

Date: 13.04.2022

To

BSE Limited  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Scrip Code: 539216

Dear Sir,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Extraordinary General Meeting of Members.**

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Saturday, 07<sup>th</sup> May, 2022 at 11:30 a.m. at Swaad Mantra Hotels and Restaurants at No.8, College Road, Tirupur - 641602. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on 04<sup>th</sup> May, 2022 at 9:00 a.m. and ends on 07<sup>th</sup> May, 2022 at 5:00 p.m. (IST).

The copy of the said EGM Notice is uploaded on the website of the Company i.e. [www.garmentmantra.com](http://www.garmentmantra.com).

Kindly take the same on your record.

Thanking you,  
Yours faithfully,

For Garment Mantra Lifestyle Limited

  
Lakshmi Priya. K  
Company Secretary  
Membership No: A36135





NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. GARMENT MANTRA LIFESTYLE LIMITED(CIN: L18101TZ2011PLC017586) WILL BE HELD ON SATURDAY, 7<sup>TH</sup> OF MAY, 2022 AT 11:30 A.M. AT SWAAD MANTRA HOTELS AND RESTAURANTS TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:**

**1. APPROVE SUB-DIVISION OF EQUITY SHARES OF THE COMPANY:**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 61 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, approval of the members of the company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having Face Value of Rs. 10/- each (Rupees Ten only) into 10 (Ten) Equity Shares having Face Value of Re. 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of Equity Shares of the Company from Face Value Rs. 10/- each (Rupees Ten only) to Face Value of Re. 1/- each (Rupee One Only), the existing Authorized and Paid-up Equity Share Capital of the company as on record date as may be decided by the Board (which shall include any Committee thereof) shall stand sub-divided as given below:

Particulars	Pre Sub-division of Equity Shares			Post Sub-division of Equity Shares		
	No of Shares	Face Value in INR	Total share capital in INR	No of Shares	Face Value in INR	Total share capital in INR
Authorized share capital	1,10,00,000	10	11,00,00,000	11,00,00,000	1	11,00,00,000
Issued, subscribed and paid-up share capital	10038405	10	100384050	100384050	1	100384050



**RESOLVED FURTHER THAT** pursuant to the sub-division of the Face Value of Equity Shares as mentioned above, the existing share certificate(s) in relation to the existing issued Equity Shares having Face Value of Rs. 10/- each (Rupees Five) held in case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the Depository participants, in lieu of existing credits in their beneficiary accounts representing the equity shares of the company before subdivision.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take all such steps as may be required to obtain approvals in relation to above and do all such further acts, deeds or things as may be required to give effect to the sub-division of Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary be and are severally authorized to (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar & Transfer agent and/or any other statutory authority(ies), if any; (b) settle any question or difficulty that may arise with regard to the sub-division of the shares as aforesaid or for any matters connected herewith or incidental thereto and (c) do all such acts, deeds, things, including all the matters incidental thereto in order to implement the foregoing resolution."

## **2. APPROVE INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 61, 64 and other applicable provisions of the Companies Act 2013 read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, the Authorized Share Capital of the company be and is hereby increased from Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 11,00,00,000 (Eleven Crore shares) Equity Shares of Re. 1/- (Rupees One) each to Rs. 15,00,00,000/- (Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crore) equity Shares of Re.1/- (Rupees One) each ranking pari passu in all respects with existing equity shares of the company

**RESOLVED FURTHER THAT** Mr. Prem Aggarwal, Managing Director or any other Director of the company be and are hereby severally authorized to sign and submit necessary form with Registrar of Companies, Coimbatore as may be required and to do all such acts, deeds and take necessary steps as may be necessary and incidental to give effect to the foregoing resolutions



**3. TO APPROVE THE ALTERATION CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon increase in authorised capital of the company and upon stock split, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of Memorandum of Associations of the Company with the following new Clause V:

*"The Authorised Share Capital of the Company is Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores Only/-) equity shares of Re.1/- (Rupees One Only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company"*

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to this resolution."

