



ISO 9001:2015 REGISTERED FIRM

SANRHEA
TECHNICAL TEXTILES LIMITED

Date: 19.01.2022

To,
BSE limited
Department of Corporate Services
P J Towers, Dalal Street,
Mumbai - 400001.
Security Code : 514280

Dear Sir/Madam,

Subject : Notice Of The Extraordinary General Meeting

Pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice convening an Extraordinary General Meeting (EGM) of the Shareholders of the Company ('EGM'), to be held on **Friday, 11th February, 2022 at 9.00 a.m.** (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in compliance with applicable Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('Circulars').

We further wish to inform that the Company has, today i.e. January 19, 2022, completed the dispatch of the Notice of EGM through e-mail, to all its shareholders, holding equity shares of the Company as on January 14, 2022, and whose email IDs are registered with the Company/Depositories, in compliance with aforementioned Circulars. The said Notice convening the EGM is also available on the website of the Company.

Kindly take the same on your record.

Yours Faithfully,

For, Sanrhea Technical Textiles Limited

Dharmesh Patel
(Company Secretary)



Encl. : As Above

Notice

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Members of Sanrhea Technical Textiles Limited (“**the Company**”) will be held on Friday, 11th February, 2022 at 9.00 a.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), in view of the pandemic situation of novel strain of corona virus (“**COVID-19**”) pursuant to applicable provisions of the Companies Act, 2013 and rules framed thereunder, read with the guidelines and notification issued by the Ministry of Home Affairs, Government of India, MCA Circulars and SEBI Circulars, each as amended, to seek the consent of the shareholders of the Company (“**Members**”), for the resolutions appended herein below through electronic voting (“**E-voting**”).

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

Item No. 1 – Reconsideration of Issuance of Warrants convertible into Equity Shares to Promoter of the Company on a Preferential Basis

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

“**RESOLVED THAT** in partial modification of the resolution passed on 21st September, 2021 as item 4 in the 38th Annual General Meeting Notice dated July 24, 2021 and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Regulation 170(2) and other applicable Regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, (collectively referred to as the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with BSE Limited (the “**Stock Exchange**”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India (the “**SEBI**”), Stock Exchange, Ministry of Corporate Affairs (“**MCA**”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “**Appropriate Authorities**”) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot on preferential basis, from time to time in one or more tranches upto 7,28,072 warrants (“**Equity Warrants**” or “**Warrants**”) on a preferential basis to Shri Tushar Patel and 4,81,928 warrants (“**Equity Warrants**” or “**Warrants**”) to Smt. Tejal Patel, being Promoters (as defined in the ICDR Regulations), each convertible into, or exchangeable for, one equity share of face value of ₹ 10 each (the “**Equity Shares**”) at a price (including the warrant subscription price and the warrant exercise price) of ₹ 20.75/- each aggregating to ₹ 2,51,07,500 (Rupees Two Crore Fifty One Lakh Seven Thousand Five Hundred only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the Equity Shares being infrequently traded the issue price of Warrants be and is hereby fixed as ₹ 20.75/- per Warrant, computed as per regulation 165 of the SEBI ICDR Regulations.

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RESOLVED FURTHER THAT in accordance with provisions of Regulation 170(2) read with Regulation 161 of the SEBI ICDR Regulations, the “Relevant Date”, be and is hereby modified to January 12, 2022, being the date 30 (thirty) days prior to the date of the Extraordinary General Meeting i.e. February 11, 2022.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants to Shri Tushar Patel and Smt. Tejal Patel, (“Warrant Holder”) under the Preferential Issue shall be subject to the following terms and conditions:

1. The Warrant Holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one Equity Share against each Warrant.
2. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Shri Tushar Patel and Smt. Tejal Patel, Promoters of the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid by the Shri Tushar Patel and Smt. Tejal Patel, Promoters of the Company at the time of exercise of option to apply for fully paid-up Equity shares of ₹10/- each of the Company, against each such Warrants held by the Warrant Holder.
3. The Warrant Holder shall be entitled to exercise his option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holder.
4. The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from its own bank account into to the designated bank account of the Company.
5. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the Warrant Holder.
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
7. The Warrant Holder shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holder.
8. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
9. The Warrants shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
10. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

11. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holder any rights with respect to that of an Equity shareholder of the Company.
12. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of SEBI ICDR Regulations.
13. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the certificate from the Practicing Company Secretary certifying that the present issue of the Equity Shares made in accordance with the regulation 163(2) of SEBI ICDR Regulations placed before the shareholders and made available for inspection at the corporate office of the company be and is hereby noted and approved.

