

(GOVT.RECGD.EXPORT HOUSE)



Regd. Office : 191, Shahwadi, Narol - Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad.-382405.
Ph : +91-79-30417000, 30017000 Fax : +91-79-30417070 CIN : L17110GJ1988PLC010504
E-mail : info@aarvee-denims.com • Website : www.aarvee-denims.com

Date: 12th August, 2017

To,
The Manager (Listing)
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Manager (Listing)
The National Stock Exchange of India Ltd
“Exchange Plaza”
Bandra-Kurla Complex
Mumbai – 400 051

Company Code: 514274 (BSE)

Company Code: AARVEEDEN (NSE)

Dear Sir/ madam,

Sub: Notice of 28th Annual General Meeting

We wish to inform that 28th Annual General Meeting (AGM) of Members of the Company is scheduled to be held on Friday, 8th September, 2017 at 10.00 a.m. at registered office of the Company situated at 191, Shahwadi, Narol- Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad -382 405.

In this regards, please find enclosed Notice of 28th Annual General Meeting of the Company.

Kindly take this intimation on your records.

Thanking you,
Yours faithfully,

For, Aarvee Denims and Exports Ltd.


Sharvil B. Suthar
Company Secretary



Encl: a.a.

NOTICE OF 28TH ANNUAL GENERAL MEETING

(CIN: L17110GJ1988PLC010504)

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **AARVEE DENIMS AND EXPORTS LIMITED** will be held on Friday, 8th September, 2017 at 10:00 A.M. at Registered office of the Company situated at 191, Shahwadi, Nr. Old Octroi Naka, Narol - Sarkhej Highway, Narol, Ahmedabad - 382 405, Gujarat to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rajesh P. Arora (DIN: 00092200), who retires by rotation and being eligible, offers himself for reappointment; and
3. To Appoint Statutory Auditors and to authorize the Board of Directors to determine their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s Shah & Shah Associates, Chartered Accountant, Ahmedabad (Firm Registration No. 113742W) as Statutory Auditors of the Company in place of retiring joint Auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (Firm Registration No. 117365W) and M/s. N. C. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 109692W), to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of 33rd Annual General Meeting, subject to the ratification by the members at every Annual General Meeting during their period of office, and on such remuneration plus taxes as applicable and out of pocket expenses incurred by them for the purpose of audit of the company, as may be decided by the Board of Directors."

SPECIAL BUSINESS:-**4. TO APPROVE COST AUDITORS' REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N. D. Birla & Co., Cost Accountants (Firm Registration Number - 000028), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of ₹ 60,000/- (Rupees Sixty Thousand only/-) plus taxes as applicable and out of pocket expenses, if any, incurred during the course of above audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. TO APPROVE RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other Regulations, as applicable to the Company from time to time, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings, the

consent of the members of the Company be and is hereby accorded to enter into transactions for a period of 2 (Two) financial years i.e. from 1st April, 2017 to 31st March, 2019 between the Company and related entities of Mr. Vinod P. Arora, Chairman & Managing Director, Mr. Rajesh P. Arora and Mr. Parmanand T. Arora, Directors for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out in the Explanatory Statement annexed to this Notice.”

“**RESOLVED FURTHER THAT** such approval shall also empower the Company to transact with such other parties / entities, in addition to the existing related parties to the Company in which said Directors are interested and which may come into existence on any future date(s) or may fall under the category of a related party / entity to the Company in future.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. ACCEPTANCE OF UNSECURED DEPOSITS UNDER THE COMPANIES (ACCEPTANCE OF DEPOSITS) RULES, 2014

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

“**RESOLVED THAT** pursuant to the provisions of section 73 and 76 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposits) Rules, 2014 (the Rules) and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members be and is hereby accorded to the Company for inviting/accepting/renewing unsecured deposits from its members and from public.”