**4. APPROVAL OF GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**"SEBI (SBEB & SE) Regulations"**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI (LODR) Regulations"**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of **Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 ("Scheme")** and the Board of Directors (hereinafter referred to as the **"Board of Directors"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including



the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 22,75,000 (Twenty Two lakhs Seventy Five Thousand only) Employee Stock Options ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company, its Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, or of a Holding Company, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time), exercisable into not more than 22,75,000 (Twenty Two lakhs Seventy Five thousand only) Equity Shares of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** subject to the approval of Shareholders, in case of split of equity shares, as approved by the Board of Directors in their meeting held on April 4, 2022, the pool of the Options shall be revised from 22,75,000 (Twenty-Two Lakhs Seventy-Five Thousand), convertible into Equity Shares of face value of Rs. 10/- each, to 2,27,50,000 (Two Crore Twenty Seven Lakh Fifty Thousand) convertible into Equity Shares of face value of Re.1 /- each.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee ("**Committee**") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route wherein fresh Equity Shares shall be allotted to the Employees in terms of the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such



documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

**5. APPROVAL FOR GRANT OF OPTIONS TO EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY OR ITS ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA, OR OF A HOLDING COMPANY OF THE COMPANY, UNDER GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022.**

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), to extend the benefits of Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) including the grant of Employee Stock Options (**“Options”**) and issuance of Equity Shares (**“Shares”**) thereunder, to or for the benefit of such Employees and Directors of the Group



Company(ies) including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, or of a Holding Company of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**6. APPROVAL FOR GRANT OF OPTIONS EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) OF THE COMPANY UNDER GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK OPTION SCHEME – 2022.**

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(d) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s),



permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board of Directors**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), to create, grant, offer, issue and allot under the Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 (“**Scheme**”) the Employee Stock Options (“**Options**”), convertible into Equity Shares (“**Shares**”), equal to or exceeding 1% (one percent) of the issued capital of the Company (excluding outstanding warrants and conversions, if any) at the time of grant of Options, to Mr. Prakash C Prabhakar (who shall be joining the Company or any of its Group Company, Associate Company, Holding Company, Subsidiary Company or Joint Venture at such position and on such terms and conditions as the Board of Directors may deems fit), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”





## **7. APPROVAL FOR GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK PURCHASE SCHEME – 2022.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 (**“Scheme”**) and the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, offer, issue and allot under the Scheme, in one or more tranches, 20,00,000 (Twenty Lakhs only) Equity Shares (**“Shares”**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) of face value of Rs. 10/- each, to or for the benefit of Employees and Directors of the Company, its Group Company(ies) including its Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, or of a Holding Company of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** subject to the approval of Shareholders, in case of split of equity shares, as approved by the Board of Directors in their meeting held on April 4, 2022, the number of Shares reserved under the Scheme shall be revised from 20,00,000 (Twenty Lakhs) of face value of Rs. 10/- each, to 2,00,00,000 (Two Lakhs) shares of face value of Re.1/- each.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee (**“Committee”**) of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.



**RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route, wherein fresh Equity Shares shall be allotted to the Employees in terms of the Scheme.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted under this Scheme shall remain in Lock in for a period of 1 (One) year from the date of allotment.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

**8. APPROVAL FOR OFFER OF SHARES TO EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY OR ITS ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA, OR OF A HOLDING COMPANY OF THE COMPANY, UNDER GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK PURCHASE SCHEME – 2022.**

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:



**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (**“SEBI (SBEB & SE) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), to extend the benefits of Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 (**“Scheme”**) including issuance and allotment of Equity Shares (**“Shares”**) thereunder, to or for the benefit of Employees and Directors of the Group Company(ies) including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, or of a Holding Company of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted under this Scheme shall remain in Lock in for a period of 1 (One) year from the date of allotment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**9. APPROVAL FOR OFFER OF SHARES EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) OF THE COMPANY UNDER GARMENT MANTRA LIFESTYLE LIMITED EMPLOYEES STOCK PURCHASE SCHEME – 2022.**

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(d) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board of Directors**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot under the Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 (“**Scheme**”) the Equity Shares (“**Shares**”), equal to or exceeding 1% (one percent) of the issued capital of the Company (excluding outstanding warrants and conversions, if any), to Mr. Prakash C Prabhakar (who shall be joining the Company or any of its Group Company, Associate Company, Holding Company, Subsidiary Company or Joint Venture at such position and on such terms and conditions as the Board of Directors may deems fit), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.



