



JUNCTION FABRICS AND APPARELS LIMITED

(Formerly known as Junction Fabrics and Apparels Private Limited)

(CIN - L18101TZ2011PLC017586)

To

Date: 13.12.2019

BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai - 400001

BSE Scrip Code: 539216

Dear Sir/Madam,

Ref: Regulation 30 of SEBI(Listing Obligations and Disclosure requirements), 2015

Sub: Notice of the Extra-Ordinary General Meeting of the members of the Company

Further to our letter dated 12th December, 2019 and in terms of the provisions of Regulation 30 and other applicable provisions of SEBI Listing Regulations, please find enclosed herewith a copy of Notice calling the Extraordinary General Meeting of the Shareholders of the company scheduled on 4th January, 2020 at 10:30 a.m. at Swaad Mantra, No.8, College Road, Tirupur - 641602. The same is being sent to the shareholders of the company through permitted mode.

Kindly take note of the same in your record

Yours faithfully,
For Junction Fabrics and Apparels Limited

Prem Aggarwal
Managing Director
DIN No: 02050297



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

Factory: Shed No: 40, Nethaji Apparel Park, Ettiveerampalayam, New Tirupur, Tamil Nadu - 641 666.

Tel No. : +91-0421-2231896, +91-0421-2357140,

E-mail: accounts@junctionfabrics.in

Website: www.junctionfabrics.in



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NOTICE

Notice is hereby given that Extra-ordinary general meeting of the company will be held on Saturday, the 4th of January, 2020 at 10:30 a.m. at Swaad mantra, No.8,College road,Tirupur – 641 602 to transact the following business:

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 4,00,00,000/- (Rupees Four crores only) consisting of 40,00,000 (Forty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 11,00,00,000/- (Rupees Eleven Crores only) consisting of 1,10,00,000 (One crore ten lakh only) Equity Shares of Rs.10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new **Clause V** as under:

The Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven crore only) divided into 1,10,00,000 (One crore ten lakh) Equity Shares of Rs. 10/- (Rupees Ten 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 Mr. Prem Aggarwal, Managing Director or any other director of the company be and is hereby authorised to do all such acts and deeds as may be required in this regard

2. ISSUE OF WARRANTS ON PREFERENTIAL BASIS:

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

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RESOLVED THAT pursuant to the provisions of Section 23,42, 62 and applicable provisions, if any, of the companies act, 2013 read with Companies(Prospectus and Allotment of Securities)Rules, 2014 and the Companies(Share Capital and Debentures)Rules, 2014 and such other rules and regulations made thereunder(including any amendments, statutory modifications and/or re-enactment thereof for the time being in force)(the Act), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Securities and Exchange Board of India(SEBI) including SEBI(Listing Obligations and Disclosure Requirements) regulations, 2015 as amended from time to time, SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time , the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 40,00,000 (Fourty Lakh) equity warrants at a price of Rs.40/- per warrant, each convertible into or exchangeable for One(1) equity share of face value of Rs.10/- each at a premium of Rs.30/- per share aggregating to Rs. 16,00,00,000/- (Rupees Sixteen crores only) to the following Promoter group and Non-promoter group (Proposed allottees) on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI(ICDR) Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members

Sr No.	Particulars	Promoter/Non-Promoter Group	No. of Warrants
1	Prem Aggarwal	Promoter Group	1,425,000
2	Shikha Aggarwal	Promoter Group	575,000
3	Kamal Dangi	Non-Promoter	50,000
4	SarojDangi	Non-Promoter	56,250
5	FarheenShaikh	Non-Promoter	60,000
6	Anwar Shaikh	Non-Promoter	65,000
7	Abdul Kadar Shaikh	Non-Promoter	65,000
8	SakammaShaikh	Non-Promoter	60,000
9	AnuilShaikh	Non-Promoter	62,500
10	TejprakashDangi HUF	Non-Promoter	56,250
11	Reena Kothari	Non-Promoter	56,250
12	Rakesh Kothari	Non-Promoter	62,500
13	Kallash Kothari	Non-Promoter	62,500
14	Suresh Kothari	Non-Promoter	56,250