“**RESOLVED FURTHER THAT** board of directors of the company be and is hereby authorized to prepare a circular or a circular in the form of advertisement in the form prescribed under the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) for inviting and accepting the deposits from general public and shareholders of the company and file the same with the office of the registrar of companies for registration thereof duly signed by the majority of the directors of the company and one month thereafter issue the circular or circular in the form of an advertisement in an English newspaper (in English language) having country wide circulation and in a vernacular newspaper (in a vernacular language) having wide circulation in the state of Gujarat wherein the Registered Office of the Company is situated and a copy of the same be uploaded on the website of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

7. RE-APPOINTMENT OF MR. VINOD P. ARORA AS CHAIRMAN AND MANAGING DIRECTOR

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Vinod P. Arora, (holding DIN 00007065) as Chairman & Managing Director, for a period of three years with effect from 1st October, 2017 to an amount the details of which are given in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Vinod P. Arora, office as Chairman and Managing Director, the remuneration set out in the explanatory statement shall be paid or granted to Mr. Vinod P. Arora, as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the forgoing resolution and to amend, alter or otherwise vary the terms and conditions of appointment of Mr. Vinod P. Arora, including his remuneration provided such remuneration does not exceed limits prescribed under the provisions of the Companies Act, 2013 and any Statutory modifications or re-enactment thereof or any other guidelines relating to managerial remuneration as may be notified by the Government of India from time to time as may be considered by it to be in the best interest of the Company.”

8. RE-APPOINTMENT OF MR. ASHISH V. SHAH AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish V. Shah, (holding DIN 00007201) as Managing Director, for a period of three years with effect from 1st October, 2017 to an amount the details of which are given in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Ashish V. Shah, office as Managing Director, the remuneration set out in the explanatory statement shall be paid or granted to Mr. Ashish V. Shah, as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the forgoing resolution and to amend, alter or otherwise vary the terms and conditions of appointment of Mr. Ashish V. Shah, including his remuneration provided such remuneration does not exceed limits prescribed under the provisions of the Companies Act, 2013 and any Statutory modifications or re-enactment thereof or any other guidelines relating to managerial remuneration as may be notified by the Government of India from time to time as may be considered by it to be in the best interest of the Company.”

9. RE-APPOINTMENT OF MR. KALPESH V. SHAH AS WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force,

read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, the consent of members of the Company be and is hereby accorded to the re-appointment of Mr. Kalpesh V. Shah, (holding DIN 00007262) as Whole Time Director, for a period of three years with effect from 1st October, 2017 to an amount the details of which are given in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Kalpesh V. Shah, office as Whole Time Director, the remuneration set out in the explanatory statement shall be paid or granted to Mr. Kalpesh V. Shah, as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.”

“RESOLVED FURTHER THAT Mr. Kalpesh V. Shah, Whole Time Director shall be liable to retire by rotation and said retirement shall not be considered as break in terms of his appointment.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable and to settle any question or doubt that may arises in relation thereto in order to give effect to the forgoing resolution and to amend, alter or otherwise vary the terms and conditions of appointment of Mr. Kalpesh V. Shah, including his remuneration provided such remuneration does not exceeds limits prescribed under the provisions of the Companies Act, 2013 and any Statutory modifications or re-enactment thereof or any other guidelines relating to managerial remuneration as may be notified by the Government of India from time to time as may be considered by it to be in the best interest of the Company.”

BY ORDER OF BOARD OF DIRECTORS

Sharvil B. Suthar
Company Secretary

Place : Ahmedabad

Date : 28/07/2017

Registered office:

191, Shahwadi,

Nr. Old Octroi Naka, Narol - Sarkhej Highway,

Narol, Ahmedabad - 382 405

CIN: L17110GJ1988PLC010504

Notes:-

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. A member 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 members at the AGM.
4. A route map giving directions to reach the venue of the 28th Annual General Meeting is annexed.
5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 1st September, 2017 to Friday, 8th September, 2017** (both days inclusive).
7. The relevant details of the Directors seeking re-appointment/ appointment at 28th Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") are annexed.
8. Members/Proxies are requested to bring their attendance slip for attending the meeting. Members should bring their copy of the Annual Report to the meeting.
9. Members, who hold shares in Physical / Dematerialized Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.
10. Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays and public holidays between 11:00 a.m. to 2:00 p.m. up to the date of the Meeting.
12. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
13. Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact Registrar & Transfer Agent of the Company, i.e. Link Intime India Pvt. Ltd., 506 to 508, Amarnath Business Center-I (ABC-I), Besides Gala Business Center, Nr. St. Xavier's College Croner, Off. C.G. Road, Ellisbridge, Ahmedabad – 380 006, Gujarat.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
15. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your co-operation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, PAN and Bank Account details, ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants PAN and Bank Account details.

Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at e-mail address at ahmedabad@linkintime.co.in.
16. The Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be made available for inspection at venue of meeting by members attending meeting.

AARVEE DENIMS AND EXPORTS LTD.

17. As per the provision of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.

18. Voting Through electronic means:-

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions for voting through electronic means are as follows:-

SECTION A - E-VOTING PROCESS

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) 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)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of '0's before the number after the first two characters of name in CAPITAL letters. E.g. if your name is Ajay with folio number 100 then enter AJ00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

- (x) For Members 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 of Aarvee Denims and Exports Limited 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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. A member may exercise his vote at any general meeting by electronic means and the business may be transacted through such voting. Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- ii. The facility for voting, either through electronic voting system or polling paper, as may be decided by Chairman of the meeting, shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- iii. The e-voting period commences on **Tuesday, 5th September, 2017 (9.00 a.m. IST) and ends on Thursday, 7th September, 2017 (5.00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **1st September, 2017** i.e. cut-off date, may

AARVEE DENIMS AND EXPORTS LTD.

- 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 Member, he / she shall not be allowed to change it subsequently or cast vote again.
- iv. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
 - v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
 - vi. CS Tapan Shah, Practicing Company Secretary (Membership No.: FCS 4476; CP No: 2839) (816-818, Anand Mangal-3, Opp. Core House, Nr. Doctor House, Ellisbridge, Ahmedabad - 380006) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of CS Tapan Shah.
 - vii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, within 48 hours from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
 - viii. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aarvee-denims.com and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
 - ix. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes.
 - x. You can also update your mobile number and e-mail 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 Member forgets the password and the same needs to be reset.
 - xi. 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
19. Electronic copy of Annual Report 2016-17 is being sent to all the members whose email-ID are registered with the Company/Depository Participant(s) for communication purposes unless any member has required for hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2016-17 is being sent in the permitted mode.
- Members may also note that the notice of the 28th Annual General Meeting and Annual Report for 2016-17 will also be available on the company's website www.aarvee-denims.com, for their download. The physical copies of the aforesaid documents will also be available at the registered office of the company during office hours on all working days between 12:00 p.m. to 2.00 p.m., except Saturday, Sunday and holidays.
20. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):
- Pursuant to sections 124 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, for a period of seven years from the date, have

been transferred to the IEPF established by the Central Government. The Company has during the year has transferred a sum of ₹ 2,52,420/- being unclaimed dividend amount for the Financial year 2009-10 to the Investor Education and Protection Fund for the Central Government. Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2010 or any subsequent financial year(s), are requested to lodge their claims with the Company or Link Intime India Pvt. Ltd.

Members are advised that once the unclaimed dividend is transferred to IEPF no claims shall lie against the Company in respect thereof.

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (Act), following explanatory statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

ITEM No. 4:

The Board of Directors have approved appointment and remuneration of Cost Auditors to conduct audit of cost records of the Company for financial year ending 31st March, 2018 at a remuneration of ₹ 60,000/- plus taxes as applicable and out of pocket expenses, if any, incurred during course of audit.

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

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to Cost Auditors for financial year ending 31st March, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of Notice.

The Board recommends Ordinary Resolution set out at Item No. 4 of Notice for approval by the shareholders.

ITEM No. 5:

The Board of Directors of the Company, at its meeting held on 28th July, 2017 has approved a proposal for entering into related party transactions with the related entities of Mr. Vinod P. Arora, Chairman & Managing Director, Mr. Rajesh P. Arora, Director, Mr. Parmanand T. Arora, Director.

All proposed related parties transactions are related to sale of raw material and finished goods. All related parties transactions shall be carried out at the competitive rate in the interest of the Company. Further, taking into consideration the past trends, it is likely that transactions with related entities in financial year 2017-18 and 2018-19 may cross the materiality threshold limit prescribed under SEBI Listing Regulations and thus would require approval of shareholders by Ordinary resolution

The particulars of contract/arrangements/ transactions are as under:

Sr. No.	Name of Related Party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature of Transactions	Estimated Transaction value p.a. (Amount in Crores.)
1	Panch Rattan Fabrics	Mr. Rajesh P. Arora	Associate Concern	Sale of Fabric	200.00
2	Triveni International	Mr. Rajesh P. Arora	Associate Concern	Sale of Fabric	200.00
3	Textile India	Mr. Vinod P. Arora Mr. Rajesh P. Arora Mr. Parmanand T. Arora	Associate Concern	Sale of Fabric	100.00

The Related party transactions as mentioned above are/were necessary, normal and incidental to business

AARVEE DENIMS AND EXPORTS LTD.

and also play/played a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set forth in Item No. 5 of this Notice for the approval of members in terms of Regulation 23 of SEBI Listing Regulations.

