



WOMEN'S NEXT LOUNGIERIES LIMITED

CIN - L18204MH2010PLC211237

Registered Office: 101-105, Indian Complex, Building No.28, 1st Floor,
Dapode Village, Bhiwandi – 421329 ,Tel : +02522-344073

E-mail: info@womensnext.in, Website: www.womensnext.in

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF WOMEN'S NEXT LOUNGIERIES LIMITED will be held at 101-105, Indian Complex, Building No.28, 1st Floor, Dapode Village, Bhiwandi-421329, Maharashtra on Monday, December 14, 2015 at 1.00 PM to transact the following special business:

Special Business:

Item No. 1

Appointment of Mr. Vimal Prakash Dubey 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Vimal Prakash Dubey** (holding DIN 03316267), a Non-executive additional Director of the Company appointed in the meeting of board of directors held on 14th November, 2015 and who will hold the office upto the date of conclusion of General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vimal Prakash Dubey as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 6th Annual General Meeting to the conclusion of 11th Annual General Meeting.

Item No. 2

Appointment of Mr. Naveen Shankar Jain 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Naveen Shankar Jain** (holding DIN 07338495), a Non-executive additional Director of the Company appointed in the meeting of board of directors held on 14th November, 2015 and who will hold the office upto the date of conclusion of General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Naveen Shankar Jain as a candidate for the office of Director, be

and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 6th Annual General Meeting to the conclusion of 11th Annual General Meeting.

By Order of the Board of Directors
For Women's Next Loungeries Limited

Place: Thane

Sd/-

Dated: 23/11/2015

Puneet Mangal
Company Secretary & Compliance Officer

Registered Office:

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Building No.28, 1st Floor, Dapode Village,
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Notes

- 1. A Member entitled to attend and vote at the Extra-Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT 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.
- 2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (LIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.**
- 3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.**
- 4. 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.**
- 5. 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.**

6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with LIPL /Depositories.

Explanatory statement

Annexure to Notice: Explanatory statement under Section 102 of the Companies Act, 2013.

Item No. 1 to 2:

Mr. Vimal Prakash Dubey and Mr. Naveen Shankar Jain were appointed as the Additional Directors on the Board of the Company by the Board of Directors at their Respective meeting, in accordance with the provisions of Section 161 (1) of the Companies Act, 2013, and Article 130 of the Articles of Association of the Company and shall hold upto the date of Conclusion of General Meeting.

The SEBI has amended Clause 52 of the listing agreement inter alia stipulating the conditions for the appointment of independent directors by the listed company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Vimal Prakash Dubey and Mr. Naveen Shankar Jain being eligible and offering themselves for appointment, are proposed to be appointed as Independent Director(s) for five consecutive years i.e. from 6th Annual General Meeting to the conclusion of 11th Annual General Meeting.

In the opinion of the Board, Mr. Vimal Prakash Dubey and Mr. Naveen Shankar Jain fulfils the conditions specified in section 149 (6) and not disqualified as per section 164 the Companies Act, 2013, and rules made there under for their appointment as Independent Director(s) of the Company, and are independent of the management. Copy of the draft letter for appointment of Mr. Vimal Prakash Dubey and Mr. Naveen Shankar Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vimal Prakash Dubey and Mr. Naveen Shankar as Independent Director(s).

By Order of the Board of Directors
For Women's Next Loungeries Limited

Place: Thane

Sd/-

Dated: 23/11/2015

Puneet Mangal
Company Secretary & Compliance Officer

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