ANNUAL REPORT

20<sup>th</sup>

20172018



#### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "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 email to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

CONTENTS	PAGE	
CONTENTS	PAGE	
Notice	2	
Director's Report	15	
Report on Corporate Governance	45	
Management Discussion and Analysis	59	
Standalone Independent Auditor's Report	62	
Standalone Balance Sheet	68	
Standalone Statement of Profit & Loss	69	
Standalone Cash Flow Statement	70	
Standalone Statement of Changes in Equity	72	
Notes to Standalone Financial Statements	73	
Consolidated Independent Auditor's Report	116	
Consolidated Balance Sheet	120	
Consolidated Statement of Profit & Loss		
Consolidated Cash Flow Statement	122	
Consolidated Statement of Changes in Equity	124	
Notes to Consolidated Financial Statements	125	
Attendance Slip/Proxy Form	167	
Form DPT-1	170	



### 29th ANNUAL REPORT - 2017-2018

Corporate Identification Number (CIN): L17110GJ1988PLC010504

#### **BOARD OF DIRECTORS**

Mr. Vinod P. Arora Chairman & Managing Director

Mr. Ashish V. Shah Managing Director Mr. Kalpesh V. Shah Whole Time Director

Mr. Rajesh P. Arora Director

Mr. Parmanand T. Arora Director (ceased to be director w.e.f. 11.08.2018)

Director (appointed as a whole time director w.e.f. 11.08.2018) Mr. Nipun V. Arora

Mr. Sanjay S. Majmudar Independent Director Mr. Ashok C. Gandhi Independent Director Independent Director Mr. Arvind D. Sanghvi Mr. Amol R. Dalal Independent Director

Ms. Shivani Shah Independent Director (ceased to be director w.e.f. 26.02.2018) Ms. Yashree Dixit Independent Director (appointed as director w.e.f.24.05.2018)

#### SENIOR EXECUTIVES

Mr. Nipun V.Arora Vice President (Admin.) till 10.08.2018

Mr. Pankaj V. Arora Vice President (Marketing) Vice President (Garment) Mr. Pankil K.Shah CEO (Till 01.01.2018) Mr. Subhasish Bandopadhyay

Mr. Bhavik Shukla

Company Secretary (upto.31.03.2018) Mr. Sharvil B. Suthar Ms. Yashaswini Pandey Company Secretary (W.e.f. 11.08.2018

**AUDITORS** 

Shah & Shah Associates Statutory Auditors

# **REGISTERED OFFICE & MILLS:**

Unit T Unit II

188/2, Ranipur Village, S.No. 215-217, Village Sari, Opp. CNI Church, Narol, Sarkhej Bavla Highway, Ahmedabad 382 405 Ta. Sanand, Dist. Ahmedabad.

**UNIT IV** 

**DELHI OFFICE** 

S.No. 212/2 - 212/4, 11-A/2, Court Road, Village Sari, Civil Lines, Delhi - 110 054.

Sarkhej Bavla Highway, Ta. Sanand, Dist. Ahmedabad.

#### **SHARE TRANSFER AGENT:** Link Intime India Pvt. Ltd.,

506 to 508.

Amarnath Business Centre - I (ABC - I),

Beside Gala Business Centre,

Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad, Gujarat, 380 006. Phone & Fax Nos. 079-26465179/86/87, Email: ahmedabad@linkintime.co.in

Website: www.linkintime.co.in

#### BANKERS

Bank of Baroda State Bank of India IDBI Bank Ltd

Standard Chartered Bank

Bank of India

## **REGISTERED OFFICE UNIT- III**

191, Moje Shahwadi, Narol- Sarkhej Highway, Ahmedabad - 382 405.

#### **MUMBAI OFFICE**

102, Techno Residency, Plot No.84, Junction of L.N Road and Hindu Colony Road No.2, Dadar (E), Mumbai - 400014

# **Annual General Meeting**

Tuesday, 25th September, 2018

Time Venue 10:30 A.M. Venue

191, Shahwadi, Nr. Old Octroi Naka, Narol Sarkhej Highway, Narol,

Ahmedabad - 382 405

# NOTICE OF 29TH ANNUAL GENERAL MEETING (CIN: L17110GJ1988PLC010504)

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **AARVEE DENIMS AND EXPORTS LIMITED** will be held on Tuesday, 25<sup>th</sup> September, 2018 at 10:30 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:-**

- To receive, consider and adopt the Audited Financial Statements, standalone and consolidated, of the Company for the year ended 31<sup>st</sup> March 2018 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 eliqible, offers himself for reappointment; and
- 3. To ratify the re-appointment of Auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the rules framed hereunder, as amended from time to time, the ratification of appointment of the statutory auditors of company M/s Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 113742W), who were appointed in the 28<sup>th</sup> Annual General Meeting dated 8<sup>th</sup> September 2017 to hold office till the conclusion of 33<sup>rd</sup> Annual general meeting of the company to be held in the calendar year 2022, subject to ratification of their appointment in every

annual general meeting, be and is hereby confirmed on a remuneration as may be fixed by the board of

#### SPECIAL BUSINESS:-

directors of the company in consultation with them."

