposed Allottees, the percentage of post preferential issue capital consequent to the conversion of warrants issued on preferential basis is as under:

Sr. No.	Identity of the proposed allottees	Category	Pre Issue Holding		No. of Convertible Warrants to be allotted	Post Issue Holding	
			No. of Shares	Percentage		No. of Shares	Percentage
1.	LTS Investment Fund Limited	Foreign Portfolio Investor Non- Promoter	11,64,009	2.42	25,00,000	36,64,009	6.91
2.	LGOF Global Opportunities Limited	Foreign Portfolio Investor Non-Promoter	0	0.00	25,00,000	25,00,000	4.71

Consequent to the aforesaid preferential issue, there would be no change in the control or management of the Company.

- vii. Particulars of the proposed allottees and the Identity of the natural persons who are the ultimate beneficial owners of the warrants/ equity shares proposed to be allotted and / or who ultimately control the proposed allottees:

Sr. No.	Name of the proposed Allottees	Category	Identity of the natural person who are the ultimate beneficial owners/holding ultimate control
1.	LTS Investment Fund Limited	Foreign Portfolio Investor	Alastair Daniel Guggenbuhl-Even & Yonca Even Guggenbuhl Address: Schweiz Suisse Svizzera Svizra Switzerland
2.	LGOF Global Opportunities Limited	Foreign Portfolio Investor	Antonius Rudolphus Wilhelmus Knipping Address: 116 Kim Seng RD # 07-05, Singapore - 239434

- viii. Shareholding Pattern pre and post preferential offer:

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares on conversion of Warrants to the above mentioned allottees are given below:

- (a) Pre-Issue Shareholding Pattern (as on 5th August, 2016, being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders):

Sr. No.	Shareholder Category	No. of Shares	Percentage of Holding
A	Promoter's Holding		
	(a) Individuals / HUF	55,34,302	11.52
	(b) Bodies Corporate	2,24,62,886	46.75
	Total (A)	2,79,97,188	58.27
B	Public Shareholding		
	1. Institutional Investors		
	(a) Mutual Funds & UTI	0	0.00
	(b) Financial Institutions / Banks	19,906	0.04
	(c) Government	5,500	0.01
	(d) FIs/FPIs	54,51,444	11.35
	Total (B)1	54,76,850	11.40
	2. Non – Institutional		
	(a) Bodies Corporate	31,31,935	6.52
	(b) NRI	23,68,462	4.93
	(c) Individuals / HUF	90,74,621	18.89
	Total (B)2	1,45,75,018	30.34
	Total (A)+(B)	4,80,49,046	100.00

- (b) Post-Issue Shareholding Pattern*:

Sr. No.	Shareholder Category	No. of Shares	Percentage of Holding
A	Promoter's Holding		
	(a) Individuals / HUF	55,34,302	10.43
	(b) Bodies Corporate	2,24,62,886	42.34
	Total (A)	2,79,97,188	52.78
B	Public Shareholding		
	1. Institutional Investors		
	(a) Mutual Funds & UTI	0	0.00
	(b) Financial Institutions / Banks	19,906	0.04
	(c) Government	5,500	0.01
	(d) FIs/FPIs	1,04,51,444	19.70
	Total (B)1	1,04,76,850	19.75
	2. Non – Institutional		
	(a) Bodies Corporate	31,31,935	5.90
	(b) NRI	23,68,462	4.46
	(c) Individuals / HUF	90,74,621	17.11
	Total (B)2	1,45,75,018	27.47
	Total (A)+(B)	5,30,49,056	100.00

The above shareholding is based on the shareholding pattern as on 5th August, 2016 being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders and new issue of Equity Shares on conversion of warrants into equity shares of the face value ₹10/- (Rupees Ten Only) each.

The above post – issue shareholding pattern assumes that the investor (Non-Promoter) will participate in the preferential issue to the full extent proposed in present resolution and entire warrants shall be converted into Equity shares.