None of the Directors', Key managerial personnel and relative thereof except Mr. Vinod P. Arora, Managing Director, Mr. Rajesh P. Arora, Director and Mr. Parmanand Arora, Director and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of this notice.

ITEM No. 6:

The Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 allows the company to invite and accept deposits to the extent of 25% of its paid up capital, free reserves and Securities Premium from general public and to the extent of 10% of its paid up capital, free reserves and Securities premium from its shareholders after passing a resolution at the Annual General Meeting of the company and after complying with various requirements as mentioned in section 73 and section 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. The consent of members of the company is accordingly sought for purpose of inviting and accepting deposits by way of passing an Special resolution as mentioned in item no. 6.

It is also proposed to authorize the board of directors of the Company to invite, accept and renew unsecured deposits and take all necessary steps to ensure compliance of the provisions of Section 73 and 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 for purpose of accepting and inviting such deposits from general public and shareholders as aforesaid and for purpose of filing a circular or circular in the form of advertisement with Registrar of Companies.

No Director of the Company is concerned with or interested in the Resolution of the accompanying Notice, except to the extent of any deposit that they may have placed with the Company under its present Fixed Deposit Scheme.

The Board recommends Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7:

Mr. Vinod P. Arora (DIN: 00007065) has been appointed as Chairman & Managing Director of the Company for the period of three years with effect from 1st October, 2014. His tenure as Chairman & Managing Director will be expired on 30th September, 2017. It is proposed to terminate existing tenure and reappoint him as Chairman & Managing Director under the provisions of the Companies Act, 2013, for a further period of three years with effect from 1st October, 2017, upon terms and conditions including remuneration as permissible pursuant to the provision of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, and recommended by Nomination and Remuneration Committee as well as by the Board & subject to the approval of the members in General Meeting.

Terms & conditions of the reappointment of Mr. Vinod P. Arora, Chairman & Managing Director of the company are as follows:-

A) SALARY:

In the scale of ₹ 4,00,000/-p.m.

B) PERQUISITES (including allowances)

- i) Housing: Furnished/Unfurnished residential accommodation or house rent allowance of sixty percent of salary in lieu thereof.
- ii) The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per the Income -Tax Rules, 1962.
- iii) Medical reimbursement: Expenses incurred for Mr. Vinod P. Arora and his family as per company rules.
- iv) Leave Travel Concession: For Mr. Vinod P. Arora and his family, incurred in accordance with the company rules.
- v) Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and the life membership fees.

- vi) Personal Accident Insurance: Premium as per company rules.
- vii) Contribution to Provident Fund, Superannuation Fund, Annuity Fund/Contribution to Gratuity as per company rules.
- viii) Encashment of leave not availed of, as per company rules.
- ix) Provision of car and telephone as per company Rules.
- x) Any other benefits, amenities and facilities including educational allowance for a child as per company rules for the time being in force or authorized by the Board.

“Family” means spouse, dependent children and dependent parents of Mr. Vinod P. Arora.

C) MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of appointment of the Chairman & Managing Director, the company has no profits or its profits are inadequate, the Chairman & Managing Director shall be entitled to remuneration by way of salary and perquisites as provided in Schedule V of the Companies Act, 2013. In addition, the Chairman & Managing Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified herein.

- i) Contribution to provident fund, superannuation fund or annuity funds to the extent these, either singly or put together, is not taxable under the Income Tax Act, 1961.
- ii) Gratuity not exceeding half a month’s salary for each completed year of service and
- iii) Encashment of leave as per company rules.
- iv) Interest free loan up to ₹ 15 lakh repayable payable in maximum 60 installments.
- v) Premium of Directors and officers liability Insurance policy.

This may also be treated as an abstract of the terms of Contract/Agreement of Mr. Vinod P. Arora as a Chairman & Managing Director of the company under the provision of Section 190 of the Companies Act, 2013.