**RESOLVED FURTHER THAT** the Shares to be issued and allotted under this Scheme shall remain in Lock in for a period of 1 (One) year from the date of allotment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with the applicable laws, rules and regulations, as may be prevailing at that time and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**10. APPOINTMENT OF MR. THANGAMUTHU MUTHIAH (DIN NO:09550682) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass, the following resolution, as **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the Nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Mr. Thangamuthu Muthiah (DIN – 09550682) as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 5 (Five) consecutive years w.e.f 4<sup>th</sup> April, 2022

**RESOLVED FURTHER THAT** in order to give effect to the above resolution, Mr. Prem Aggarwal , Managing Director or any other Director of the Company be and are hereby severally authorized to do



all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

**By order of the Board**

**Place: Tirupur**

**Date: 13.04.2022**

**-Sd-**

**Prem Aggarwal**

**Managing Director**

**DIN No: 02050297**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI(Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re- appointment at this Extraordinary General Meeting ('Meeting' or 'EGM') is furnished as annexure to this Notice.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before Thursday, the 5<sup>th</sup> day of May, 2022
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the EGM is enclosed hereunder.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Extraordinary General Meeting
6. M/s. Bigshare India Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers and



change in the address of the members may be communicated to them.

7. The Notice is sent to all the members, whose name appeared in the Register of Members as on 08.04.2022
8. Members desirous of seeking information in respect of business to be transacted at the EGM are requested to send their queries to [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) at least one week prior to the meeting date. Replies will be provided in respect of such written queries at the meeting or by reply mail.
9. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
10. In case of joint holders, 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 at the EGM through e-voting.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.
12. In compliance with MCA circular and SEBI circular dated 12<sup>th</sup> May 2020, the Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the notice of EGM will also be available on the Company's website [www.garmentmantra.com](http://www.garmentmantra.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM notice is also disseminated on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com). For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in)
13. Process and manner for members opting for e-voting are as under. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including statutory modification(s) or re-enactment(s) for the time being in force), the Company is pleased to provide e-voting facility to its members enabling them to cast their votes electronically through e-Votingservices provided by Central Depository Services (India) Limited (CDSL).



**INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING :**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Governments, Ministry of Corporate Affairs (MCA) and SEBI etc.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e- Voting Services. 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”) will be provided by CDSL (Central Depositories Securities Limited).
3. The Members may note that VC/OAVM mode for the scheduled EGM is not available and the meeting is held in physical mode.
4. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.garmentmantra.com](http://www.garmentmantra.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM:**

The remote e-voting period commences on 4<sup>th</sup> May’2022 at 9:00 A.M. and ends on 6<sup>th</sup> May, 2022 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> April, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for 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.

The Board of Directors have appointed Mr. G. Vasudevan, Practising Company Secretary, Coimbatore to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Extraordinary General Meeting (EGM) in a fair and transparent manner. The members desiring to vote through electronic mode may refer the detailed procedure on e-voting given hereunder.





Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e- Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



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

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

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

**Login method for e-Voting for shareholders other than individualshareholders holding in Demat form & physical shareholders**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID

Manner of holding shares	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. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	Folio Number registered with the company. For example, if folio number is 001*** then user ID is 001***



- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Facility for Non – Individual Shareholders and Custodians –Remote Voting



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM AND E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. The EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Only those Members/ shareholders, who will be present in the EGM 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.
5. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like 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 Aadhar Card) by email to Company/RTA email id.



2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e- Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

**Shareholders may please note the following:**

1. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
2. 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 polling paper for all those members who are present at the EGM but have not casted their votes by availing the remote e-voting facility.
3. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:

#### ITEM NO: 1, 2 & 3

Presently the Authorized Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (Once Crores Ten Lakh Only) equity shares of Rs.10/- (Rupees Ten Only) each and its Paid-up Share Capital is Rs. 10,03,84,050 (Rupees Ten Crore Three Lakh Eighty Four Thousand and Fifty Only) divided into 1,00,38,405 (One Crore Three Lakh Four Hundred and Five) Equity Shares of Rs. 10/- each.

