

23.11.2023

To

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

**BSE Scrip Code: 539216**

Dear Sir,

**Sub: Intimation under Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements Regulations, 2015 – Notice of Postal Ballot**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are enclosing herewith the Postal Ballot Notice dated November 10<sup>th</sup>, 2023, seeking approval of the Members of the company on the following items of business set out in the notice through electronic means (via remote e-voting only), in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) in this regard:

1. Appointment of Mr. Deva Kumar (DIN: 09243364) as an Independent Director of the Company

Further, in compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting postal ballot process through voting by electronic means (“remote e-voting”), in compliance with Companies Act, 2013 read with General Circulars issued by the Ministry of Corporate Affairs (MCA) and all other applicable laws and circulars issued by MCA, Government of India and Securities and Exchange Board of India (SEBI) in this regard, Postal Ballot Notice is being sent by email to all the Members whose email ID is registered with the Registrar & Transfer Agent/Depository Participants. Members whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, November 17, 2023 ('Cut-off date')

The company has engaged Bigshare Services Private Limited for facilitating remote e-voting to enable the Members to cast their votes electronically for voting on the resolution set out in the Postal Ballot Notice. The remote e-voting shall commence on Friday, November 24<sup>th</sup> 2023, at 09:00 AM(IST) and shall end on Saturday, December 23<sup>rd</sup>, 2023, at 5:00 PM (IST).



The Postal Ballot Notice is being uploaded on the Company's website under [www.garmentmantra.com/investors](http://www.garmentmantra.com/investors) and on the website of Bigshare Services Private Limited at [www.bigshareonline.com](http://www.bigshareonline.com). The result of the postal ballot will be declared within two working days from the conclusion of remote e-voting process. The result of the e-voting and the Scrutinizer's report will be submitted to the Stock exchanges as required under Listing Regulations and will also be placed on the website of the company at [www.garmentmantra.com](http://www.garmentmantra.com)

Kindly take note of the same in your records.

Thanking You,

Yours Faithfully,

For GARMENT MANTRA LIFESTYLE LIMITED

Lakshmi Priya K  
Company Secretary  
Membership No: A36135



**NOTICE OF POSTAL BALLOT**

*[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]*

To

The members,

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014, General circular Nos. 14/2020 dated April 8, 2020, 14/200 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December, 2022 issued by the Ministry of Corporate Affairs, Government of India(the MCA Circulars), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India(SS-2) and any other applicable law, rules and regulations(including any statutory modification(s) re-enactment(s) thereof for the time being in force, that the resolution appended below is proposed to appoint Mr. Deva Kumar(DIN No: 09243364), as an Independent Director, be passed by the members of the Company(as on the Cut-Off date), through postal ballot(the “Postal Ballot”) only by way of remote e-voting(“e-voting”) process. An explanatory statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this postal ballot notice (the Notice or the Postal Ballot Notice)

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice

The Board has appointed Mr. G. Vasudevan partner of M/s. G.V and Associates, (Membership No. FCS 6699) (CP No. 6522) Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and



22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Bigshare Services Private Limited for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 23<sup>rd</sup> December, 2023. The e-voting facility will be disabled by Bigshare immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. 23<sup>rd</sup> December, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

### **SPECIAL BUSINESS**

#### **Appointment of Mr. Deva Kumar (DIN: 09243364) as an Independent Director 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 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Deva Kumar (DIN:09243364), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 10<sup>th</sup> November, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from member under Section 160(1) of the Act, be and is hereby



appointed as an Independent Director of the Company for a period of five years till 9<sup>th</sup> November, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution

**For Garment Mantra Lifestyle Limited**

**-Sd-**

**Prem Aggarwal**

**Managing Director**

**DIN No: 02050297**

**Place:** Tirupur

**Date:** 10.11.2023

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102(1) read with Section 110 of the Companies Act, 2013 stating all material facts and the reason/rationale for the proposed is annexed herewith.
2. This Notice is being sent to all shareholders in electronic form, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on 17<sup>th</sup> November, 2023 ("cut of date") and voting rights of shareholders shall be reckoned in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly physical copy of the notice along with Postal Ballot form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed through Postal Ballot are deemed to have been passed on the last day of E-voting i.e. 23<sup>rd</sup> December, 2023 as if they are passed at a General Meeting of the members.
4. The company has appointed Mr. G. Vasudevan, Practising Company Secretary (FCS No: 6699, CP No: 6522) as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 2 working days from the conclusion of the remote e-voting period unblock the votes in the presence of



at least 2 witnesses not in the employment of the Company and make a Scrutinizer's

Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company. The result of e-voting by postal ballot will be announced within 2 working days from the conclusion of e-voting and will also be displayed on the Company website [www.garmentmantra.com](http://www.garmentmantra.com), on the website of Bigshare Services Private Limited [www.bigshareonline.com](http://www.bigshareonline.com) and communicated to the stock exchanges.