RESOLVED FURTHER THAT the monies received by the Company from the Shri Tushar Patel and Smt. Tejal Patel, Promoters of the Company for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to the Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialised securities account of the Warrant Holder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Warrants to be allotted to the Shri Tushar Patel and Smt. Tejal Patel, Promoters of the Company, provide any clarifications related to issue and allotment of Warrants, listing of equity shares on Stock Exchange and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its

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absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**By order of the Board of Directors
For Sanrhea Technical Textiles Limited**

**Place: Ahmedabad
Date : 18.01.2022**

**Dharmesh Patel
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the EGM.
2. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020, General Circular No 33/2020 dated September 28, 2020, General Circular No 39/2020 dated December 31, 2020, General Circular No 10/2021 dated June 23, 2021, and General Circular No 20/2021 dated December 8, 2021 (collectively referred to as “MCA Circulars”) read with Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 COVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID- 19 pandemic” (collectively referred to as “SEBI Circulars”) permitted convening the Extraordinary General Meeting (“EGM” / “Meeting” / “e-EGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in latest by Thursday, February 10, 2022 (upto 10:30 a.m.).
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings issued by the Institute

of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the EGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.

8. The Members can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing live webcast of proceedings of the EGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. Further, pursuant to the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / the Registrar / Depositories. The Notice convening the EGM has been uploaded on the website of the Company at www.sanrhea.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. Book Closure

The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, February 05, 2022 to Friday, February 11, 2022 (both days inclusive) for the purpose of this EGM.

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. ("**Registrar**" or "**RTA**") at ahmedabad@linkintime.co.in for assistance in this regard.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("**DP**") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/client-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
14. The format of the Register of Members prescribed by the MCA under the Act require the Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details will be provided upon request to be made to RTA/the Company. Members holding shares in physical form are requested to submit the filled in form to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates

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and selfattested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

16. During the EGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at dk.sanrhea@gmail.com, latest by Thursday, February 10, 2022 (upto 10:30 a.m.).
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
19. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.
20. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card). In case of Individual Shareholders holding securities in demat mode are requested to follow steps mentioned below in Para 30 below under Step 1 (A) i.e. "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
21. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
22. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, February 04, 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, February 08, 2022 at 9:00 a.m. and ends on Thursday, February 10, 2022 at 5:00 p.m. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the EGM and e-Voting during the EGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Friday, February 04, 2022. Subject to receipt of requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the EGM i.e. Friday, February 11, 2022. The Notice of the EGM indicating the instructions of remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.sanrhea.com.
23. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the EGM. Members who have cast their vote by remote e-Voting prior to the EGM will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.

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24. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, February 04, 2022, shall be entitled to avail the facility of remote e-voting before the EGM as well as e-Voting during the EGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Friday, February 04, 2022, may obtain the User ID and password by sending a request along with the requisite documents as mentioned in Para 20 above, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned Para 30 below under Step 1 (A) i.e. "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
25. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
26. Shri Ashish Doshi partner of SPANJ & ASSOCIATES, Practicing Company Secretaries (Membership No. FCS 3544 & CP No. 2356) has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the EGM as well as remote e-Voting during the EGM in a fair and transparent manner.
27. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock Exchange on which the Company's shares are listed, NSDL and RTA and will also be displayed on the Company's website at www.sanrhea.com.
28. Members are encouraged to submit their questions in advance with regard to matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address at dk.sanrhea@gmail.com before 5.00 p.m. on Monday, February 07, 2022. Queries that remain unanswered at the EGM will be appropriately responded by the Company at the earliest post the conclusion of the EGM.
29. Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at dk.sanrhea@gmail.com between Tuesday, February 08, 2022 at 9:00 a.m. and ends on Thursday, February 10, 2022 at 5:00 p.m. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
30. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**
- The remote e-voting period begins on Tuesday, February 08, 2022 at 9:00 A.M. and ends on Thursday, February 10, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, February 04, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, February 04, 2022.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID ForexampleifyourBeneficiaryIDis12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- (a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (b) Select “EVEN” of the company Sanrhea Technical Textiles Limited to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- (c) Now you are ready for e-Voting as the Voting page opens.
- (d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

31. General Guidelines for shareholders

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to evoting@nsdl.co.in latest by Thursday, February 10, 2022 (upto 10:30 a.m.).
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to at evoting@nsdl.co.in.

32. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to dk.sanrhea@gmail.com.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to dk.sanrhea@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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- (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

33. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- (a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- (c) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

34. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- (a) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- (b) Members are encouraged to join the Meeting through Laptops for better experience.
- (c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (e) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at dk.sanrhea@gmail.com. The same will be replied by the company suitably.

Company's Details:

SANRHEA TECHNICAL TEXTILES LIMITED

Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad - 380 014.

E-mail ID: sanrhea@gmail.com

Registrar and Transfer Agent:

LINK INTIME INDIA PRIVATE LIMITED

5TH Floor, 506 TO 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre, Nr. St.

Xavier's College Corner, Off C G Road, Elliesebidge, Ahmedabad - 380006.

Tel No.: +91 79 26465179, Fax: +91 79 26465179

E-mail ID: ahmedabad@linkintime.co.in

Scrutinizer :

SPANJ & ASSOCIATES

Practicing Company Secretaries

TF/1, Anison Building, SBI Lane, Nr. Stadium Circle, C. G. Road, Ahmedabad - 380009

E-mail ID: csdoshiac@gmail.com

Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act') and Secretarial Standard - II on General Meeting

Pursuant to Board resolution passed on July 24, 2021, the Company applied for in-principle approval to BSE Limited and The Company received BSE approval vide their letter dated August 30, 2021. The Company has obtained shareholders approval vide its resolution passed on 21st September, 2021 as item 4 in the 38th Annual General Meeting Notice dated July 24, 2021. However, BSE has kept on hold application for Listing of Shares considering the allotment not completed within 15 days from the date of special resolution. Board Meeting for issue and allotment of warrants convertible into equity shares on preferential issue basis was scheduled on September 30, 2021 but due to unavoidable circumstances Board Meeting was rescheduled to October 09, 2021, which is within 18 days from the date of special resolution. In continuation of this Board on November 02, 2021 had made allotment of 5,10,000 Equity shares exercising the option of conversion of warrants by the warrant subscribers.

Accordingly, the reconsideration of the members of the Company is being sought, by way of a special resolution, to Issue of Warrants convertible into Equity Shares to Promoter of the Company on a Preferential Basis to the Proposed Allottee(s).

Disclosures prescribed under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, (collectively referred to as the "SEBI ICDR Regulations"), as may be applicable, in respect of the Resolution proposed at Item No. 1 are as follows:

Item No. 1

In order to further strengthen its capital base and balance sheet, the Company made a fresh issue of convertible warrants aggregating to ₹ 2,51,07,500 (Rupees Two Crore Fifty One Lakh Seven Thousand Five Hundred only). In accordance with Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, (collectively referred to as the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of members of the Company by way of Special Resolution is required to issue of Convertible Warrants ("Warrants") to the entities belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on July 24, 2021, had approved the issue of convertible Warrants and accordingly proposes to issue and allot in aggregate up-to ₹ 12,10,000 convertible Warrants at a price of ₹ 20.75/- each, aggregating up-to ₹ 2,51,07,500 (Rupees Two Crore Fifty One Lakh Seven Thousand Five Hundred only), each convertible into 1 (One) Equity Share of the face value of ₹ 10/- (Rupees Ten Only) each ("the Equity Shares") at a price of ₹ 20.75/- per share to the entities belonging to Promoter Group, on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

ii) Object of the preferential issue of Equity Warrants and details of utilization of proceeds

As a part of growth strategy, your Company plans to issue Equity Warrants to Promoter Group to further increase the Equity base of the Company, to augment long term resources to meet near term working capital requirements, reduce/ repay the debt obligations of the Company.

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iii) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for the Preferential Issue was August 20, 2021, being the date 30 days prior to the date of this Annual General Meeting ("AGM"). However, in view of the provisions of Regulation 170(2) read with Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date", be stand modified to January 12, 2022, being the date which is 30 (thirty) days prior to the date of this Extraordinary General Meeting i.e. February 12, 2022.

iv) Basis on which the re-computed the price has been arrived

The Equity Shares of the Company are listed on BSE Limited ("BSE"). The Equity Shares are not frequently traded in terms of the SEBI ICDR Regulations and price is computed as per regulation 165 of the SEBI ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the minimum issue price at which the Warrants shall be allotted was ₹ 20.67/-. However, the price of the Warrants allotted on preferential basis was ₹ 20.75/- per Warrants.