In order to improve the liquidity of the Company's Equity Shares and to make these equity shares more affordable/accessible for the small retail investors to invest in the Company's shares, the Board of Directors ("hereinafter referred as Board") at its meeting held on 4<sup>th</sup> April, 2022 recommended the Sub-Division of 1 (One) Equity Share having a Face Value of Rs. 10/- (Rupees Ten) each into 10 (Ten) Equity Shares having Face Value of Re. 1/- (RupeeOne) each, for the approval of Shareholders.

Further Article of Association of the Company and the Companies Act, 2013, permits sub- division of shares subject to the approval of members. The Record Date for the aforesaid Sub-Division of Equity Shares will be fixed by the Board of Directors of the Company after obtaining approval of members.

Also your company proposes to issue equity shares under Employee Stock Option Scheme (ESOS) and Employee Stock Purchase Schemes (ESPS) to present and future employees of the company as stipulated under the respective schemes and as decided by the Nomination and Remuneration Committee. A pool of 22,75,000 and 20,00,000 equity shares(subject to alteration of corporate action, if any) is to be created for issue of shares under ESOS and ESPS schemes accordingly. The current authorised share capital of the company needs to be increased in order to issue shares to the employees.

Pursuant to the aforesaid sub-division of Equity Shares and issue of shares under ESOS and ESPS schemes and pursuant to Section 13 & 61 of the Companies Act, 2013 and the rules made thereunder, it is required to alter the existing Capital Clause V of the Memorandum of Association of the Company. Accordingly, your Directors recommend the passing of Special Resolutions set out at Item No. 1 and Item No. 2 of the Notice for approval of Shareholders in the best interest of the company and all stakeholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them in the Company.

#### ITEM NO. 4,5 and 6:

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on April 04, 2022, approved Garment Mantra Lifestyle



Limited Employees Stock Option Scheme – 2022 (**“Scheme”**) to or for the benefit of such Employee as defined in the Scheme and explained in the explanatory statement.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**) and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares under an Employee Stock Options Scheme requires an approval of the existing Members by way of Special Resolution. The Special Resolution set out at Item No. 4 is seeking your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Employees of Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company. The Special Resolution set out at Item No. 5 is seeking your approval for the said purpose.

Further, as per Regulation 6(3)(d) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of options, to identified employees, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company. The Special Resolution set out at Item No. 6 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

**1. Brief Description of the Scheme:**

The Scheme shall be called as Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022.

The Purpose of the Scheme includes the following:

- a. To attract relevant talent into the Company to drive its growth plans.
- b. To motivate the Employees to contribute to the growth and profitability of the Company.
- c. To retain the Employees and reduce the attrition rate of the Company.
- d. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- f. To provide additional deferred rewards to Employees.

**2. The total number of Stock Options to be granted under the Scheme:**

The maximum number of Options that may be Granted pursuant to this Scheme shall not exceed 22,75,000 Options which shall be convertible into equal number of Equity Shares (**“Shares”**).

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors of the Company (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).





Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

**3. Identification of classes of Employees entitled to participate in the Scheme:**

- (a) An Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company

but does not include

- a. An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Board of Directors and set out in the Grant Letter.

Vesting of Options can vary from Grantee (*i.e an Employee to whom Options have been granted under the Scheme*) to Grantee as per the discretion of the Board of Directors whose decision shall be final and binding.

The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Board of Directors and mentioned in the Grant Letter.

**5. Maximum period within which the Options shall be vested:**

Maximum period within which the Options shall be vested is 5 (Five) years from the Grant Date.

**6. Exercise Price or Pricing Formula:**

Under this Scheme, the Exercise Price for Options will be decided by the Board of Directors on the basis Market Price.

The Board of Directors may provide a discount subject to maximum 30% on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of Share of the Company.



For the above purpose Market price means the average of closing and opening price of the Shares of the Company available on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately 26 weeks prior to the Relevant Date (the date of the meeting of the Nomination and Remuneration Committee on which the Grant is made).

**Explanation** – *If such shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered as the market price.*

**7. Exercise period and process of Exercise:**

After Vesting, Options can be Exercised either wholly or partly, within a maximum period of 5 (Five) years from the date of respective Vesting, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the exercise shall be communicated to the Grantees individually.

