

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(Formerly Known as Junction Fabrics and Apparels Limited)**  
**(CIN: L18101TZ2011PLC017586)**

07.09.2020

To

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

**BSE Scrip Code: 539216**

**Dear Sir/Madam,**

Sub: Intimation of Annual General Meeting (“AGM”).

We wish to inform you that the 09<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be held on Monday, the 28<sup>th</sup> September, 2020 at 11.00 am at Registered office of the company at No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur–641601 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Please find the enclosed herewith the copy of the Notice of AGM for the Financial Year 2019-20 which is being dispatched/sent to the members of the Company by permitted mode(s).

Kindly take the same on your records.

Thanking You,

Yours Faithfully,  
For Garment Mantra Lifestyle Limited



K. Lakshmi Priya  
Company Secretary  
Membership No: A36135

Registered & Admin Office: No.15, Murthy's Plaza, KariaGounder Street, Khaderpet, Tirupur – 641 601.

Factory: Shed No: 40, Nethaji Apparel Park, Eettiveerampalayam, New Tirupur – 641 666.

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

E-mail: [accounts@junctionfabrics.in](mailto:accounts@junctionfabrics.in)

Website: [www.junctionfabrics.in](http://www.junctionfabrics.in)

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(Formerly Known as Junction Fabrics and Apparels Limited)**  
**(CIN: L18101TZ2011PLC017586)**

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Notice is hereby given that the 9th Annual General Meeting of the Members of M/s. GARMENT MANTRA LIFESTYLE LIMITED (CIN: L18101TZ2011PLC017586) will be held on Monday, the 28th September, 2020 at 11.00 am at Registered office of the company at No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur-641601 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

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**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements as at 31<sup>st</sup> March 2020 together with the Directors' Report and Auditors' Report thereon.
2. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s. A Biyani & Co, Chartered accountants, (Firm Registration No: 140489W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 14<sup>th</sup> Annual General Meeting of the Company at a remuneration of Rs. 1,25,000/- (excluding Goods and Service Tax and reimbursement of out of pocket expenses).

3. To appoint a Director in the place of Mrs. Ashmita Agarwal, (DIN: 07332067), who retires by rotation and, being eligible, offers herself for reappointment.

**SPECIAL BUSINESS**

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

**RESOLVED THAT** pursuant to provisions of Articles of Association and pursuant to the provisions of Section 2(54), 188, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof and, the consent and approval of the shareholders be and is hereby accorded to re-appoint Mr. Prem Aggarwal, (DIN: 02050297) as Managing Director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025.

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**RESOLVED FURTHER THAT** a remuneration upto Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act to be allowed to Mr. Prem Aggarwal, (DIN: 02050297), and in the event of inadequacy of profits, the Board shall be authorised to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 3 years.

**RESOLVED FURTHER THAT** Mrs. Shikha Aggarwal (DIN: 03373965) Whole time Director or Mrs. K. Lakshmi Priya, Company Secretary or any other directors of the Company be and are hereby authorized to extract the copy of this resolution for submission to statutory authorities, if necessary.

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

**RESOLVED THAT** pursuant to provisions of Articles of Association and pursuant to the provisions of Sections 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 (the Act), the consent and approval of the shareholders be and is hereby accorded for extending the term of Mrs. Shikha Aggarwal for another term of 5 years from 23.03.2020 to 22.03.2025, subject that her term shall be liable to be determined by her liability to retire by rotation in accordance with provisions of Section 152 of the Act.

**RESOLVED FURTHER THAT** on being re-appointed, Mrs. Shikha Aggarwal (DIN: 03373965) shall continue to hold her office of Whole time director and the re-appointment as such director shall not be deemed to constitute a break in her appointment.

**RESOLVED FURTHER THAT** a remuneration upto Rs. 3,75,000 (Rupees Three lakh seventy five thousand only) per month excluding all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mrs. Shikha Aggarwal (DIN: 03373965), and in the event of inadequacy of profits, the Board shall be authorised to adjust the above remuneration in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of three years.