In view of the provisions of Regulation 170(2) read with Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date", be stand modified to January 12, 2022, and in accordance with Regulation 165 and 170(2) of the SEBI ICDR Regulations a valuation report has been obtained from an independent registered valuer. The issue price is increased to ₹ 20.75/-.

The pricing of the Warrants shall be allot on preferential basis is ₹ 20.75/- per Warrants, which is same as the earlier warrant issued price.

v) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The convertible warrants shall be issued to entities belonging to the Promoter Group of the Company. The details of entities and no. of warrants being subscribed by them are as under;

| Sr. No. | Name of the proposed allottee | No. of Warrants |
|----------------|--------------------------------------|------------------------|
| 1 | Shri Tushar Patel | 728072 |
| 2 | Smt. Tejal Patel | 481928 |

None of the Directors or Key Managerial Personnel of the Company intends to subscribe Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above except mentioned above.

vi) Time frame within which the Preferential Issue shall be completed

Pursuant to the SEBI ICDR Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

vii) Principal terms of assets charged as securities

Not applicable.

viii) The shareholding pattern of the Company before and after the preferential issue of Equity Warrants

| Sr. No. | Particulars | Pre-preferential allotment share-holding* | % of holding | Post preferential allotment of Warrants/ Exercise of Warrants into Equity Shares** | % of holding |
|------------------------|---|---|---------------|--|---------------|
| A | Promoter's Holding | | | | |
| | Indian Promoters | 1344000 | 35.46 | 2554000 | 51.08 |
| | Bodies Corporate | 1010450 | 26.66 | 1010450 | 20.21 |
| | Sub-Total A | 2354450 | 62.12 | 3564450 | 71.29 |
| B | Non-Promoters Holding | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| | Mutual Funds | - | - | - | - |
| | Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions) | - | - | - | - |
| | Foreign Institutional Investors (FIIs) | - | - | - | - |
| | Venture Capital Fund | - | - | - | - |
| | Sub-Total B | - | - | - | - |
| | C | Public Shareholding | - | - | - |
| Bodies Corporates | | 151895 | 4.01 | 151895 | 3.04 |
| Hindu Undivided Family | | 75464 | 1.99 | 75464 | 1.51 |
| Resident Individuals | | 1206266 | 31.83 | 1206266 | 24.12 |
| Non Resident Indians | | 1500 | 0.04 | 1500 | 0.03 |
| Clearing Members | | 425 | 0.01 | 425 | 0.01 |
| Trust | | - | - | - | - |
| Sub-Total C | | 1435550 | 37.88 | 1435550 | 28.71 |
| Grand Total | | 3790000 | 100.00 | 5000000 | 100.00 |

Notes:

* Pre-preferential allotment shareholding pattern is as on June 30, 2021.

** The above Post preferential allotment of Warrants/ Exercise of Warrants into Equity Shares shareholding pattern assumes that the Preferential Issue of Equity Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

ix) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees**

The convertible warrants shall be issued to entities belonging to the Promoter Group of the Company. The details of entities and no. of warrants being subscribed by them are as under;

| Sr. No. | Name of the proposed allottee | No. of Warrants |
|---------|-------------------------------|-----------------|
| 1 | Shri Tushar Patel | 728072 |
| 2 | Smt. Tejal Patel | 481928 |

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x) **The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

The Warrants are proposed to be allotted Shri Tushar Patel and Smt. Tejal Patel forming part of the promoter group of the Company. Details of Shareholding of Promoters and Promoter Group are as under:

| Sr. No. | Particulars | Pre-Shareholding* | | No of Equity Shares allotted post exercise of Warrants | Post Shareholding* | |
|---------|-------------------|-------------------|--------------|--|--------------------|--------------|
| | | No. of Shares | % of holding | | No. of Shares | % of holding |
| 1 | Shri Tushar Patel | 757200 | 19.98 | 728072 | 1485272 | 29.71 |
| 2 | Smt. Tejal Patel | 304100 | 8.02 | 481928 | 786028 | 15.72 |

Notes:

* Pre-preferential allotment shareholding pattern is as on June 30, 2021.

