

ANSHU'S CLOTHING LIMITED

REGISTERED OFFICE: A-212, Titanium City Centre, Near IOC Petrol Pump, 100 Feet Road,

Satellite, Ahmedabad – 380015, Gujarat

CIN: L36999GJ1995PLC025177, Tel: +91 79 40092727, Fax: +91 79 40326430,

Email id: anshusclothing@gmail.com, Website: www.anshusclothing.com

"NOTICE TO MEMBERS"

NOTICE is hereby given that **EXTRAORDINARY GENERAL MEETING** of the Members of **ANSHU'S CLOTHING LIMITED** will be held on Tuesday 20th March, 2018 at 10.00 A.M. at the Registered Office of the Company to transact the following business:

 **SPECIAL BUSINESS:**

1. RE-APPOINTMENT OF MR.RAVI BHANDARI AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of the Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time thereto and such other consents and permissions as may be necessary approvals and consent of the Company be and is hereby accorded for the re- appointment of Mr. Ravi Bhandari (DIN: 01227082) as a Managing Director of the company for period of five years with effect from 1st July, 2017 with liberty to the Board of Director referred to as "Board" to alter and vary the terms and conditions of the said appointment as it may deem fit and acceptable to Mr. Ravi Bhandari (DIN: 01227082) subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to necessary registrations, approvals, consents, permissions and sanctions, as may be required, from the jurisdictional Registrar of Companies, and any other appropriate authority, if any, the consent of the Company be and is hereby accorded to adopt the new set of Article of Association of the Company as available for public inspection at the Registered Office of the Company, in substitution, and to the entire exclusion of the regulations contained in the existing Article of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

Date: 21.02.2018
Place: Ahmedabad

FOR, ANSHU'S CLOTHING LIMITED

RAVI BHANDARI
MANAGING DIRECTOR
DIN: 01227082

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. The relevant details of the Directors seeking re-appointment/ appointment under Item 1 pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. 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 e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

10. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
11. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent M/s. Cameo Corporate Services Limited. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
12. All documents referred to in the accompanying notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Extra-Ordinary General Meeting.
13. **Voting Through electronic means**
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
 - b. The facility for voting through ballot paper shall be made available at the EGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the EGM venue.
 - c. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again
 - d. The remote e-voting period commences at **9.00 a.m. on Saturday 17th March, 2018 and ends at 5:00 p.m. on Monday 19th March, 2018**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date i.e. 16th March, 2018** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - e. 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.

The instruction for members for voting electronically are as under:

- (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 sequence number which is printed on address slip (affixed on an Annual Report).
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on EVSN of the Company.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the 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.

- g. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- h. **Ms. Pooja Gwalani, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- i. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the EGM venue.**
- j. The Scrutinizer shall, immediately after the conclusion of voting at EGM, 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, not later than three days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favor 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.
- k. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

Date: 21.02.2018
Place: Ahmedabad

FOR, ANSHU'S CLOTHING LIMITED

RAVI BHANDARI
MANAGING DIRECTOR
DIN: 01227082

Explanatory Statement
[Pursuant to Section 102(2) of the Companies Act, 2013]

ITEM 1:

To re-appoint Mr. Ravi Bhandari as Managing Director of the Company:

Mr. Ravi Bhandari had been appointed as Managing Director of the Company on Board Meeting held on 7th June, 2012 w.e.f 1st July, 2012 for a period of 5 years. The term of office of Mr. Ravi Bhandari as Managing Director of the Company is due to expire on 30th June, 2017. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Ravi Bhandari as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd May, 2017 has, subject to the approval of the Shareholders, reappointed Mr. Ravi Bhandari for a further period of 5 years from 1st July, 2017.

The Board recommends the Resolution as mentioned in the Notice for your approval.

Except for Mr. Ravi Bhandari none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 1 of the Notice.

ITEM No.2

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same as Articles of Association of the company needs to be re-aliened as per the Provisions of the new Act.

The Board of Directors in its meeting held on 21st February, 2018 decided (Subject to the approval of members) to adopt a new set of Articles of Association in place of and to the Exclusion of existing Articles of Association of the Company.

The proposed Special Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the other Directors, Key Managerial Personnel of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Date: 21.02.2018
Place: Ahmedabad

FOR, ANSHU'S CLOTHING LIMITED

RAVI BHANDARI
MANAGING DIRECTOR
DIN: 01227082

Annexure to Notice

**Details of Directors seeking Appointment / Re-appointment
(As per Regulation 36(3) of LODR)**

Name	Mr. Ravi Bhandari
Date of Birth	17.10.1970
Appointed on	23.05.2017
Qualifications	Diploma in Engineering
Brief Profile	Mr. Ravi Bhandari has more than a decade of experience in trading of readymade garments and overall garment sector
Directorship held in Public Limited Company	Nil
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil
No of Shares held in the Company	Nil
Inter-se among directors	Not Applicable

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING
HALL

DP Id *	Folio No.
Client Id*	No of Shares

Name and Address of Shareholder: _____

_____ I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Tuesday 20th March, 2018 at 10.00 A.M. at the Registered Office of the company at A-212, , Titanium City Centre, Near IOC Petrol Pump, 100 Ft road, Satellite, Ahmedabad -380015.

Signature of the Shareholder or Proxy

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Extra-Ordinary General Meeting Held on 20th March, 2018 at the Registered office of the Company

**FORM OF PROXY (MGT-11)
 (Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014)**

Name of member(s) :	Email Id
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being the member(s) of _____ shares of Anshu's Clothing Limited, hereby appoint:

1. Name: _____ Address : _____
 E-mail Id : _____ Signature : _____ or falling him

2. Name : _____ Address : _____
 E-mail Id : _____ Signature : _____ or falling him

3. Name : _____ Address : _____
 E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 20th March, 2018 at 10.00 A.M. registered office of the Company at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolutions	Optional	
	Special Business		
1	To Re-appointment of Mr. Ravi Bhandari as a Managing Director of the Company		
2	To Adopt New Set of Articles of Association of the Company Pursuant to the Companies Act, 2013		

Signed this _____ day of _____, 2018 _____

 Signature of Shareholder

 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

Affix one Rupee Revenue Stamp

Notes :

1. 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. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 proxy for any other person or shareholder.
** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so