The Board recommends this Resolution for approval of Members as Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed resolution except Mr. Vinod P. Arora for himself, Mr. Parmanand T. Arora, Director and Mr. Rajesh P. Arora, Directors of the Company being the relative of Mr. Vinod P. Arora, deemed to be interested in reappointment of Mr. Vinod P. Arora as the Chairman & Managing Director of the company.

Item No. 8:

Mr. Ashish V. Shah (DIN: 00007201) has been appointed as Managing Director of the Company for the period of three years with effect from 1st October, 2014. His tenure as Managing Director will be expired on 30th September, 2017. It is proposed to terminate existing tenure and reappoint him as Managing Director under the new provisions of the Companies Act, 2013, for a further period of three years with effect from 1st October, 2017, upon terms and conditions including remuneration as permissible pursuant to the provision of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, and recommended by Nomination and Remuneration Committee as well as by the Board & subject to the approval of the members in General Meeting.

Terms & conditions of the reappointment of Mr. Ashish V. Shah, Managing Director of the company are as follows:-

A) SALARY:

In the scale of ₹ 3,00,000/-p.m.

B) PERQUISITES (including allowances)

- i) Housing: Furnished/Unfurnished residential accommodation or house rent allowance of sixty percent of salary in lieu thereof.

AARVEE DENIMS AND EXPORTS LTD.

- ii) The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per the Income -Tax Rules, 1962.
- iii) Medical reimbursement: Expenses incurred for Mr. Ashish V. Shah and his family as per company rules.
- iv) Leave Travel Concession: For Mr. Ashish V. Shah and his family, incurred in accordance with the company rules.
- v) Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and the life membership fees.
- vi) Personal Accident Insurance: Premium as per company rules.
- vii) Contribution to Provident Fund, Superannuation Fund, Annuity Fund/Contribution to Gratuity as per company rules.
- viii) Encashment of leave not availed of, as per company rules.
- ix) Provision of car and telephone as per company Rules.
- x) Any other benefits, amenities and facilities including educational allowance for a child as per company rules for the time being in force or authorized by the Board.

“Family” means spouse, dependent children and dependent parents of Mr. Ashish v. Shah.

C) MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of appointment of the Managing Director, the company has no profits or its profits are inadequate, the Managing Director shall be entitled to remuneration by way of salary and perquisites as provided in Schedule V of the Companies Act, 2013. In addition, the Managing Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified herein.

- i) Contribution to provident fund, superannuation fund or annuity funds to the extent these, either singly or put together, is not taxable under the Income Tax Act, 1961.
- ii) Gratuity not exceeding half a month's salary for each completed year of service and
- iii) Encashment of leave as per company rules.
- iv) Interest free loan up to ₹ 15 lakh repayable payable in maximum 60 installments.
- v) Premium of Directors and officers liability Insurance policy.

This may also be treated as an abstract of the terms of Contract/Agreement of Mr. Ashish V. Shah as a Managing Director of the company under the provision of Section 190 of the Companies Act, 2013.

The Board recommends this Resolution for approval of Members as Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed resolution except Mr. Kalpesh V. Shah, Whole Time Director of the Company being the relative of Mr. Ashish V. Shah, deemed to be interested in reappointment of Mr. Ashish V. Shah as the Managing Director of the company.

Item No. 9:

Mr. Kalpesh V. Shah (DIN: 00007262) has been appointed as Whole-time Director of the Company for the period of three years with effect from 1st October, 2014. His tenure as Whole-time Director will be expired on 30th September, 2017. It is proposed to terminate existing tenure and reappoint him as Whole-Time Director under the new provisions of the Companies Act, 2013, for a further period of three years with effect from 1st October, 2017, upon terms and conditions including remuneration as permissible pursuant to the provision of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, and recommended by Nomination and Remuneration Committee as well as by the Board & subject to the approval of the members in General Meeting.

Terms & conditions of the reappointment of Mr. Kalpesh V. Shah, Whole-time Director of the company are as follows:-

A) SALARY:

In the scale of ₹ 2,00,000/-p.m.