** The above Post preferential allotment of Warrants/ Exercise of Warrants into Equity Shares shareholding pattern assumes that the Preferential Issue of Equity Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

xi) **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

The resolution is for reconsideration of the allotment made for Convertible Warrants and part of conversion of Warrants into Equity on October 09, 2021 and November 02, 2021, respectively and in accordance with Regulation 170(2) of the SEBI ICDR Regulations. Before such allotment there were no Preferential Allotment made by the Company except following:

| Name of Allottee(s) | Convertible Warrants Allotted on 09.10.2021 | No. of Share Allotted pursuant to part of conversion of Warrants issued on 02.11.2021 |
|---------------------|---|---|
| Shri Tushar Patel | 7,28,072 | 3,10,000 |
| Smt. Tejal Patel | 4,81,928 | 2,00,000 |

xii) **The current and proposed status of the allottee(s) post the preferential issues**

| Name of Allottee(s) | Current Status | Proposed Status |
|---------------------|----------------|-----------------|
| Shri Tushar Patel | Promoter | Promoter |
| Smt. Tejal Patel | Promoter | Promoter |

xiii) **Change in control**

As a result of the proposed Preferential Issue of Equity Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.

xiv) **Lock-in-period**

The entire pre-preferential allotment shareholding of the allottees and Equity Shares arising on conversion of said warrants shall be under lock-in as per the requirements of Chapter V of SEBI ICDR Regulations.

xv) **Material Terms of the Issue**

The Company will revise an application made to the Stock Exchange for listing of the allotment of shares. The equity shares allotted shall rank pari passu with the existing Equity Shares of the Company in all respect, including dividend and voting rights.

xvi) **The Company hereby undertakes that**

- None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- the Company will re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

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- The Company hereby undertakes that it shall re-compute the price of the Warrants in terms of the provisions of the ICDR where it is required to do so, until the amount so payable is not paid within the time stipulated under ICDR Regulations, the Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

xvii) Practicing Company Secretary's certificate

The certificate from Practicing Company Secretary's certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR (Amendment) Regulations, 2022 shall be available for inspection at the Corporate office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of Extraordinary General Meeting and shall also be available during the Extraordinary General Meeting. The members desirous to inspect the certificate may send an email at dk.sanrhea@gmail.com, for inspection of said certificate electronically during the EGM, at-least 5 days before the date of EGM, in advance. The certificate also uploaded on the website of the Company and can be accessed at http://www.sanrhea.com/for_investors.html#Investor-Downloads.

xviii) Other disclosures

- The resolution is for reconsideration of the allotment made for Convertible Warrants and part of conversion of Warrants into Equity and in accordance with Regulation 170(2) of the SEBI ICDR Regulations. During the period, commencing from July 24, 2020 till the date of Notice of this EGM, the Company has not made any Preferential Issue of Warrants/Equity Shares except following:

| Name of Allottee(s) | Convertible Warrants Allotted on 09.10.2021 | No. of share allotted pursuant to part of conversion of warrants issued on 02.11.2021 |
|---------------------|---|---|
| Shri Tushar Patel | 7,28,072 | 3,10,000 |
| Smt. Tejal Patel | 4,81,928 | 2,00,000 |

- Report of the independent registered valuer is taken for the proposed Preferential Issue.
- No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
- The proposed allottees has not sold or transferred any Equity Shares of the Company during the (6) six months preceding the Relevant Date.
- The issue of Equity Shares/Share warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

In partial modification of the resolution passed on 21st September, 2021 as item 4 in the 38th Annual General Meeting Notice dated July 24, 2021 and in accordance with Sections 23(1)(b), 42, 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Promoter Group and issue, is being sought by way of a "Special Resolution" as set out in the said item no. 1 of the Notice. Provided that the aforesaid Preferential Issues would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no. 1 of the accompanying Notice for approval by the Members of the Company.

Except Shri Tushar Patel and Smt. Tejal Patel, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the Resolution mentioned at Item no. 1 of the accompanying Notice.

**By order of the Board of Directors
For Sanrhea Technical Textiles Limited**

**Place: Ahmedabad
Date : 18.01.2022**

**Dharmesh Patel
Company Secretary**