



JUNCTION FABRICS AND APPARELS LIMITED

(Formerly known as Junction Fabrics and Apparels Private Limited)

(CIN – L18101TZ2011PLC017586)

06.01.2020

To

BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

BSE Scrip Code: 539216

Dear Sir,

Sub: Submission of Scrutinizer's Report dated 06th January, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

With reference to above, we are herewith enclosing the Scrutinizer's Report dated 06th January, 2020 of the Extra-ordinary General Meeting held on 04th January, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

Kindly take note of the same in your record.

Thanking You,

Yours Faithfully,

For Junction Fabrics and Apparels Limited

K. Lakshmi Priya

Company Secretary

Membership No: A36135



G.V AND ASSOCIATES

Company Secretaries

No.11A, 1st Floor, (Opp. to Park),
Collector Sivakumar Street,
Opp. Road to Hotel Vijay Paradise, NSR Road,
Saibaba Colony, K.K. Pudur, Coimbatore - 641038.
vasudevanacs@gmail.com, vasu@gvacs.in
Tel: 0422 - 4216903, 4347063, Mob: 99449 37063.



G.Vasudevan B.Com, LL.B, FCS

FORM No.MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman,

Extra-Ordinary General Meeting of the Equity Shareholders of Junction Fabrics and Apparels Limited held on 04th day of January 2020 at 10.30 A.M at Swaad Mantra, No.8, College Road, Tirupur – 641602.

Dear Sir,

I, **G Vasudevan**, Company Secretary in Practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the Extra-Ordinary General Meeting of the Equity Shareholders of Junction Fabrics and Apparels Limited held on 04th day of January 2020 at 10.30 A.M at Swaad Mantra, No.8, College Road, Tirupur – 641602, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



SPECIAL BUSINESS – ORDINARY RESOLUTION

Item No: 1

To Increase the Authorized Share Capital of the Company:

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
8	1328240	100%

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	



SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No: 2

Issue of Warrants on Preferential Basis:

(i) **Voted in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4*	40000	100%

(ii) **Voted against** the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil		

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	

*** Votes cast by the promoter group have not been taken into account as they are interested parties.**



SPECIAL BUSINESS – SPECIAL RESOLUTION

Item No: 3

To approve the proposal for changing the name of the Company:

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
8	1328240	100%

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil		

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	

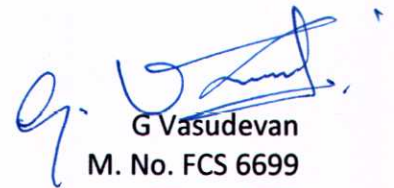
5. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Coimbatore

Date: 06.01.2020

Yours faithfully,



G Vasudevan
M. No. FCS 6699
CP No.6522
Scrutinizer

ICSI UDIN: F006699B000011165

G.VASUDEVAN, B.Com., LL.B., FCS
COMPANY SECRETARY IN PRACTICE
FCS 6699 CP 6522

G.V AND ASSOCIATES

Company Secretaries

No.11A, 1st Floor, (Opp. to Park),
Collector Sivakumar Street,
Opp. Road to Hotel Vijay Paradise, NSR Road,
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Scrutinizer's Report - Combined

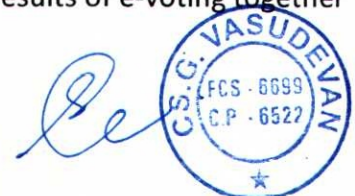
To

The Chairman,

Extra-Ordinary General Meeting of the Equity Shareholders of Junction Fabrics and Apparels Limited held on 04th day of January 2020 at 10.30 A.M at Swaad Mantra, No.8, College Road, Tirupur – 641602.