**8. Appraisal process for determining the eligibility of the Employees to the scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company / Group Company(ies) / Subsidiary Company(ies) / Associate Company(ies) / Holding Company.
- Performance of Employee: Employee's performance during the financial year in the Company / Group Company(ies) / Subsidiary Company(ies) / Associate Company(ies) / Holding Company on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards to be set by the Committee/ Board of Directors from time to time.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

**9. The Maximum number of Options to be granted per Employee and in aggregate:**

The maximum number of Options that may be Granted pursuant to this Scheme shall not exceed 22,75,000 Options which shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.



**10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of Equity Shares by the Company.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options:**

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

**17. Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed



in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**18. Period of lock-in:**

The Shares allotted to the Grantees pursuant to Exercise of Options may be subject to such lock-in period from the date of allotment, as decided by the Board of Directors.

**19. Terms & conditions for buyback, if any, of specified securities:**

The Board of Directors has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The Board of Directors recommend the resolutions as set out at item no. 4, 5 for and 6 for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

**Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022** and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

**Item No. 7,8 and 9:**

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on April 04, 2022, approved Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 ("**Scheme**") to or for the benefit of such Employee as defined in the Scheme and explained in the explanatory statement.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Equity Shares ("**Shares**") to Employees of the Company under an Employee Stock Purchase Scheme requires an approval of the existing Members by way of Special Resolution. The Special Resolution set out at Item No.7 is seeking your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for issuance and allotment of Shares, to Employees of Group



Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company. The Special Resolution set out at Item No. 8 is seeking your approval for the said purpose.

Further, as per Regulation 6(3)(d) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for issuance and allotment of Shares, to identified employees, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company. The Special Resolution set out at Item No. 9 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

**1. Brief Description of the Scheme:**

The Scheme shall be called as Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022.

The Purpose of the Scheme includes the following:

- a. to attract appropriate talent needed to effectively drive the growth strategies of the Company.
- b. to motivate the Employees to contribute to the growth and profitability of the Company.
- c. to retain the Employees and reduce the attrition rate of the Company.
- d. to achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

**2. The total number of ~~Stock Options to be granted~~/ Shares to be offered under the Scheme:**

The maximum number of Shares that may be offered, issued and allotted under the Scheme shall not exceed 20,00,000 fully paid-up Shares of face value Rs. 10/- each.

If any Share offered under the Scheme, lapses or is forfeited or surrendered under any provisions of the Scheme, such Share shall be available for further Offer under the Scheme unless otherwise determined by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include the Nomination and Remuneration Committee).

Further, the maximum number of the Shares that can be offered shall stand adjusted in case of Corporate Action (as defined in the Scheme).

**3. Identification of classes of Employees entitled to participate in the Scheme:**

- (a) An Employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- (c) An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company

but does not include



- (a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
- (b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

**5. Maximum period within which the Options shall be vested:**

Not Applicable, as the present Scheme is an Employee Stock Purchase Scheme.

**6. ~~Exercise Price/ Offer Price~~ Offer Price or Pricing Formula:**

Under this Scheme, the Offer Price will be decided by the Board of Directors on the basis Market Price.

The Board of Directors shall provide a minimum discount of 30% on such price as arrived above or such other higher percentage as the Board of Directors may deems fit. However, in any case the Offer Price shall not go below the face value of Share of the Company.

For the above purpose "Market price" means the average of closing and opening price of the Shares of the Company available on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately 26 weeks prior to the Relevant Date (the date of the meeting of the Nomination and Remuneration Committee on which the Offer is made).

**Explanation** – *If such shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered as the market price.*

**7. ~~Exercise period and process of Exercise/~~ Subscription of Offer and process of Subscription:**

The Offer can be subscribed, either wholly or partly, through Cash Mechanism by submitting the prescribed subscription application to the Board of Directors or any of its authorized representatives, along with the Offer Price, applicable tax and other charges, if any, within the Offer Period which shall be maximum of 90 (ninety) days from the date of receipt of the Offer Letter.

The mode and manner of the subscription shall be communicated to the Offerees individually.

**8. Appraisal process for determining the eligibility of the Employees to the scheme:**

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Offer under the Scheme, and the terms and conditions thereof.