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15	FerozaShaikh	Non-Promoter	50,000
16	SohanlalDangi	Non-Promoter	50,000
17	Pravin P Jain	Non-Promoter	62,500
18	Lata Kothari	Non-Promoter	50,000
19	Prakashmal Jain	Non-Promoter	62,500
20	Kamla P Jain	Non-Promoter	62,500
21	Manish Lakhani	Non-Promoter	40,000
22	ShreyLakhani	Non-Promoter	40,000
23	Bharat M Shah	Non-Promoter	30,000
24	KirtikumarChudasama	Non-Promoter	30,000
25	Ketan Shah	Non-Promoter	40,000
26	Jigar Shah	Non-Promoter	40,000
27	RatilalPitroda	Non-Promoter	40,000
28	Nisarg Shah	Non-Promoter	40,000
29	Yash Joshi	Non-Promoter	40,000
30	Madhukant Joshi	Non-Promoter	20,000
31	Deepak Singh	Non-Promoter	20,000
32	Pradeep Shah	Non-Promoter	40,000
33	ChandrakantLakhani	Non-Promoter	30,000
34	Shatrunjay Investment	Non-Promoter	50,000
35	V N Shah	Non-Promoter	50,000
36	Sohan Investment	Non-Promoter	50,000
37	P S Sheth	Non-Promoter	50,000
38	R S Shah	Non-Promoter	40,000
39	Arihant Trading	Non-Promoter	20,000
40	C J Maniyar	Non-Promoter	50,000
41	C U Lakhani	Non-Promoter	50,000
42	M K Vora	Non-Promoter	60,000
43	U K Vora	Non-Promoter	20,000
44	B H Lakhani	Non-Promoter	60,000
Total Warrants			4000000

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RESOLVED FURTHER THAT the 'Relevant date' in accordance with SEBI(ICDR) Regulations would be 5th December, 2019 as the date of 30 days prior to this EGM shall be considered as the Relevant date for the purpose of above mentioned issue of Equity warrants convertible into Equity shares

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity warrants shall be subject to the following terms:

- a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of fifteen (15) days from the date of passing of this resolution.
- b) The subscription price for each warrant equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants as prescribed by the SEBI(ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder at the time of exercising conversion of Equity warrants.
- c) Each equity warrant is convertible into One(1) Equity share and the conversion can be exercised by warrant holder(s)(on full payment of subscribed amount) at any time during the period of Three(3) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be.
- d) The Equity warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity warrants by way of Capitalisation of profits or reserves, upon demerger/realignment, rights issue or undertakes consolidation/sub-division/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI(ICDR) Regulations and all other applicable regulations from time to time.
- e) The Warrant holder shall be entitled to exercise the option of exercising any or all of the Equity warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of the allottee in the records of the Company as the registered owner of such Equity shares

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- f) The Equity Shares to be so allotted on exercise of Equity warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- g) In the event the warrant holder does not exercise the Equity warrants within Three(3) months from the date of allotment of the Equity Warrants then such warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Equity warrants issued and allotted will be transferrable within the Promoter group subject to the compliance of applicable provisions and subject to such other approvals as may be necessary from time to time.
- i) The Equity shares arising from the exercise of the Equity warrants will be listed on Stock exchange where the equity shares of the company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inert-alia governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- j) The Equity warrants and the Equity shares being allotted pursuant to exercise of such Equity warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI(ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon the exercise of the option by the warrant holders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalizing the terms of agreements and other related documents, if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity warrants and equity shares, listing of Equity shares on Stock exchanges and authorise to preparation, execution and entering into arrangement/arrangements, offer letter, letter of allotment, all writings, instruments and such other documents(including documents in

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connection with appointment of agencies, intermediaries and advisors), utilization of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Directors or Officers or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities/depositories, Stock Exchanges and/or regulatory authorities to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection

RESOLVED FURTHER THAT all actions taken by the Board or Committee thereof, any Directors or Officers or any other authorised signatory/ies of the Company in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects

3. TO APPROVE THE PROPOSAL FOR CHANGING THE NAME OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 4(4), 13 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, the consent of the members be and is hereby accorded to change the name of the company from "Junction Fabrics and Apparels Limited" to "Garment Mantra Lifestyle Limited" or such other name as may be approved by the Registrar.