5. All material documents referred to in the explanatory statement will be available for inspection at the Registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, members may also send their requests to [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. The e-voting period shall start at 9:00 a.m. (IST) on 24<sup>th</sup> November, 2023 and end at 5:00 p.m. (IST) on 23<sup>rd</sup> December, 2023. The remote e-voting module shall be disabled by Bigshare for voting thereafter.

**7. Voting through electronic means:**

- i) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration Rules, 2014 as amended from time to time, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General meetings (SS2) issued by the ICSI as amended from time to time, the Company is pleased to provide its Members facility to exercise their vote on resolutions proposed to be considered 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 ("remote e-voting") will be provided by Bigshare Services Private Limited ("Bigshare")
- ii) The remote e-voting period commences on 24<sup>th</sup> November, 2023 (9:00 a.m. IST) and ends on 23<sup>rd</sup> December, 2023 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> November, 2023 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii) The details of the process and manner for remote e-voting are explained herein below:



The instructions for E-voting are as follows:

- i. The voting period begins on 24<sup>th</sup> November, 2023 at 9:00 a.m. and ends on 23<sup>rd</sup> December, 2023 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17<sup>th</sup> November, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>





Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) 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></li> <li>3) 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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.</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 <b>CDSL</b>	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 22-23058542-43.
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

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.  
**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.  
*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

### Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".  
**Note:** The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.



**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013:**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 10<sup>th</sup> November, 2023 has appointed Mr. Deva Kumar as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 10<sup>th</sup> November, 2023 to 9<sup>th</sup> November, 2028 (both days inclusive) subject to approval of the shareholders through special resolution.

The company has received:

- (i) Consent in writing from Mr. Deva Kumar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Director) Rules, 2014
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Deva Kumar to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act
- (iii) Declaration to the effect that he meets the criteria of Independence as provided in sub-section(6) of Section 149 of the Act and under LODR Regulations

The Nomination and Remuneration committee had previously finalized the desired attributes for the selection of Independent Director. Based on those attributes, the NRC recommended the candidature of Mr. Deva Kumar.

In the opinion of the Board, Mr. Deva Kumar fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Deva Kumar's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Deva Kumar is eligible for appointment as an Independent Director.



Further, Mr. Deva Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as in Independent Director of the company. Mr. Deva Kumar has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies(Appointment and Qualification of Directors) Rules 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Deva Kumar has confirmed that, he has not been a partner of a firm that had transactions during the last three financial years with the company or its subsidiary amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Deva Kumar as an Independent Director of the Company from 10<sup>th</sup> November, 2023 till 9<sup>th</sup> November, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modifications or re-enactment thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Deva Kumar and other relevant information as required under SEBI (LODR) Regulations, and SS-2 are provided in the annexure.

In compliance with the provision of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Deva Kumar as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Deva Kumar to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of the members.

**By order of the Board of Directors**

**-Sd-**

**Prem Aggarwal**

**Managing Director**

**Din No: 02050297**

**Place: Tirupur**

**Date : 10.11.2023**



**Additional Information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and applicable secretarial standards:**

**Brief Resume:**

Mr. Deva Kumar is a qualified Cost accountant with 13+ years of experience in the field of finance and costing. He has worked in various organisations as Head Finance and Accounts and Internal auditor. His skill sets include the following areas: Financial Planning, Budgeting, Leadership, Cash flow projection, Accounts reconciliation, Accounts Payable/Receivable, Project finance, Treasury operations and audit etc

Age	33
DIN No	09243364
Nature of expertise in specific functional areas	Accounting, Auditing and Strategic Budgeting
Inter-se relationships with directors and key managerial personnel	NIL
Listed companies in which Mr. Deva Kumar holds directorship and committee membership	NIL
Shareholding in the Company	0
Key terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 10 <sup>th</sup> November, 2023 to 9 <sup>th</sup> November, 2028
Remuneration proposed to be paid	He will be paid sitting fees as per Nomination and Remuneration Policy of the company read with the provisions of the Act
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	10 <sup>th</sup> November, 2023
Membership (Other than the company) in the Board Committees	NIL
Listed entities from which Mr. Deva Kumar has resigned as Director in past 3 years	NIL
Skills and capabilities required for the role and the manner in which Mr. Deva Kumar meets such requirements	Kindly refer his brief resume

