

04.04.2022

To

The Manager,  
Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001.

**BSE Scrip Code: 539216**

Dear Sir / Madam,

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), we wish to inform you that a meeting of Board of Directors of the Company was held today, the 4<sup>th</sup> of April, 2022 started at 11:00 p.m. and concluded at 12:45 p.m. The meeting inter-alia transacted the following businesses:

1. Considered and approved the Stock Split (sub division of equity shares) of company's 1 (one) equity share of face value of Rs. 10/- each in to 10 (ten) equity shares of face value of Rs. 1/- each, subject to the approval of shareholders and other statutory approvals as may be required. In this respect the record date shall be decided by the board and will be intimated to exchange.

The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 read with SEBI circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015 is enclosed as Annexure -1.

2. Considered and approved increase in the Authorised Share Capital of the Company from the present Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten lakh) equity shares of Rs. 10/- (Rupee Ten) each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 1/- (Rupee one) each ranking pari passu in all respect with the existing equity shares and subsequent alteration to the memorandum of association and articles of association of the Company, subject to the approval of members;



3. Considered and approved Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 and brief details of which are as under:
  - 3.1 The Option Pool of the Scheme shall be 22,75,000 (Twenty Two Lakhs Seventy Five Thousand) Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into be 22,75,000 (Twenty Two Lakhs Seventy Five Thousand) Equity Shares of face value Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time).
  - 3.2 Each Option is convertible into 1 Equity Share of the Company.
  - 3.3 The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.
  - 3.4 The exercise price will be decided in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at the time of grant of Options.
4. Considered and approved offer of shares to the employees of group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022.
5. Considered and approved the offer of equity shares equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 to Mr. Prakash C Prabhakar (who shall be joining the Company or any of its Group Company, Associate Company, Holding Company, Subsidiary Company or Joint Venture) at such position and on such terms and conditions as the Board of Directors may deems fit), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.
6. Considered and approved Garment Mantra Lifestyle Limited Employees Stock



Purchase Scheme – 2022 and brief details of which are as under:

- 6.1 The maximum number of Equity Shares ("**Shares**") that may be offered, issued and allotted under the Scheme shall be 20,00,000 (Twenty Lakhs) Shares (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) of face value Rs.10/- each.
- 6.2 The offer of 1 (one) Share shall entitle the offeree to apply for 1 (one) Share in the Company.
- 6.3 The Scheme shall be administered by the Nomination and Remuneration Committee of the Company and shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.
- 6.4 The exercise price will be decided in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 at the time of grant of Options.
- 6.5 The Shares to be issued and allotted to the Offerees under this Scheme shall remain in Lock in for a period of 1 year from the date of allotment.
7. Considered and approved offer of shares to the employees of group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022.
8. Considered and approved offer of equity shares equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 to Mr. Prakash C Prabhakar (who shall be joining the Company or any of its Group Company, Associate Company, Holding Company, Subsidiary Company or Joint Venture at such position and on such terms and conditions as the Board of Directors may deems fit), on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.



9. Appointed M/s Corporate Professionals Capital Private Limited, a category I Merchant Banker for implementation of Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022 and Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022 in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
10. Considered and approved based on the recommendations of Nomination and Remuneration committee appointed Mr. Thangamuthu Muthiah(DIN No: 09550682) as an Independent Director of the company subject to the approval of the shareholders at the next general meeting or within a period of three months whichever is earlier.

The requisite details of such appointment pursuant to SEBI(LODR) Regulations, 2015 read with SEBI circular dated September 9, 2015 are given as Annexure B

11. For considering and approving these items mentioned above, the Board of directors have proposed to call the Extra-Ordinary General meeting of the shareholders on Saturday, the 7<sup>th</sup> of May, 2022. The notice and explanatory statement shall be shared in due course.
12. Mr. G. Vasudevan, Practising Company Secretary, Coimbatore has been appointed as Scrutinizer for conducting the business through poll at EGM and for scrutinizing the E-Voting process under the Companies Act, 2013 and providing the report thereof for the ensuing Extra-Ordinary general meeting of the company

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**



## Annexure 1

### Disclosure under Regulation 30 of SEBI(Listing Obligation and Disclosure Requirements), Regulations, 2015

S.No	Particulars	Disclosures					
1	Split Ratio	One (1) Equity share of Rs. 10/- each will be subdivided / Split into 10 equity shares of face value of Rs. 1/- each					
2	Rational behind the split/consolidation	To facilitate larger shareholder base and aid liquidity					
3	Pre and Post share capital structure						
	Type of capital	Pre-Split Share Capital			Post-Split Share capital		
		No of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)	No of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)
	Authorised Capital	1,10,00,000	10	11,00,00,000	11,00,00,000	1	11,00,00,000
	Issued, Subscribed and Paid up Capital	1,00,38,405	10	10,03,84,050	10,03,84,050	1	10,03,84,050
4	Expected time of completion	Within 1-2 months from the date of shareholder's approval					
5	Class of shares which are consolidated or sub-divided	Equity Shares					
6	Number of shares of each class pre and post-split or consolidation	As per point no.3 above					
7	Number of shareholders who did not get any shares in consolidation and their pre consolidation shareholding	Not applicable					



## Annexure B

**Disclosure of information pursuant to Regulation 30 of Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September, 2015**

S.No	Particulars	Details
1	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	Appointment of Mr. Thangamuthu Muthiah as an Additional Independent Director subject to the approval of shareholders at the next general meeting or within a period of three months whichever is earlier
2	Date of appointment/ <del>cessation</del> (as applicable) Term of appointment	4 <sup>th</sup> April, 2022  Five years commencing from 4 <sup>th</sup> April, 2022 to 3 <sup>rd</sup> April, 2027
3	Brief Profile(in case of appointment)	<p>He has worked in the Sericulture department under Handloom Secretariat for 33 years in various positions from Assistant director, Regional Deputy Director to Joint Director. Also he has experience in all the field of sericulture like Mulberry production, Silk worm Rearing, cocoon and Silk yarn production &amp; marketing. He was appointed as Managing Director / Special officer for Tamil Nadu State silk producers marketing federation (TANSILK) for four years. During that tenure he got import license for TANSILK and Monitor the import of Chinese silk. He was monitoring the marketing of domestic and Chinese silk to all handloom weavers cooperative society in the state.</p> <p>He was working as joint director under the commissioner of sericulture looking after all the administration work until Retirement</p> <p>He was the liason officer between the department and the Central Silk Board (CSB) Bangalore in the implementation of Government sponsored schemes</p>
4	Disclosure of relationship between	Mr. Thangamuthu Muthiah is not related to



From the house of.,



# GARMENT MANTRA LIFESTYLE LIMITED

(Formerly Known as Junction Fabrics and Apparels Limited)  
(CIN: L18101TZ2011PLC017586)

	directors(in case of appointment of Director)	any of the Directors of the company
5	Information as required pursuant to BSE circular with ref no.LIST/COMP/14/2018-19	Thangamuthu Muthiah is not debarred from holding office of Director by virtue of any SEBI Order or such other authority