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr.Prem Aggarwal, Managing Director (DIN:02050297), of the Company be and is hereby authorized, on behalf of the Company, to make an application to the MCA for changing the name and to do all acts, deeds, matters

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and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.

Place: Tirupur
Date: 12.12.2019


Prem Aggarwal
Managing Director
DIN No: 02050297



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50(Fifty) and holding in aggregate not more than 10%(Ten Percent) of the total share capital of the Company. Proxies submitted on behalf of corporate members must be supported by an appropriate resolution/authority, as applicable.
2. The instrument appointing a proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
3. Member / proxy should bring the attendance slip sent herewith, duly filled in, for attending the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days of the Company during business hours upto the date of General Meeting.
7. The Company has not closed the Register of Members and share transfer books.
8. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail address in respect of electronics holdings with the Depository through their concerned Depository Participants.
9. The Notice of the EGM along with the Explanatory statement along with the Attendance Slip and Proxy Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

10. The shareholders are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts,
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts
13. Non-Resident Indian Members are requested to inform Big Share Services Private Limited, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically.
15. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least 7 days before the Meeting so as to enable the management to keep the information ready at the meeting.
16. The Notice is sent to all the members, whose name appeared in the Register of Members as on 06.12.2019

Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereto ("the Act") and SEBI(ICDR) Regulations is as follows:

ITEM NO:1

The company plans to make preferential issue and allotment of share warrants to eligible investors as specified under SEBI(Issue of Capital and Disclosure Requirements) Regulations. The company would utilize the proceeds of the issue towards the objectives mentioned in the explanatory statement of Item No.2. The present authorised capital would not be sufficient to raise capital through preferential allotment of shares. Hence the board of directors in their meeting dated 12th December, 2019 has approved for increasing the authorised share capital of the company from the present value of Rs.4,00,00,000/- to Rs.11,00,00,000/-.

Pursuant to Section 13, 61, 64 and other applicable provisions of Companies Act, 2013 read with related rules and amendments thereon the approval of shareholders of the company is necessary by way of Ordinary resolution.Hence the approval of shareholders is sought for Item No.1 accompanying the notice for your approval.

ITEM NO:2

The Company is on a growth trajectory and a fresh investment in the Company will further help in business expansion. The Equity infusion will also strengthen the Company's balance sheet and reduce the finance cost for the Company. The infusion of fresh funds into the Company will also help in improving the bottom line of the financials. In order to achieve the above objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the long-term working capital. The board has explored various options and to raise funds by way of issue of warrants convertible into equity shares on preferential basis.

The Board of Directors of the Company at their meeting held on Thursday, 12th of December, 2019 had approved issue of Equity Warrants and accordingly proposes to issue and allot in aggregate and upto **40,00,000 (Forty Lakh)** equity warrants each convertible into or exchangeable for One(1) equity share of face value of Rs.10/- (Rupees Ten each) at a price (including the warrant subscription price and the warrant exercise price) of Rs.30/- each aggregating to **Rs. 16,00,00,000 (Rupees Sixteen Crore Only)** to the investors (including the Promoter Group and Non-Promoter group) on preferential basis to eligible investors in compliance with SEBI(ICDR) Regulations. Each Equity warrant is convertible into One(1) Equity Warrants and the conversion can be exercised at any time during the period of Three(3) months from the date of allotment of Equity Warrants, as the case may be, on such other terms and conditions as applicable, entitling the proposed allottee to subscribe to and be allotted the Equity Warrants convertible into Equity Shares of the Company.