B) PERQUISITES (including allowances)

- i) Housing: Furnished/Unfurnished residential accommodation or house rent allowance of sixty percent of salary in lieu thereof.
- ii) The expenditure incurred by the company on gas, electricity, water and furnishings shall be valued as per the Income -Tax Rules, 1962.
- iii) Medical reimbursement: Expenses incurred for Mr. Kalpesh V. Shah and his family as per company rules.
- iv) Leave Travel Concession: For Mr. Kalpesh V. Shah, and his family, incurred in accordance with the company rules.
- v) Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and the life membership fees.
- vi) Personal Accident Insurance: Premium as per company rules.
- vii) Contribution to Provident Fund, Superannuation Fund, Annuity Fund/Contribution to Gratuity as per company rules.
- viii) Encashment of leave not availed of, as per company rules.
- ix) Provision of car and telephone as per company Rules.
- x) Any other benefits, amenities and facilities including educational allowance for a child as per company rules for the time being in force or authorised by the Board.

“Family” means spouse, dependent children and dependent parents of Mr. Kalpesh V. Shah.

C) MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of appointment of the Whole-time Director, the company has no profits or its profits are inadequate, the Whole-time Director, shall be entitled to remuneration by way of salary and perquisites as provided in Schedule V of the Companies Act, 2013. In addition, the Whole-time Director shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified herein.

- i) Contribution to provident fund, superannuation fund or annuity funds to the extent these, either singly or put together, is not taxable under the Income Tax Act, 1961.
- ii) Gratuity not exceeding half a month’s salary for each completed year of service and
- iii) Encashment of leave as per company rules.
- iv) Interest free loan up to ₹ 15 lakh repayable payable in maximum 60 installments.
- v) Premium of Directors and officers liability Insurance policy.

This may also be treated as an abstract of the terms of Contract/Agreement of Mr. Kalpesh V. Shah as an Whole-time Director of the company under the provision of Section 190 of the Companies Act, 2013.

The Board recommends this Resolution for approval of Members as Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the proposed resolution except Mr. Ashish V. Shah, Managing Director of the Company being the relative of Mr. Kalpesh V. Shah, deemed to be interested in reappointment of Mr. Kalpesh V. Shah as the Whole-time Director of the company.

AARVEE DENIMS AND EXPORTS LTD.

The Information in respect of the Company and Managerial personnel in respect of item No. 7,8 and 9 of the notice pursuant to Schedule V to the Companies Act, 2013:

I. General Information

- (1) Nature of Industry: Textile Industry
- (2) The Commercial operations have already begun
- (3) The Company is not a new Company
- (4) Financial performance:

(₹ In Lakh)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Revenue	84,552.09	84,506.54
Profit before exceptional items	213.03	1319.05
Exceptional Items	-	473.20
Profit before Tax	213.03	845.85
Tax Expense	94.43	143.2
Profit After Tax	118.60	702.65

- (5) Details of Foreign investments or collaboration: Not Applicable

II. Information about the appointee:
Item No. 07

- (1) Background Details: Mr. Vinod P. Arora is Chairman and Managing Director of the Company. He holds graduation degree and he is known by his rich experience in Denim business since 1973 and roaring success in Arora group as marketing pioneer of denim. He looks after overall Management of the Company, based at Ahmedabad.
- (2) Past Remuneration: Mr. Vinod P. Arora was paid Remuneration of ₹ 3,00,000/- per months during the Financial Year 2016-17.
- (3) Recognition and Award: The work done in discharge of his duties as Director has been recognized in Industry.
- (4) Job profile and his suitability: The Chairman and Managing Director is responsible for overall Management functions and for implementation of Corporate strategy subject to superintendence, control and Direction of Board of directors. His rich experience and knowledge has helped the Company to the great extent.
- (5) Remuneration Proposed: As per details given in Explanatory statement.
- (6) The remuneration proposed is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of job, the salary proposed is justified.
- (7) Mr. Vinod P. Arora is son of Mr. Parmanand Arora, Director of the Company and Brother of Mr. Rajesh P. Arora, Director of the Company. Mr. Vinod P. Arora holds 80,000 equity shares representing 0.34% of share capital of the Company.

Item No. 08

- (1) Background Details: Mr. Ashish V. Shah is Managing Director of the Company. He holds graduation degree and he is forerunner in textile Industry having 55 years of rich experience. He is also member of Ahmedabad Education Society & Secretary of Textile Association at Narol, Ahmedabad. He looks after Finance and legal functions of the Company, based at Ahmedabad.
- (2) Past Remuneration: Mr. Ashish V. Shah was paid Remuneration of ₹ 2,50,000/- per months during the Financial year 2016-17.