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**RESOLVED FURTHER THAT** Mr. Prem Aggarwal, Managing Director (DIN: 02050297) or Mrs. Lakshmi Priya, Company Secretary or any other directors of the Company be and are hereby authorized to extract the copy of this resolution for submission to statutory authorities, if necessary.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Kumar Goyal (DIN: 00022844) who was appointed as an Additional Director (Non-Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Senthil Rajagopal (DIN: 06520260) who was appointed as an Additional Director (Non- Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Thirumugan (DIN: 03107366) who was appointed as an Additional Director (Non-Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

**Place: Tirupur**  
**Date: 28.07.2020**

**By order of the Board**

-Sd-  
**PREM AGGARWAL**  
**MANAGING DIRECTOR**  
**(DIN: 02050297)**

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

Mr. Prem Aggarwal, (DIN: 02050297), was appointed as a Managing Director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025 in the Board Meeting held on 23.03.2020. As per the Companies Act, the approval of the shareholders is necessary. Hence, the Board recommends the appointment of Mr. Prem Aggarwal, (DIN: 02050297) as a Managing Director of the Company at a remuneration Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing the ordinary Resolution as set out in this Notice.

Except Mrs. Shikha Aggarwal and Mrs. Ashmita Agarwal, no other director is concerned or interested in the resolution.

**Item No. 5**

Mrs. Shikha Aggarwal (DIN:03373965), was appointed as a Whole time director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025 in the Board Meeting held on 23.03.2020. As per the Companies Act, the approval of the shareholders is necessary. Hence, the Board recommends the appointment of Mrs. Shikha Aggarwal (DIN: 03373965) as a Whole time director of the Company at a remuneration Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing the ordinary Resolution as set out in this Notice.

Except Mr. Prem Aggarwal and Mrs. Ashmita Agarwal, no other director is concerned or interested in the resolution.

**Item No. 6**

Mr. Anil Kumar Goyal (DIN: 00022844) who was appointed as an Additional Director (Non- Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Anil Kumar Goyal (DIN: 00022844) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Anil Kumar Goyal (DIN: 00022844) as an Independent Director of the Company for the period of 5 consecutive years.

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The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Anil Kumar Goyal as an Independent Director and accordingly, recommends the resolution at Item No.4 for approval by the members.

None of the Directors are concerned or interested in this resolution.

**Item No. 7**

Mr. Senthil Rajagopal (DIN: 06520260) who was appointed as an Additional Director (Non-Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Senthil Rajagopal (DIN: 06520260) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Senthil Rajagopal (DIN: 06520260) as an Independent Director of the Company for the period of 5 consecutive years.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Senthil Rajagopal (DIN: 06520260) as an Independent Director and accordingly, recommends the resolution at Item No.5 for approval by the members.

None of the Directors are concerned or interested in this resolution.

**Item No. 8**

Mr. Thirumurugan (DIN: 03107366) who was appointed as an Additional Director (Non-Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Thirumurugan (DIN: 03107366) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Thirumurugan (DIN: 03107366) as an Independent Director of the Company for the period of 5 consecutive years.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Thirumurugan (DIN: 03107366) as an Independent Director and accordingly, recommends the resolution at Item No.6 for approval by the members.

None of the Directors are concerned or interested in this resolution.

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM without the physical presence of the Members at common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed in this Notice.
4. Central Depositories Securities Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 9<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 9<sup>th</sup> AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08<sup>th</sup> 2020, April 13<sup>th</sup>, 2020 and May 05<sup>th</sup>, 2020 the Company is providing facility of remote e-voting to its members holding shares in physical or dematerialized form, as on the cut-off date, being 21<sup>st</sup> September, 2020, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”).



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7. The remote e-voting period begins on 25<sup>th</sup> September, 2020 at 9.00 am and ends on 27<sup>th</sup> September, 2020 at 5.00 pm.
8. The remote e-Voting process is explained herein below:

**Step 1:** Log-in to CDSL e-Voting system at <https://www.evoting.cdsl.com/>

**Step 2:** Cast your vote electronically on CDSL e-Voting system.

A. Details on Step 1 is mentioned below:

How to Log-in to CDSL e-Voting website?