Necessary information or details as required in respect of the proposed issue of Equity warrants in terms of applicable provisions of the Act read with related Rules thereto and SEBI(ICDR) Regulations are as under:

1. The objects of the preferential issue:

The company shall utilize the proceeds from the preferential issue of Equity Warrants to fund the capital requirement for increasing the profitability by increasing the bottom line, repayment of debts, business expansion, working capital requirements and for general corporate purpose which shall enhance the profitability of the Company

2. Number of Shares and Pricing of Preferential issue:

It is proposed to issue and allot in aggregate and upto 40,00,000 (Forty Lakh) Equity Warrants at a price of Rs.40/- per warrant, each convertible into or exchangeable for One(1) Equity share of face value of Rs.10/- at a premium of Rs.30/- per share aggregating to Rs.16,00,00,000 (Rupees Sixteen Crores Only) to proposed allottees

3. Basis on which the price has been arrived at:

The equity shares of the Company are listed on BSE SME segment and are frequently traded in accordance with SEBI(ICDR) Regulations. For the purpose of computation of price for each warrant convertible into per equity share, the said period has been considered.

In terms of the applicable provisions of SEBI(ICDR) Regulations the price at which Equity Warrants shall be allotted shall not be less than higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six(26) weeks preceding the Relevant Date; or
- b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two(2) weeks preceding the Relevant Date.

The pricing of the Equity warrants to be allotted on preferential basis is Rs.40/- per Warrant convertible into equivalent number of Equity Share of face value of Rs.10/- each, which is not lower than the price determined in accordance with applicable provisions of SEBI(ICDR) Regulations.

Since the equity shares of the Company have been listed on the Stock exchange for a period of more than 26 weeks prior to the Relevant date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the relevant provisions of SEBI(ICDR) Regulations.

4. Relevant Date:

The "Relevant Date" in accordance with SEBI(ICDR) Regulations would be 5th December, 2019

5. The Shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:

S.No	Category	Pre Issue Shareholding		Post Issue Shareholding	
		No of Equity Shares	% of Shareholding	No of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian Promoters/Promoter Group				
	Individuals/HUF	1288250	47.84	3288250	49.14
	Bodies Corporate	0	0		
	Sub Total	1288250	47.84	3288250	0
2	Foreign Promoters/Promoter Group				
	Sub Total(A)	1288250	47.84	3288250	0
B1	Non-Promoter's Holding:				
	Institutions				
	Mutual Funds	0	0	0	0
	Venture Capital Fund	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Portfolio investor(Corporate)	0	0	0	0
	Financial Institutions/Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Sub Total(B1)	0	0	0	0
B2	Others				
	Individuals	1180020	43.84	3003770	44.88
	Bodies Corporate	20000	0.74	20000	0.30
	Clearing member	4000	0.15	4000	0.06
	Directors and relatives	0	0	0	0
	Trust	0	0	0	0
	Hindu Undivided Family	200000	7.43	256250	3.83
	Foreign Portfolio investor(individual)	0	0	0	0
	NBFC	0	0	0	
	Others	0	0	120000	1.79
	Sub Total(B2)	1404020	52.16	3404020	50.86
	Grand Total(A+B1+B2)	2692270	100	6692270	100

Notes:

- The pre-issue shareholding pattern is as on 6th December, 2019
- The shareholding as shown in post conversion of equity warrants is calculated assuming full conversion of Equity warrants into Equity Shares of the Company

6. Proposal/Intension of Promoters, Directors or Key Managerial Personnel(s) to subscribe to offer:

Mr. Prem Aggarwal and Mrs. Shikha Aggarwal, Promoter directors are intending to participate/subscribe to the proposed issue and no other Directors or Key Managerial Personnel are subscribing to this offer.

7. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI(ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen(15) days (i.e. 18th January, 2020) from the date of passing this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of Fifteen(15) days from the date of receipt of last of such approvals.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants and including the conversion thereof into Equity shares of the Company

9. No of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st of April, 2019 till the date of notice of this EGM, the Company has not made any preferential allotments, except for allotment of equity shares pursuant to employee stock option scheme of the Company on exercise of options vested by the concerned employees

10. Valuation for consideration other than cash:

Not applicable

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

12. Lock-in period:

The Equity Warrants and the Equity shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such a period as specified under applicable provisions of SEBI(ICDR) Regulations

13. Listing:

The company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

14. Auditors Certificate:

The Certificate being issued by M/s. A.Biyani & Co, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI(ICDR) Regulations, will be placed before the members at the EGM and will be kept open for inspection at the Registered Office of the Company from 10:00 a.m. to 1:00 p.m. on all working days between Monday to Saturday of every week, upto the date of this EGM