- (3) Recognition and Award: The work done in discharge of his duties as Director has been recognized in Industry.
- (4) Job profile and his suitability: The Managing Director is responsible for overall Management functions and for implementation of Corporate strategy subject to superintendence, control and Direction of Board of directors. His rich experience and knowledge has helped the Company to the great extent.
- (5) Remuneration Proposed: As per details given above
- (6) The remuneration proposed is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of job, the salary proposed is justified.
- (7) Mr. Ashish V. Shah is brother of Mr. Kalpesh V. Shah, Whole Time Director of the Company. He holds 5,85,000 equity shares representing 2.49% of share capital of the Company.

Item No. 09

- (1) Background Details: Mr. Kalpesh V. Shah is Whole Time Director of the Company. He holds graduation degree and he is having 55 years of rich experience in textile industry. He is also Secretary of Textile Maskati Mahajan, Ahmedabad. He looks after material management and factory administration of the Company, based at Ahmedabad.
- (2) Past Remuneration: Mr. Kalpesh V. Shah was paid Remuneration of ₹ 1,50,000/- per months during the Financial year 2016-17.
- (3) Recognition and Award: The work done in discharge of his duties as Director has been recognized in Industry.
- (4) Job profile and his suitability: The Whole Time Director is responsible for factory administration. His rich experience and knowledge has helped the Company to the great extent.
- (5) Remuneration Proposed: As per details given above
- (6) The remuneration proposed is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of job, the salary proposed is justified.
- (7) Mr. Kalpesh V. Shah is brother of Mr. Ashish V. Shah, Managing Director of the Company. He holds 4,65,300 equity shares representing 1.98% of share capital of the Company.

III. Other Information:

During the year ended 31st March, 2017, the total revenue was ₹ 84,552.09 Lakh against ₹ 84,506.54 Lakh in the previous year. The profit before tax for the year has been ₹ 213.03 Lakh against ₹ 845.85 Lakh in previous year. The Profit after tax for the current year is ₹ 118.60 Lakh, compared to ₹ 702.65 Lakh in the previous year.

The profits of the Company are in line with the current industrial scenario and are reasonable. The company's products are very well accepted in local as well as in International market. The Company has made significant growth and sales of the Company have increased from time to time. However increase in the input cost and other overheads has affected Company's profitability and hence profits are lower. Now, Company is putting more thrust on to take advantage of latest technologies. The Company has also taken steps for curtailing expenditure, aggressive marketing etc. This would help the Company to further improve its results and profitability.

BY ORDER OF BOARD OF DIRECTORS

Sharvil B. Suthar
Company Secretary

Place : Ahmedabad
Date : 28/07/2017

Registered office:

191, Shahwadi,
Nr. Old Octroi Naka, Narol - Sarkhej Highway,
Narol, Ahmedabad - 382 405
CIN: L17110GJ1988PLC010504

AARVEE DENIMS AND EXPORTS LTD.
DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Rajesh P. Arora	Mr. Vinod P. Arora	Mr. Ashish V. Shah	Mr. Kalpesh V. Shah
DIN	00092200	00007065	00007201	00007262
Date of Birth	24-10-1960	29-03-1951	04-09-1958	23-09-1951
Date of Appointment	11-08-1992	01-10-2010	28-03-1988	01-10-2010
Relationship with other Directors Interse	Son of Mr. Parmanand Arora, Director and Brother of Mr. Vinod P. Arora, Chairman & Managing Director.	Son of Mr. Parmanand Arora, Director and Brother of Mr. Rajesh P. Arora, Director.	Brother of Mr. Kalpesh V. Shah, Whole Time Director	Brother of Mr. Ashish V. Shah, Managing Director
Profile & Expertise in Specific functional Areas	Having experience in Textile business for more than 30 years. He is looking after group marketing of the company from Delhi office	He is known for his rich experience in Denim business since 1973 and roaring success in Arora group as marketing pioneer of denim. He looks after overall Management of the Company, based at Ahmedabad.	He is forerunner in textile Industry having 55 years of rich experience. He is also member of Ahmedabad Education Society & Secretary of Textile Association at Narol, Ahmedabad. He looks after Finance and legal functions of the Company, based at Ahmedabad.	He is having 55 years of rich experience in textile industry. He is also Secretary of Textile Maskati Mahajan, Ahmedabad. He looks after material management and factory administration of the Company, based at Ahmedabad.
Qualification	Commerce Graduate	Commerce Graduate	Commerce Graduate	Commerce Graduate
No. of Equity Shares held in the Company	10,72,645	80,000	4,65,300	5,85,000
List of other Companies in which Directorships are held	(1) New Ahmedabad Synthetics Pvt. Ltd. (2) Vee Bee Textiles Private Limited	(1) Twenty First Century Marketing Limited (2) Rentex Weavers Limited	(1) Real Strips Limited, (2) Kashvi Investment Private Limited, (3) V.B. Investments Private Limited (4) Raajratna Metal Industries Ltd, (5) ATPA Swarnim Gujarat Enviro Private Limited, (6) Narol Textile Infrastructure & Enviro Management.	1) V B Investment Private Limited 2) Kashvi Investment Private Limited 3) Vee Bee Textiles Private Limited
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	Nil	(1) Stake Holders' Grievance and Relationship Committee - Member (2) Corporate Social Responsibility Committee - Member	(1) Corporate Social Responsibility Committee - Chairman	(1) Stake Holders' Grievance and Relationship Committee - Member