The voting rights will change in tandem with the change in shareholding pattern. The above conversion of warrant will be made in one or more tranches in compliance to the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011. Further the Company would comply with the prescribed minimum public shareholding requirements of the listing agreement.

ix. Requirement as to re-computation of price

As the shares of the Company have been listed for a period of more than twenty six weeks on the both stock exchanges as on relevant date, the price of the warrants has been determined in terms of Regulation 76 of the SEBI (ICDR) Regulations.

The Company undertakes to re-compute the price of the specified securities, if required, in terms of the provisions of the SEBI (ICDR) Regulations if it is required to do so, and the amount payable on account of the re-computation of price if not paid

within the time stipulated in these regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee.

- x. Proposed time within which the allotment shall be completed: As required under the SEBI (ICDR) Regulations, the allotment of warrants pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of this special resolution approving allotment.

Provided that where the allotment is pending on account of any approval of such allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

- xi. Change in control, if any, in the Company that would occur consequent to the preferential offer: There will be no change in management or control of the Company pursuant to the issue of the warrants or the resultant conversions.

- xii. Lock in period: Warrants as well as the equity shares to be allotted on conversion of warrants into equity on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2009.

Details of lock-in of pre preferential holding and post preferential holding are as under:

Detail of lock-in for Pre preferential Share holding

Name of the Investor	Category	No. of Equity Shares	Lock In Period
LTS Investment Fund Limited	Foreign Portfolio Investor	11,64,009	From Relevant date upto a period of six months from trading approval to be received from stock exchanges
LGOF Global Opportunities Limited	Foreign Portfolio Investor	0	Not Applicable

Details of lock-in for securities to be issued on preferential basis

Name of the Investor	Category	No. of convertible warrants to be allotted	No. Of shares proposed to be issue on conversion	Lock In Period
LTS Investment Fund Limited	Foreign Portfolio Investor	25,00,000	25,00,000	One Year from the date of Trading Approval to be received from Stock Exchanges.
LGOF Global Opportunities Limited	Foreign Portfolio Investor	25,00,000	25,00,000	One Year from the date of Trading Approval to be received from Stock Exchanges.

xiii. Auditors Certificate:

It is proposed to obtain a certificate from M/s. J.T. Shah & Co., Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR) Regulations. This certificate will be made available for inspection on any working day between 11.00 a.m. to 01.00 p.m. after the Relevant Date and upto the date of the Annual General Meeting.

xiv. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Post 31st March, 2015 and up to the date this Notice, the following preferential allotments have been made:

Date of Allotment	No. of Securities allotted	Issue Price	No. of Allottees	Type of security
Of convertible warrants: 9th November, 2015	25,00,000	₹200/- each	1 (one)	Convertible warrants
Of equity shares pursuant to conversion: 14th May, 2016				Equity shares

xv. Others:

- a. The holder of the warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) equity share of ₹10/- (Rupees Ten Only) each of the Company per warrant at any time after the date of allotment thereof but within 18 months from the date of allotment;
- b. If entitlement against the warrants to apply for equity shares were not exercised within the aforesaid period, the entitlement of the warrant holder(s) to apply for the equity shares of the Company along with the rights attached thereto shall expire and any amount paid on warrants shall stand forfeited;
- c. The equity shares to be issued and allotted by the Company on exercise of the warrant in the manner as aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend with the then existing equity shares of the Company and be listed on Stock Exchanges where equity shares of the Company are listed.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, Special Resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 read with Chapter VII of the SEBI (ICDR) Regulations. Your Directors, therefore, recommend the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the resolution as set out in Item No. 10 of the Notice for the approval of the members.

Item No. 11:

Considering the continuous increase in the holding of FII / FPIs, it is anticipated that FII / FPIs may further buy the shares of the Company which may result into exceeding the general limit of 24% provided under the FDI policy. FII / FPIs play a crucial role to unfold the Company's value to further levels by attracting new investments into the Company. In view of this and considering various advantages in attracting institutional investors which would be beneficial to the Company in the long run it is proposed to increase the aggregate limit for holding shares by the FII / FPIs to 49% from 24%.