- Loyalty: it will be determined on the basis of tenure of employment of an Employee in the Company / Group Company(ies) / Subsidiary Company(ies) / Associate Company(ies) / Holding Company.
- Performance of Employee: Employee's performance during the financial year in the Company / Group



Company(ies) / Subsidiary Company(ies) / Associate Company(ies) / Holding Company on the basis of decided parameters.

- Performance of Company: performance of the Company as per the standards set by the Nomination and Remuneration Committee / Board of Directors.
- As an incentive to persuade senior professionals in joining the Company.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

**9. The Maximum number of ~~Options~~ / Equity Shares to be ~~granted~~ / offered per Employee and in aggregate:**

The maximum number of Shares that may be offered, issued and allotted under the Scheme shall not exceed 20,00,000 fully paid-up Shares of face value Rs. 10/- each.

Subject to availability of Shares in the pool under the Scheme, the maximum number of Shares that can be offered to any eligible Employee during any one year shall not be equal to or exceeding 1% of the issued capital of the Company at the time of Offer. The Board of Directors may decide to Offer such number of Shares equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

**10. The Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the date of Subscription of Offer and the Offer Price paid.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Scheme shall be administered by the Nomination and Remuneration Committee.

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of Shares by the Company.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

Not applicable, since the Scheme is proposed to be implemented by direct route.



**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under regulation 15 of the SEBI (SBEB &SE) Regulations or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options:**

Under the Proposed Scheme, the Company proposes to allot the Shares and as such the valuation of Options is not applicable.

However, the Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Shares would be calculated as per the prescribed method under the applicable regulations.

**17. Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**18. Period of lock-in:**

The Shares to be issued and allotted to the Offerees under this Scheme shall remain in Lock in for a period of 1 year from the date of allotment.

**19. Terms & conditions for buyback, if any, of specified securities:**

The Board of Directors has the powers to determine the procedure for buy-back of Offer in accordance with the Applicable Laws.

The Board of Directors recommend the resolutions as set out at item no. 7, 8 for and 9 for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the Shares that may be offered under the Scheme.





Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Company.

**Item No: 10**

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr. Thangamuthu Muthiah as an Additional Director with effect from 4<sup>th</sup> March, 2022. The Company has received a declaration from Mr. Thangamuthu Muthiah that he meets with criteria of independence as prescribed under Section 149 of the Companies Act, 2013.

Mr. Thangamuthu Muthiah possesses appropriate skills, experience and knowledge in the field of Administration. Brief resume of Mr. Thangamuthu Muthiah, nature of her expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr. Thangamuthu Muthiah fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Keeping in view of her experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Thangamuthu Muthiah as an Independent Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9

The relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Resolution No. 9 are as under:

<b>Name of the Director</b>	<b>Mr. Thangamuthu Muthiah</b>
Date of Birth	05.06.1953
Date of first appointment on Board	04.04.2022
Qualification	Msc from Annamalai University, Diploma in Tropical Sericulture
Experience/Brief Resume/ Nature of expertise in specific functional areas	He has 33 years of experience in administration and has held various positions as Assistant Director, Regional Deputy Director to Joint Director in Sericulture Department
Terms and Conditions of Appointment along with remuneration sought to be paid	NA
Remuneration last drawn by such person, if any	NIL
No. of Shares held in the Company as on date	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/	NA



Disclosure of relationships between directors inter-se	
Number of Meetings of the Board attended during the year	1
Directorship / Designated Partner in other Companies / LLPs	NIL
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	NIL

**By order of the Board**

**-Sd-**

**Place: Tirupur  
Date: 13.04.2022**

**Prem Aggarwal  
Managing Director  
DIN No: 02050297**



**Form No. MGT 11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Garment Mantra Lifestyle Limited

CIN: L18101TZ2011PLC017586

Registered Office: No.15, Murthy's Plaza, Karia Gounder Street,  
Khaderpet, Tirupur – 641 601

●E-mail: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) ●Website: [www.garmentmantra.com](http://www.garmentmantra.com)

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of..... shares of the  
above-named company, hereby appoint

1. Name: .....E-mail Id: .....

Address: .....