4. Appointment of Ms. Yashree Dixit (DIN: 7775794) as an Independent 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** pursuant to the provisions of Section 149, 152 and other applicable provisions if any of the Companies Act, 2013 read with schedule IV and the rules framed thereunder as amended from time to time, and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Ms. Yashree Dixit (DIN: 7775794), Independent Director of the Company, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an independent director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years commencing from 24th May, 2018 to 23<sup>rd</sup> May, 2023.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit."

5. Appointment of Mr. Nipun Arora (DIN: 00989835) as 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 pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule V to the Act, Mr. Nipun Arora (DIN: 00989835), who was appointed as an Additional Director of the company by Board of Directors w.e.f. 11.08.2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature along with deposit of requisite amount from member proposing candidature for the office of Director be and is hereby appointed as Executive Director of the company, liable to retire by rotation, in terms of provisions of the Articles of Association of the Company.



**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit."

**6.** Appointment of Mr. Nipun Arora (DIN: 00989835) 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 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 appointment of Mr. Nipun Arora (DIN: 00989835) as Whole Time Director, for a period of three years with effect from 11th August 2018 to an amount the details of which are given in the Explanatory Statement annexed hereto."

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Nipun Arora (DIN: 00989835), office as Whole Time Director, the remuneration set out in the explanatory statement shall be paid or granted to Mr. Nipun Arora (DIN: 00989835), 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."

**FURTHER RESOLVED THAT** the Board of Directors or KMP 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. Nipun Arora (DIN: 00989835), 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."

7. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."



#### 8. 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, 2019, be paid the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only/-) plus Goods and service tax (GST) and out of pocket expenses, if any, incurred during the course of above audit."

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel or any director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem fit."

#### 9. 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.

**FURTHER RESOLVED 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."

**FURTHER RESOLVED 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."

BY ORDER OF BOARD OF DIRECTORS

Yashaswini Pandey Company Secretary ACS 38402

Place: Ahmedabad
Date: 11/08/2018
Registered office:
191. Shahwadi.

Nr. Old Octroi Naka, Narol - Sarkhej Highway,

Narol, Ahmedabad - 382 405 CIN: L17110GJ1988PLC010504

# aarvee

#### AARVEE DENIMS AND EXPORTS LTD.

#### 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/ herself 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 29<sup>th</sup> Annual General Meeting is given at the end of the Notice.
- 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 **Monday**, **24th September**, **2018 to Tuesday**, **25th September**, **2018** (both days inclusive).
- 7. The relevant details of the Directors seeking re-appointment/ appointment at 29<sup>th</sup> 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., 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Center-I (ABC-I), Besides Gala Business Center, Nr. St. Xavier's College Croner, Off. C.G. Road, Navrangpura, Ahmedabad 380 009, 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

# aarvaa

# AARVEE DENIMS AND EXPORTS LTD.

including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation 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 our 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.
- 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 29<sup>th</sup> 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 <a href="www.evotingindia.com">www.evotingindia.com</a> 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:

(vii)		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> <li>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.</li> </ul>	
	Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul> <li>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.</li> <li>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).</li> </ul>	

- (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 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 <u>www.evotingindia.com</u> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
- 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 <a href="https://www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to <a href="https://example.com">helpdesk.evoting@cdslindia.com</a>

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

 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.

# aarvaa

### AARVEE DENIMS AND EXPORTS LTD.

- 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 Saturday, 22nd September, 2018 (9.00 a.m. IST) and ends on Monday, 24th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 18th September, 2018 i.e. 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 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 <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>. 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 <a href="helpdesk.evotingindia.com">www.evotingindia.com</a>.
- 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 <a href="https://www.aarvee-denims.com">www.aarvee-denims.com</a> 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 <a href="www.evotingindia.com">www.evotingindia.com</a> under help section or write an email to helpdesk.evoting@cdslindia.com
- 19. Electronic copy of Annual Report 2017-18 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 2017-18 are being sent in the permitted mode.