As per the FDI policy, the Company shall obtain the approval of its shareholders by way of special resolution to increase the said limits with a prior intimation to Reserve Bank of India. The members are, therefore, requested to accord their approval, for the purpose of increasing the aggregate limits as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the resolution set out in Item No. 11 of the Notice for the approval of the shareholders.

Item No. 12:

Section 62(1)(c) of the Companies Act, 2013, inter-alia, provides that where at any time, a Company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to any person, if it is authorized by a special resolution either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed. Further, Section 62(3) of the Companies Act, 2013, provides that nothing in Section 62 shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the company; provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

In terms of the provisions of section 180(1)(a) and section 180(1)(c) of the Companies Act, 2013, the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money / moneys upto an amount of ₹2500.00 crores (Rupees Two Thousand Five Hundred Crores only) and to create charges on the Company's properties for securing the borrowing within the above limits and working capital facilities availed or to be availed by passing a special resolution at the Annual General Meeting of the Company held on 15th September, 2014.

For the purposes of such Borrowings, the Company may, from time to time, be required to execute financing documents, which provides for an enabling option to the Lenders, to convert the whole or any part of such outstanding Financial Assistance (comprising loans, debentures or any other financial assistance categorised as loans), into fully paid up Equity Shares of the Company;

- (i) upon occurrence of a default in payment of Interest or repayment of any Instalment or Interest thereon or any combination thereof, subject to an appropriate notice of default and a cure period for the said default as may be agreed to; and /or
- (ii) in accordance with the rights conferred on the Lenders pursuant to any regulations of Reserve Bank of India as modified from time to time.

Such conversion, in the events as mentioned above, will be at a price in accordance with the relevant guidelines of the Securities Exchange Board of India or such other method as may be prescribed.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 1956 and in line with the various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass special resolution under section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder to enable the banks and financial institutions (hereinafter referred to as the

"Lenders") to convert the Facilities together with the outstanding loans or any other financial assistance (hereinafter referred to as the "Loans"), in foreign currency or Indian Rupee, already availed from the lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable laws at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 12 to enable the Lenders, in terms of the lending arrangements, entered or to be entered and as may be specified under the Financing Documents already executed or to be executed in respect of the Loans availed or to be availed, at their option, to convert the whole or part of their respective Loans into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable law at the time of such conversion.

Since decision of raising the financial assistances or agreeing to terms and conditions for raising the financial assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of section 62(3) of the Companies Act, 2013, this resolution requires approval of the shareholders by way of passing of a special resolution. Hence, the Board recommended the said enabling resolution for the approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and to the extent of their shareholding, if any, in the Company.

The Board accordingly recommends the resolution set out in Item No. 12 of the Notice for the approval of the shareholders.

By order of the Board of Directors
For **Nandan Denim Limited**

10th August, 2016
Ahmedabad

Purvee Roy
Company Secretary
Mem. No. A26925

Corporate Office
Chiripal House, Near Shivranjani Cross Roads,
Satellite, Ahmedabad-380015
CIN: L51909GJ1994PLC022719

Annexure to Item No. 3 & 7 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

((Pursuant to regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Brijmohan Chiripal	Mr. P. K. Shrivastava
Director Identification Number (DIN)	00290426	07493616
Date of Birth	15th July, 1961	11th May, 1963
Nationality	Indian	Indian
Date of Appointment on the Board	14th December, 1998	11th March, 2016
Qualifications	B.E. (Chemicals)	M.A., PGDBM (Personnel Management) DSW, LLB
Expertise in specific functional area	Textile	Human Resource
Number of shares held in the Company	27,80,000	NIL
List of Directorships held in other Companies (excluding foreign, private and section 8 companies)	<ul style="list-style-type: none"> • Chiripal Lifestyle Limited • Chiripal Industrial Park Limited • Prizm Club Limited 	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across public companies including Nandan Denim Limited	NIL	NIL
Relationship between Directors inter-se	Brother of Vedprakash Chiripal, Chairman of Nandan Denim Limited	NIL