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evoting.cdsl.com/> either on a Personal Computer or on a mobile and on home page click on the icon "Login" which is available under 'Shareholders' section.
2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
3. Alternatively, if you are registered for CDSL e-services i.e. IDEAS, you can log-in at <https://eservices.cdsl.com/> with your existing IDEAS login. Once you log-in to CDSL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are as given below:

<b>Manner of holding shares</b>	<b>Your User ID is:</b>
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.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:

If you are already registered for e-Voting	Use your existing password to login and cast your vote.
If you are using CDSL e-Voting system for the first time,	Retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

9. How to retrieve your 'initial password'?

1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from CDSL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

10. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

1. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

2. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

3. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

**B. Details on Step 2 is given below:**

How to cast your vote electronically on CDSL -Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies “EVSN” in which you are holding shares and whose voting cycle is in activestatus.
  3. Select “EVSN” of the Company for which you wish to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
11. General Guidelines for shareholders:
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vasudevanacs@gmail.com](mailto:vasudevanacs@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) and [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in).

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It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) to reset the password.

12. Instructions for members for attending the AGM through VC/ OAVM are as under:

Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials.

The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

13. The instructions for members for e-voting on the day of the AGM are asunder:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility 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.

3. Members who have casted their vote through Remote e-Voting will be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

4. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being 21<sup>st</sup> September, 2020.

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14. The Board of Directors has appointed Mr. G Vasudevan, Partner of M/s. GV and Associates, Company Secretaries, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
16. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
17. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (<https://junctionfabrics.in/>) and on Service Provider's website (<https://evoting.cdsl.com>) and the same shall also be simultaneously communicated to the BSE Limited. The result of the e-voting will also be displayed at the Registered Office of the Company.
18. 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.
19. The Company has not closed the Register of Members and share transfer books.
20. Members who seek clarification on accounts or operations of the Company are requested to write to the Company Secretary so as to reach atleast one week before the date of meeting so that the queries will be answered accordingly
21. 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 including Annual Report 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.

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22. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories.
23. Members may also note that the Notice and Annual Report 2019-20 will also be available on the website of the company [www.junctionfabrics.in](http://www.junctionfabrics.in) and website of BSE limited [www.bseindia.com](http://www.bseindia.com)
24. 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.
25. 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.
26. 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.
27. The Notice is sent to all the members, whose name appeared in the Register of Members as on 04.09.2020

**Place: Tirupur**  
**Date: 28.07.2020**

**By order of the Board**

-Sd-  
**PREM AGGARWAL**  
**MANAGING DIRECTOR**  
**(DIN: 02050297)**

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Notice is hereby given that the 9th Annual General Meeting of the Members of M/s. GARMENT MANTRA LIFESTYLE LIMITED (CIN: L18101TZ2011PLC017586) will be held on Monday, the 28th September, 2020 at 11.00 am at Registered office of the company at No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur-641601 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

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**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements as at 31<sup>st</sup> March 2020 together with the Directors' Report and Auditors' Report thereon.
2. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s. A Biyani & Co, Chartered accountants, (Firm Registration No: 140489W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 14<sup>th</sup> Annual General Meeting of the Company at a remuneration of Rs. 1,25,000/- (excluding Goods and Service Tax and reimbursement of out of pocket expenses).

3. To appoint a Director in the place of Mrs. Ashmita Agarwal, (DIN: 07332067), who retires by rotation and, being eligible, offers herself for reappointment.

**SPECIAL BUSINESS**

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

**RESOLVED THAT** pursuant to provisions of Articles of Association and pursuant to the provisions of Section 2(54), 188, 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof and, the consent and approval of the shareholders be and is hereby accorded to re-appoint Mr. Prem Aggarwal, (DIN: 02050297) as Managing Director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025.

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**RESOLVED FURTHER THAT** a remuneration upto Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act to be allowed to Mr. Prem Aggarwal, (DIN: 02050297), and in the event of inadequacy of profits, the Board shall be authorised to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 3 years.

**RESOLVED FURTHER THAT** Mrs. Shikha Aggarwal (DIN: 03373965) Whole time Director or Mrs. K. Lakshmi Priya, Company Secretary or any other directors of the Company be and are hereby authorized to extract the copy of this resolution for submission to statutory authorities, if necessary.

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

**RESOLVED THAT** pursuant to provisions of Articles of Association and pursuant to the provisions of Sections 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 (the Act), the consent and approval of the shareholders be and is hereby accorded for extending the term of Mrs. Shikha Aggarwal for another term of 5 years from 23.03.2020 to 22.03.2025, subject that her term shall be liable to be determined by her liability to retire by rotation in accordance with provisions of Section 152 of the Act.

**RESOLVED FURTHER THAT** on being re-appointed, Mrs. Shikha Aggarwal (DIN: 03373965) shall continue to hold her office of Whole time director and the re-appointment as such director shall not be deemed to constitute a break in her appointment.

**RESOLVED FURTHER THAT** a remuneration upto Rs. 3,75,000 (Rupees Three lakh seventy five thousand only) per month excluding all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mrs. Shikha Aggarwal (DIN: 03373965), and in the event of inadequacy of profits, the Board shall be authorised to adjust the above remuneration in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of three years.



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**RESOLVED FURTHER THAT** Mr. Prem Aggarwal, Managing Director (DIN: 02050297) or Mrs. Lakshmi Priya, Company Secretary or any other directors of the Company be and are hereby authorized to extract the copy of this resolution for submission to statutory authorities, if necessary.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Kumar Goyal (DIN: 00022844) who was appointed as an Additional Director (Non-Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Senthil Rajagopal (DIN: 06520260) who was appointed as an Additional Director (Non- Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Thirumugan (DIN: 03107366) who was appointed as an Additional Director (Non-Executive & Independent) of the Company at the Board Meeting held on 03.04.2020 and who hold office upto this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for the period of 5 consecutive years.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution.

**Place: Tirupur**  
**Date: 28.07.2020**

**By order of the Board**

-Sd-  
**PREM AGGARWAL**  
**MANAGING DIRECTOR**  
**(DIN: 02050297)**

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

Mr. Prem Aggarwal, (DIN: 02050297), was appointed as a Managing Director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025 in the Board Meeting held on 23.03.2020. As per the Companies Act, the approval of the shareholders is necessary. Hence, the Board recommends the appointment of Mr. Prem Aggarwal, (DIN: 02050297) as a Managing Director of the Company at a remuneration Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing the ordinary Resolution as set out in this Notice.

Except Mrs. Shikha Aggarwal and Mrs. Ashmita Agarwal, no other director is concerned or interested in the resolution.

**Item No. 5**

Mrs. Shikha Aggarwal (DIN:03373965), was appointed as a Whole time director of the Company for a period of 5 years commencing from 23.03.2020 to 22.03.2025 in the Board Meeting held on 23.03.2020. As per the Companies Act, the approval of the shareholders is necessary. Hence, the Board recommends the appointment of Mrs. Shikha Aggarwal (DIN: 03373965) as a Whole time director of the Company at a remuneration Rs. 3,75,000 (Rupees Three Lakh Seventy Five thousand Only) per month excluding all the perquisites and benefits, if any, except the perquisites falling outside the purview of the ceiling of remuneration as per applicable provisions of Schedule V of the Act.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing the ordinary Resolution as set out in this Notice.

Except Mr. Prem Aggarwal and Mrs. Ashmita Agarwal, no other director is concerned or interested in the resolution.

**Item No. 6**

Mr. Anil Kumar Goyal (DIN: 00022844) who was appointed as an Additional Director (Non- Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Anil Kumar Goyal (DIN: 00022844) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Anil Kumar Goyal (DIN: 00022844) as an Independent Director of the Company for the period of 5 consecutive years.

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The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Anil Kumar Goyal as an Independent Director and accordingly, recommends the resolution at Item No.4 for approval by the members.

None of the Directors are concerned or interested in this resolution.

**Item No. 7**

Mr. Senthil Rajagopal (DIN: 06520260) who was appointed as an Additional Director (Non-Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Senthil Rajagopal (DIN: 06520260) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Senthil Rajagopal (DIN: 06520260) as an Independent Director of the Company for the period of 5 consecutive years.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Senthil Rajagopal (DIN: 06520260) as an Independent Director and accordingly, recommends the resolution at Item No.5 for approval by the members.

None of the Directors are concerned or interested in this resolution.