Dear Sir,

1. I, **G Vasudevan**, Company Secretary in practice, has been appointed as a scrutinizer by
 - (i) The Board of Directors of Junction Fabrics and Apparels Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and the SEBI (Listing Obligations and Disclosure Requirements), 2015 and
 - (ii) The Chairman of the Extra-Ordinary General Meeting (EGM) on poll under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the Extra-Ordinary General Meeting (EGM) of the members of the Company, held on 04th day of January 2020 at 10.30 A.M at Swaad Mantra, No.8, College Road, Tirupur – 641602.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to e-voting and poll on the resolutions contained in the Notice to the EGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer, for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" for the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited and for poll at the EGM is to scrutinize and verify the Ballot Forms as per information provided by the Company and its Registrar/Transfer Agents and to report the votes cast in "FAVOUR" or "AGAINST" the resolutions as stated above.
3. I have issued separate Scrutinizer's Report dated 06th day of January 2020 on the poll on the resolutions contained in the notice to the EGM. As requested by the management, I submit herewith my combined report on the results of e-voting together with that of poll.



CONSOLIDATED SCRUTINIZER'S REPORT

Date of Extra-Ordinary General Meeting	04.01.2020
Total number of shareholders on record date	108
No. of Shareholders present in the meeting either in person or Through proxy:	8
Promoters and Promoters Group:	4
Public:	4
No. of Shareholders attended through Video Conferencing	
Promoters and Promoters Group:	Facility Not Provided
Public:	

Resolution required: (Ordinary / Special)	Resolution No. 1- Ordinary Resolution
	To Increase the Authorized Share Capital of the Company

Whether promoter / Promoter Group Interested in the agenda / resolution?	No
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Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of voters Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1288250	-	-	-	-	-	-
	Poll at AGM		1288240	99.99	1288240	0	100	0
	Total	1288250	1288240	99.99	1288240	0	100	0
Public Institutions	E-Voting	NIL	NIL					
	Poll at AGM							
	Total	NIL						
Public Non Institutions	E-Voting	1404020	-	-	-	-	-	-
	Poll at AGM		40000	2.8	40000	0	100	0
	Total	1404020	40000	2.8	40000	0	100	0
Total		2692270	1328240	49.33	1328240	0	100	0



Resolution required: (Ordinary / Special)					Resolution No. 2- Special Resolution			
					Issue of Warrants on Preferential Basis			
Whether promoter / Promoter Group Interested in the agenda / resolution?					Yes*			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of voters Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1288250	-	-	-	-	-	-
	Poll at AGM		-	-	-	-	-	-
	Total	1288250	-	-	-	-	-	-
Public Institutions	E-Voting	NIL	NIL					
	Poll at AGM							
	Total	NIL						
Public Non Institutions	E-Voting	1404020	-	-	-	-	-	-
	Poll at AGM		40000	2.8	40000	0	100	0
	Total	1404020	40000	2.8	40000	0	100	0
Total		2692270	40000	1.48	40000	0	100	0

* Votes cast by the promoter group have not been taken into account as they are interested parties.



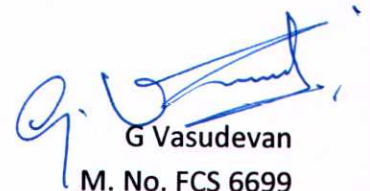
Resolution required: (Ordinary / Special)					Resolution No. 3- Special Resolution			
					To approve the proposal for changing the name of the Company			
Whether promoter / Promoter Group Interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of voters Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - in against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1288250	-	-	-	-	-	-
	Poll at AGM		1288240	99.99	1288240	0	100	0
	Total	1288250	1288240	99.99	1288240	0	100	0
Public Institutions	E-Voting	NIL	NIL					
	Poll at AGM							
	Total	NIL						
Public Non Institutions	E-Voting	1404020	-	-	-	-	-	-
	Poll at AGM		40000	2.8	40000	0	100	0
	Total	1404020	40000	2.8	40000	0	100	0
Total		2692270	1328240	49.33	1328240	0	100	0

Thanking you,

Place: Coimbatore

Date: 06.01.2020

Yours faithfully,


G Vasudevan

M. No. FCS 6699

CP No.6522

Scrutinizer

ICSI UDIN: F006699B000011165

G.VASUDEVAN, B.Com., LLB., FCS
COMPANY SECRETARY IN PRACTICE
FCS 6699 CP 6522