15. Other Disclosures/Undertakings:

- i. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a willful defaulter
- ii. The Proposed Allottee has not sold any equity shares during the six months preceding the Relevant Date

16. Identity of Proposed allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage(%) of Post Preferential issue capital that may be held by them and Change in control, if any, consequent to the Preferential issue:

Name and Address of the Proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No of warrants to be issued	Shareholding post exercise of warrants	
			No of shares	% of shareholding		No of equity shares	% of Shareholding
TejprakashDangi HUF	Non Promoter	TejprakashDangi	0	0	56250	56250	0.84
Shatrunjay	Non Promoter	Shraddha Shah	0	0	50000	50000	0.75

Investment							
Sohan Investment	Non Promoter	Vishal Shah	0	0	50000	50000	0.75
Arihant trading	Non Promoter	Ranjanben A Shah	0	0	20000	20000	0.30

The approval of the members by way of Special Resolution is required in terms of the applicable provisions of Section 23,42 and 62 of the Act read with applicable rules thereto and relevant provisions of SEBI(ICDR) Regulations and accordingly the approval of the members of the company is being sought

The Board of Directors of the company believe that the proposed issue is in the best interest of the company and its members and therefore recommends the Special resolution as set out in Item No.1 in the accompanying notice for your approval

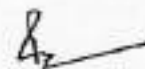
None of the Director or Key managerial personnel of the company or their relatives, other than Mr. Prem Aggarwal, Mrs. Shikha Aggarwal and Mrs. Ashmita Aggarwal are concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any

ITEM NO:3

The company is into the garments and apparels industry and the management proposes to change the name of the company that will reflect the corenature of the business. The board of directors in their meeting dated 12th December, 2019 has approved the proposal for changing the name of the company from "Junction Fabrics and Apparels Limited" to "Garment Mantra Lifestyle Private Limited".

Pursuant to Section 13 and other applicable provisions of Companies Act, 2013 read with related rules and regulations, the approval of shareholders is required by way of Special Resolution for changing the name of the company. Hence the approval of shareholders is being sought for Item No.3 accompanying the notice for your approval

Place: Tirupur
Date: 12.12.2019



Prem Aggarwal
Managing Director
DIN No: 02050297

PROXY FORM

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

Junction Fabrics and Apparels Limited
(CIN: L18101TZ2011PLC017586)
No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur – 641 601 Tamil Nadu

Name of the Member

Registered office address

Email ID

Folio No. / Client ID

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DP ID

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I/ We being the member of **Junction Fabrics and Apparels Limited** holding.....shares, hereby appoint

Name: E-mail ID:

Address:

.....Signature :

or failing him/her

Name: E-mail ID:

Address:

.....Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 8th Annual General Meeting of members of the Company, to be held on Saturday, the 4th of January, 2020 at Swaad Mantra, No.8, College Road, Tirupur – 641 002 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Business				
1	To increase the authorised share capital of the company			
2	To issue warrants on preferential basis			
3	To approve the proposal for changing the name of the company			

Signed this day of..... 2020

.....
Signature of Shareholder

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

Note:1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Its optional to indicate your preference. If you leave the 'for, 'against' or 'abstain' column blank any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

ATTENDANCE SLIP

JUNCTION FABRICS AND APPARELS LIMITED

(CIN: L18101TZ2011PLC017586)

No.15, Murthy's Plaza Karlagounder Street, Khaderpet, Tirupur – 641601, Tamil Nadu, India

Tel: 0421-2231896, Email ID: info@junctionfabrics.com, Website: www.junctionfabrics.in

EXTRA-ORDINARY GENERAL MEETING – 4TH JANUARY, 2020 AT 10:30 A.M

Registered Folio No/ DP No/Client ID No.

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No of Shares Held:

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I certify that I am a member/proxy/authorized representative for the members of the Company.

I hereby record my presence at the Extra-Ordinary general meeting of the Company at Swaad Mantra, No.8, College Road, Tirupur - 641002 on Saturday, the 4th January, 2020 at 10:30 a.m.

.....
Name of the member/proxy
(IN BLOCK LETTERS)

.....
Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM

ROUTE MAP:

