

02.09.2022

To

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

**BSE Scrip Code: 539216**

Dear Sir/Madam,

**Sub: Notice of Annual General Meeting to be held on 26<sup>th</sup> of September, 2022**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice of 11<sup>th</sup> Annual General meeting of the company to be held on Monday, 26<sup>th</sup> of September, 2022 at 11:30 a.m. at Swaad Mantra Hotels and Restaurants, No.8, College Road, Tirupur – 641 602. The said Notice forms part of the Annual report and Annual accounts of the company for the financial year 2021-22.

Kindly take note of the same in your records

Thanking You,

Yours Faithfully,

For GARMENT MANTRA LIFESTYLE LIMITED

K. Lakshmi Priya  
Company Secretary  
Membership No: A36135





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**NOTICE IS HEREBY GIVEN THAT THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. GARMENT MANTRA LIFESTYLE LIMITED (CIN: L18101TZ2011PLC017586) WILL BE HELD ON MONDAY, 26<sup>TH</sup> DAY OF SEPTEMBER, 2022 AT 11:30 A.M. AT SWAAD MANTRA HOTELS AND RESTAURANTS TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) as at 31<sup>st</sup> March 2022 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mrs. Ashmita Aggarwal, (DIN: 07332067), who retires by rotation and, being eligible offers herself for reappointment.

**SPECIAL BUSINESS:**

**3. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2022-23:**

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to section 148 (3) and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 and other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof) the remuneration payable to Mr. C. Sanjeevi, Cost and Management Accountant (Membership No.26512) appointed by the Board of Directors of the company to conduct audit of cost records maintained by the company for the financial year 2022-23 shall not exceed Rs. 75000/- (Rupees Seventy Five Thousand only) plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed

**RESOLVED FURTHER THAT** Mr.Prem Aggarwal, Managing Director or Mrs. Shikha Aggarwal, Whole time Director or any one of the director of the company be and is hereby authorized to all such other acts, deeds and things and to sign, seal and deliver all such documents as may be necessary to give effect to the above resolution

**4. TO REVISE THE REMUNERATION PAYABLE TO MR. PREM AGGARWAL(DIN NO: 02050297), MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

**RESOLVED THAT** pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with schedule V and relevant rules made thereunder



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(including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded for revision in remuneration of Mr. Prem Aggarwal (DIN:02050297), Managing Director of the Company to Rs. 2,00,000/- per month w.e.f April 1, 2022

**Basic Salary:** Rs.2,00,000(Rupees Two lakhs only) per month to be paid subject to deduction of tax at source

**Perquisites:** Rent free furnished accommodation on monthly basis

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Mr. Prem Aggarwal, the remuneration as mentioned shall be paid to him as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Mr. Prem Aggarwal in the capacity of Managing Director of the Company during his remaining tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required

**5. TO REVISE THE REMUNERATION PAYABLE TO MRS. SHIKHA AGGARWAL(DIN NO: 03373965), WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

**RESOLVED THAT** pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded for revision in remuneration of Mrs. Shikha Aggarwal (DIN:03373965), Whole time Director of the Company to Rs. 1,00,000/- per month w.e.f April 1, 2022



Basic Salary: Rs.1,00,000(Rupees One lakh only) per month to be paid subject to deduction of tax at source

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Mrs. Shikha Aggarwal, the remuneration as mentioned shall be paid to her as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Mrs. Shikha Aggarwal in the capacity of Whole-time Director of the Company during her remaining tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required

**6. TO REVISE THE REMUNERATION PAYABLE TO MRS. ASHMITA AGGARWAL(DIN NO: 07332067), DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification the following resolution as Special Resolution:

**RESOLVED THAT** pursuant to the provisions of section 197 , 198 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee, the approval of the members be and is hereby accorded for revision in remuneration of Mrs. Ashmita Aggarwal (DIN:07332067), Director of the Company to Rs. 1,00,000/- per month w.e.f April 1, 2022

Basic Salary: Rs.1,00,000(Rupees One lakh only) per month to be paid subject to deduction of tax at source

**RESOLVED FURTHER THAT** in the event of loss, absence or inadequacy of profits of the Company, during the term of the office of Mrs. Ashmita Aggarwal, the remuneration as mentioned shall be paid to her as minimum remuneration subject to necessary compliances of the provisions of the Companies Act, 2013 read with Schedule V.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, enhance, enlarge, widen or vary such terms & conditions (including remuneration) as it may deem appropriate in relation to Mrs. Ashmita Aggarwal in the capacity of Director of the Company during her tenure commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the relevant provisions of the Companies Act, 2013 /Income Tax Act, 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