Signature ..... or failing him

2. Name: .....E-mail Id:.....

Address: .....

Signature .....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting (EGM) of the Company, to be held Saturday, the 7<sup>th</sup> of May, 2022 at 11:30 a.m. at Swaad Mantra Hotels and Restaurants, No.8, College Road, Tirupur – 641 602 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolution Item
1	To approve the sub-division of equity shares of the company
2	To increase the authorized share capital of the Company
3	To approve the alteration of Capital clause V of Memorandum of Association(MOA) of the company
4	To approve Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022
5	To approve Grant of options to employees of Group company including subsidiary or its associate company, in India or outside India or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022
6	To approve grant of options to equal to or exceeding 1% of the issued



	capital (Excluding Outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022
7	To approve Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme -2022
8	To approve Grant of options to employees of Group company including subsidiary or its associate company, in India or outside India or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022
9	To approve grant of options to equal to or exceeding 1% of the issued capital (Excluding Outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme -2022
10	To appoint Mr. Thangamuthu Muthiah (DIN No: 09550682) as an Independent Director of the Company

**Affix  
Revenue  
Stamp**

Signed this ..... day of 2022

Signature of member ..... Signature of Proxy holder(s) .....

**Note:** *This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



**Garment Mantra Lifestyle Limited**

**CIN: L18101TZ2011PLC017586**

**Registered Office: No.15, Murthy's Plaza, Karia Gounder Street,  
Khaderpet, Tirupur – 641 601**

● E-mail: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) ● Website: [www.garmentmantra.com](http://www.garmentmantra.com)

**ADMISSION SLIP**

Serial No.	
Folio No./Client ID/ DP Id	
Name of the sole/ first member(s)	
Registered Address	
Name(s) of joint member(s), if any	
No. of shares held	

I certify that I am/ we am/ are Member(s) / Proxy for the Member(s) of the company.  
Please (√) in the box

Member  Proxy

I/ We hereby record my/ our presence at the Extraordinary General Meeting (EGM) of the Company held on Saturday, the 7<sup>th</sup> day of May, 2022 at 11:30 a.m. at Swaad Mantra Hotels and Restaurants, No.8, College Road, Tirupur – 641 602

**Name of the Proxy in Block Letters**

**Signature of Member / Proxy attending**

**NOTES:**

*i) Member / Proxy attending the Extraordinary General Meeting (EGM) must bring his / her Admission Slip which should be signed and deposited before entry into the venue.*

*ii) Duplicate Admission Slip will not be issued at the venue.*

**ELECTRONIC VOTING**

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the EGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Notes in the Notice convening the EGM for the procedure with respect to e-voting.

**EVSNO NO: 220412001**



**Garment Mantra Lifestyle Limited**

**CIN: L18101TZ2011PLC017586**

**Registered Office: No.15, Murthy's Plaza, Karia Gounder Street,  
Khaderpet, Tirupur – 641 601**

● E-mail: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) ● Website: [www.garmentmantra.com](http://www.garmentmantra.com)

**FORM NO: 12  
POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration Rules, 2014)

CIN	<b>L18101TZ2011PLC017586</b>		
Name of the Company	Garment Mantra Lifestyle Limited		
Registered Office	No.15, Murthy's Plaza, Karia Gounder Street, Khaderpet, Tirupur – 641 601		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID		DP ID	
Number of Equity shares held			

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Resolution Number	Description	Optional ( v )	
		For	Against
<b>Special Business</b>			
1	To approve the sub-division of equity shares of the company		
2	To increase the authorized share capital of the company		
3	To approve the alteration of Capital clause V of Memorandum of Association(MOA) of the company		
4	To approve Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022		
5	To approve Grant of options to employees of Group company including subsidiary or its associate company, in India or outside India or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022		
6	To approve grant of options to equal to or exceeding 1% of the		



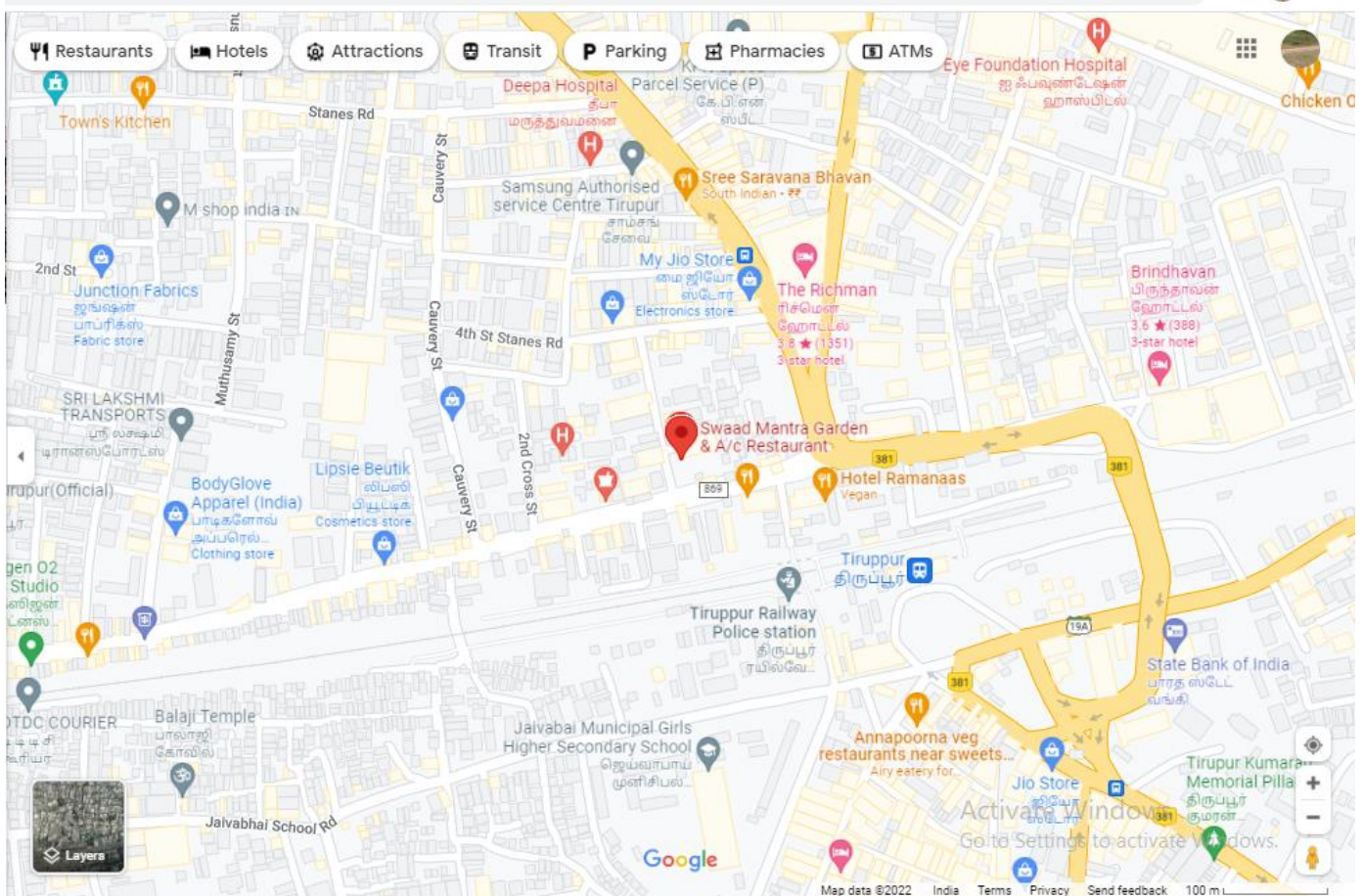
	issued capital (Excluding Outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Option Scheme -2022		
7	To approve Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme -2022		
8	To approve Grant of options to employees of Group company including subsidiary or its associate company, in India or outside India or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022		
9	To approve grant of options to equal to or exceeding 1% of the issued capital (Excluding Outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme -2022		
10	To appoint Mr. Thangamuthu Muthiah (DIN No: 09550682) as an Independent Director of the Company		

Place:

Date:

**(Signature of the Shareholder)**

**ROUTE MAP TO AGM:**



**VENUE OF THE MEETING**

Swaad Mantra Hotels and Restaurants  
No.8, College Road,  
Tirupur – 641 602