**Item No. 8**

Mr. Thirumurugan (DIN: 03107366) who was appointed as an Additional Director (Non-Executive & Independent) of the Company w.e.f. 03.04.2020 in the Board Meeting held on 03.04.2020 and in terms of the provisions of Section 149, 150, 152 of the Companies Act, 2013, Mr. Thirumurugan (DIN: 03107366) holds office upto the ensuing Annual General Meeting of the Company. The Board recommends the appointment of the Mr. Thirumurugan (DIN: 03107366) as an Independent Director of the Company for the period of 5 consecutive years.

The Board considers it desirable that the Company should continue to avail the services rendered by Mr. Thirumurugan (DIN: 03107366) as an Independent Director and accordingly, recommends the resolution at Item No.6 for approval by the members.

None of the Directors are concerned or interested in this resolution.

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM without the physical presence of the Members at common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Since the ensuing AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed in this Notice.
4. Central Depositories Securities Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 9<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 9<sup>th</sup> AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08<sup>th</sup> 2020, April 13<sup>th</sup>, 2020 and May 05<sup>th</sup>, 2020 the Company is providing facility of remote e-voting to its members holding shares in physical or dematerialized form, as on the cut-off date, being 21<sup>st</sup> September, 2020, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the “Remote e-voting”).

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7. The remote e-voting period begins on 25<sup>th</sup> September, 2020 at 9.00 am and ends on 27<sup>th</sup> September, 2020 at 5.00 pm.
8. The remote e-Voting process is explained herein below:

**Step 1:** Log-in to CDSL e-Voting system at <https://www.evoting.cdsl.com/>

**Step 2:** Cast your vote electronically on CDSL e-Voting system.

A. Details on Step 1 is mentioned below:

How to Log-in to CDSL e-Voting website?

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: <https://www.evoting.cdsl.com/> either on a Personal Computer or on a mobile and on home page click on the icon “Login” which is available under ‘Shareholders’ section.
2. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
3. Alternatively, if you are registered for CDSL e-services i.e. IDEAS, you can log-in at <https://eservices.cdsl.com/> with your existing IDEAS login. Once you log-in to CDSL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are as given below:

<b>Manner of holding shares</b>	<b>Your User ID is:</b>
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.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:

If you are already registered for e-Voting	Use your existing password to login and cast your vote.
If you are using CDSL e-Voting system for the first time,	Retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

9. How to retrieve your 'initial password'?

1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from CDSL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

10. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

1. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

2. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

3. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

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4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

**B. Details on Step 2 is given below:**

How to cast your vote electronically on CDSL -Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies “EVSN” in which you are holding shares and whose voting cycle is in activestatus.
  3. Select “EVSN” of the Company for which you wish to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
11. General Guidelines for shareholders:
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vasudevanacs@gmail.com](mailto:vasudevanacs@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) and [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in).



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It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com) to reset the password.

12. Instructions for members for attending the AGM through VC/ OAVM are as under:

Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials.

The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

13. The instructions for members for e-voting on the day of the AGM 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. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility 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.

3. Members who have casted their vote through Remote e-Voting will be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

4. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being 21<sup>st</sup> September, 2020.

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14. The Board of Directors has appointed Mr. G Vasudevan, Partner of M/s. GV and Associates, Company Secretaries, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
16. The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
17. The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company (<https://junctionfabrics.in/>) and on Service Provider's website (<https://evoting.cdsl.com>) and the same shall also be simultaneously communicated to the BSE Limited. The result of the e-voting will also be displayed at the Registered Office of the Company.
18. 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.
19. The Company has not closed the Register of Members and share transfer books.
20. Members who seek clarification on accounts or operations of the Company are requested to write to the Company Secretary so as to reach atleast one week before the date of meeting so that the queries will be answered accordingly
21. 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 including Annual Report 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.

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22. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories.
23. Members may also note that the Notice and Annual Report 2019-20 will also be available on the website of the company [www.junctionfabrics.in](http://www.junctionfabrics.in) and website of BSE limited [www.bseindia.com](http://www.bseindia.com)
24. 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.
25. 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.
26. 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.
27. The Notice is sent to all the members, whose name appeared in the Register of Members as on 04.09.2020

**Place: Tirupur**  
**Date: 28.07.2020**

**By order of the Board**

-Sd-  
**PREM AGGARWAL**  
**MANAGING DIRECTOR**  
**(DIN: 02050297)**