**RESOLVED FURTHER THAT** any Director or the Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required

**7. TO PROVIDE AUTHORISATION UNDER SECTION 186 OF COMPANIES ACT, 2013:**

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

**RESOLVED THAT** in supersession of earlier resolution passed in the Extra Ordinary General meeting of the shareholders dated 24<sup>th</sup> January, 2015 and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.50,00,00,000 (Rupees Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr.Prem Aggarwal, Managing Director or any other director or Mrs.Lakshmi Priya. K, Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**Place: Tirupur  
Date: 30.05.2022**

**By order of the Board  
-Sd-  
Prem Aggarwal  
Managing Director  
DIN No: 02050297**



**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special business at the meeting, is provided thereto.
2. A member entitled to attend and vote at Annual 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 meeting.
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.
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.
6. M/s. Bigshare India Private Limited, Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri(East), Mumbai - 400093 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 26<sup>th</sup> August, 2022
8. A brief resume of each of the Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated 3 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General meetings are provided as Annexure to this notice
9. Members desirous of seeking information in respect of business to be transacted at the AGM are requested to send their queries to [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) atleast one week prior to the meeting date. Replies will be provided in respect of such written queries at the meeting or by reply mail.
10. 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.



11. 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 AGM through e-voting.
12. 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.
13. The Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the notice of AGM will also be available on the Company's website [www.garmentmantra.com](http://www.garmentmantra.com) and on the website of the Stock Exchange 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)
14. 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-Voting services 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 Securities Exchange Board of India 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 Annual General Meeting (AGM) 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 AGM ("remote e-voting") will be provided by CDSL (Central Depositories Securities Limited).
3. The Members may note that VC/OAVM mode for the scheduled AGM 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 AGM 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 AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

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

The remote e-voting period commences on 23<sup>rd</sup> September, 2022 at 9:00 A.M. and ends on 25<sup>th</sup> September, 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 19<sup>th</sup> September, 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 had 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 Annual General Meeting (AGM) 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.

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.

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.

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 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 individual shareholders 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 AGM AND E-VOTING DURING THE MEETING ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM 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 AGM.



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4. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
5. If any Votes are cast by the shareholders through the e-voting available during the AGM 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 AGM & 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 AGM through polling paper.
2. The Chairman shall, at the AGM, 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 AGM but have not casted their votes by availing the remote e-voting facility.



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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 AGM, 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.

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

**ITEM: 3**

The Board of Directors of the Company ('the Board') at their meeting held on 30<sup>th</sup> May, 2022, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. Sanjeevi. C, Cost Accountant to conduct audit of cost records made and maintained by the company pertaining to fabrics and garments for financial year commencing on 1<sup>st</sup> April, 2022 and ending on 31<sup>st</sup> March, 2023 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes & re-imburement of out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor requires ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the resolution for your approval.

**ITEM : 4, 5 AND 6:**

Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Prem Aggarwal, Managing Director, Mrs. Shikha Aggarwal, Whole time director and Mrs. Ashmita Aggarwal, Director was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their meeting held on 9<sup>th</sup> May, 2022. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time approval from members is now sought for the remuneration payable to Mr. Prem Aggarwal, Managing Director, Mrs. Shikha Aggarwal, Whole time director and Mrs. Ashmita Aggarwal, Director.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4,5 & 6 is annexed hereto as **Annexure** to this notice

None of the Directors, Key Managerial Personnel of the Company, or their relatives other than Mr. Prem Aggarwal, Mrs. Shikha Aggarwal and Mrs. Ashmita Aggarwal, or their relatives, is in any way concerned or interested, financial or otherwise, in the said Resolution.



The Board of Directors recommends Special Resolution set out in item no 4,5 and 6 of the Notice for approval by members.

**ITEM NO:7**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice.

The Board recommends the resolution at Item no.7 to be passed as Special Resolution.