AARVEE DENIMS AND EXPORTS LIMITED

CIN: L17110GJ1988PLC010504

Regd. Office: 191, Shahwadi, Narol- Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad – 382 405.

Phone: 079-30417000, Fax: 079-30417070

Email: info@aarvee-denims.com; Website: www.aarvee-denims.com

Form No. MGT- 11

PROXY FORM

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

Name of Members : _____

Registered Address : _____

E-mail Address : _____

Folio No. | Client ID : _____

DP Id : _____

I/we, being the member(s) of _____ shares of Aarvee Denims and Exports Ltd, hereby appoint:

1. Name : _____

Address : _____

E-mail id : _____

Signature : _____, or failing him _____

2. Name : _____

Address : _____

E-mail id : _____

Signature : _____, or failing him _____

3. Name : _____

Address : _____

E-mail id : _____

Signature : _____, or failing him _____

AARVEE DENIMS AND EXPORTS LIMITED

CIN: L17110GJ1988PLC010504

Regd. Office: 191, Shahwadi, Narol- Sarkhej Highway, Nr. Old Octroi Naka, Narol, Ahmedabad – 382 405.

ATTENDANCE SLIP

DP ID* _____ **FOLIO** _____

CLIENT ID* _____ **NO. OF SHARES** _____

NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the **28th ANNUAL GENERAL MEETING** of the Company held on Friday, 8th day of September, 2017 at 10:00 a.m. at Registered office of the Company situated at 191, Shahwadi, Nr. Old Octroi Naka, Narol - Sarkhej Highway, Narol, Ahmedabad - 382 405.

Signature of the Shareholder | Proxy _____

* Applicable for investors holding shares in electronic form.

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, 8th day of September, 2017 at 10:00 a.m. at Registered office of the Company situated at 191, Shahwadi, Nr. Old Octroi Naka, Narol - Sarkhej Highway, Narol, Ahmedabad - 382 405 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.	Resolutions
ORDINARY BUSINESS	
1	Adoption of Financial Statements for the year ended on 31 st March, 2017
2	Appointment of Mr. Rajesh P. Arora (DIN: 00092200) as Director of the Company who retires by rotation.
3	Appointment of M/s. Shah & Shah Associates, Chartered Accountant, Ahmedabad as Statutory Auditors
SPECIAL BUSINESS	
4	Ratification of Cost Auditors' remuneration
5	Approval of Related parties Transactions
6	Acceptance of Deposit under the companies (acceptance of deposits) Rules, 2014
7	Re-appointment of Mr. Vinod P. Arora (DIN: 00007065) as Chairman and Managing Director
8	Re-appointment of Mr. Ashish V. Shah (DIN: 00007201) as Managing Director
9	Re-appointment of Mr. Kalpesh V. Shah (DIN: 00007262) as Whole Time Director

Signed this _____ day of _____ 2017

Signature of Shareholder : _____

Affix Revenue Stamp

Signature of first proxy
holder

Signature of Second proxy
holder

Signature of Third proxy
holder

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

ROUTE MAP TO THE AGM VENUE