**Place: Tirupur  
Date: 30.05.2022**

**By order of the Board**

**-Sd-**

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



**ANNEXURE TO NOTICE****Additional information of Director recommended for appointment/re-appointment**

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standards on General meeting issued by the Institute of Company Secretaries of India)

<b>Name of the Director</b>	<b>Mrs. Ashmita Aggarwal</b>
Directors Identification Number	07332067
Nationality	Indian
Date of Birth	31.03.1988
Date of appointment on the Board	21.11.2015
Qualification	MBA in Finance and Marketing
Nature of Expertise in functional areas	Administration
Number of Board meetings attended	7 meetings held during the financial year 2021-22
Terms and conditions of appointment/Re-appointment	Mrs. Ashmita Aggarwal was appointed as a Non-executive Director liable to retire by rotation
Shareholding in the company as on 31 <sup>st</sup> March, 2022	15 shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se	Mr. Prem Aggarwal - Father, Mrs. Shikha Aggarwal - Mother and Mr. Aditya Aggarwal – Brother
Directorship of other board of director of listed entity as on 31 <sup>st</sup> March, 2022	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

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF COMPANIES ACT, 2013:**

**I. General Information:**

1. Nature of Industry :

The Company is engaged in the business of manufacturing, selling and distribution of fabrics, hosiery garments and providing of related services



2. Date or expected date of commencement of commercial production

The company carries on the garment business since its incorporation

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: - NA

4. Financial performance based on given indicators

Particulars	Amt in Lakhs	
	2021-22	2020-21
Profit (Loss) after tax	148.80	546.57
Net worth	3452.97	3183.50
Earnings per share	1.48	6.76
Turnover	10391.89	10629.68

5. Foreign investments or collaborations, if any. –

As on 31<sup>st</sup> March, 2022, the shareholding of Foreign Institutional investors, Foreign Nationals and Foreign Companies in the company are as under

Particulars	No of Shares	%
Foreign Nationals	641	0.00

## II. Information about the appointee:

1. Background details:

The background details and experience of Mr. Prem Aggarwal and Mrs. Shikha Aggarwal are specified in the Corporate Governance report which forms a part of this notice.

2. Past Remuneration:

The past remuneration paid to Managing Director and Whole time director during the last financial year is as follows:

Name of the Director	Remuneration Paid during 2020-21
Mr. Prem Aggarwal	Rs. 3,75,000/- per month
Mrs. Shikha Aggarwal	Rs. 3,75,000/- per month

3. Recognition or awards:

Mr. Prem Aggarwal, Managing Director has been awarded the following awards:



- Abdul Kalam award for best entrepreneur

Mrs. Shikha Aggarwal, Whole Time Director has been awarded the following awards:

- Abdul Kalam award best service award

4. Job profile and his/her suitability:

- Mr. Prem Aggarwal, Managing Director has rich experience in the field of garment industry for more than 25 years and controls the affairs of the company as a whole under the direction of Board of Directors of the company. He has successfully and in a sustained way contributed to the growth in performance of the company.
- Mrs. Shikha Aggarwal has more than 15 years of experience in the garment industry particularly in reading the requirements of the domestic market and carrying the business of readymade garments with various technical matters thereto.

5. Remuneration proposed:

Details of remuneration proposed for approval of shareholders at this 11<sup>th</sup> Annual general meeting of the company are as provided in the respective resolutions.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The current remuneration being paid to the Managing Director and Whole-time Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other director, if any

Both the directors are the promoters of the company. Mrs. Ashmita Aggarwal, Director is the daughter of Mr. Prem Aggarwal and Mrs. Shikha Aggarwal. Mr. Aditya Aggarwal, Chief Financial officer is the son of Mr. Prem Aggarwal and Mrs. Shikha Aggarwal.

**III. Other Information:**

1. Reasons for loss or inadequate profits

The company has been making profits year on year in both standalone and consolidated basis. However the profits are not sufficient to cover the limit of 11% of Net profit for remuneration to be payable to Managing Director and Whole time director. Since the company is making profits year on year there are no specific steps required to take and proposed to be taken for improvement.



2. Expected increase in productivity and profits in measurable terms

The Company has earned the profit of 148.80 Lakhs during the year ended 31st March, 2022 and the Company is expected to do well in future.

**IV. Disclosures:**

The disclosures as required on all elements of remuneration package such as salary, benefits, etc. have been made in the shareholders resolution.

The Board recommends the Resolutions as set out at Item no.4 and 5 of the Notice as Special Resolutions, for approval of the Members. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Directors for their respective appointments, are in any way concerned or interested in the Resolutions as set out at Item nos. 4 and 5 of the Notice except to the extent of their shareholding, if any, in the Company