

Notice is hereby given that the 6th Annual General Meeting of the Members of M/s. Junction Fabrics and Apparels Limited (CIN:U18101TZ2011PLC017586) will be held on Saturday the 29nd of July, 2017 at 11:30 am at Hotel Swaad Mantra Restaurants at No.8, College Road, Tirupur – 2, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at 31st March 2017 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mrs. Ashmita Agarwal (DIN: 07332067), who retires by rotation and, being eligible, offers herself for reappointment.
3. To consider and if thought to 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 thereunder, as amended from time to time and Ordinary Resolution passed by the members at their 3rd Annual General Meeting held on 29th September 2014, appointment of M/s. Balaji & Thulasiraman, Chartered Accountants (Firm Registration Number:007262S), Tirupur as the Statutory Auditors for the financial year 2017-18 be and is ratified on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of Companies Act, 2013(including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of remuneration of 18,00,000/- per annum payable for financial year 2017-18 to Mr. Prem Dinanath Aggarwal(holding DIN 02050297), Managing Director of the Company.

5. 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 196, 197, 203 and all other applicable provisions, if any of Companies Act, 2013(including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of

remuneration of 18,00,000/- per annum payable for financial year 2017-18 to Mrs. Shikha Aggarwal(holding DIN 03373965), Whole-time Director of the Company.

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 196, 197, 203 and all other applicable provisions, if any of Companies Act, 2013(including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, consent of the members of the Company be and is hereby accorded for payment of remuneration of 15,00,000/- per annum payable for financial year 2017-18 to Mrs. Ashmita Aggarwal(holding DIN 07332067), Director of the Company

By order of the Board

Place: Tirupur
Date: 25.05.2017

-Sd-

PREM DINANATH AGGARWAL
Managing Director
(DIN: 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.
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 Annual General Meeting.
7. The Company has not closed the Register of Members and share transfer books.
8. Members are requested to bring their Annual Report to the Annual General Meeting. The duly filled in attendance slip must be surrendered at the counter before attending the Meeting.
9. 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.
10. The Notice of the AGM along with the Annual Report 2016-17 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.
11. 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,
12. 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.
13. 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
14. 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.
15. 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.
16. 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.
17. The Notice is sent to all the members, whose name appeared in the Register of Members as on 25th May, 2017

By order of the Board

Place: Tirupur
Date: 25.05.2017

-Sd-

PREM DINANATH AGGARWAL
Managing Director
(DIN: 02050297)

Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

ITEM No. 4:

On the basis of recommendation from Nomination and remuneration committee, the Board of Directors in its meeting held on 25th May, 2017 increased the remuneration payable to Mr. Prem Dinanath Aggarwal, Managing Director to Rs. 18,00,000/- per annum for the financial year 2017-18 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder. The disclosure requirement as required under Schedule V of Companies Act, 2013 is given under annexure to the notice.

The appointment as well as payment of remuneration was approved by the Board based on recommendation from Nomination and Remuneration Committee based on responsibilities handled by the Managing Director of the Company. However due to inadequacy of profits, the managerial remuneration paid/payable needs to be approved for the financial year 2017-18.

The increase in remuneration to the managing director is subject to approval by shareholders of the company in general meeting.

The Board of Directors recommends the relevant resolution for your consideration and approval as an Ordinary resolution.

None of the directors expect Mrs. Shikha Aggarwal and Mrs. Ashmita Aggarwal, relatives of Mr. Prem Dinanath Aggarwal are concerned or interested in the resolution.

ITEM No. 5:

On the basis of recommendation from Nomination and remuneration committee, the Board of Directors in its meeting held on 25th May, 2017 increased the remuneration payable to Mrs. Shikha Aggarwal, Whole Time Director to Rs. 18,00,000/- per annum for the financial year 2017-18 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder. The disclosure requirement as required under Schedule V of Companies Act, 2013 is given under annexure to the notice.

The appointment as well as payment of remuneration was approved by the Board based on recommendation from Nomination and Remuneration Committee based on responsibilities handled by the Whole time Director of the Company. However due to inadequacy of profits, the remuneration paid/payable needs to be approved for the financial year 2017-18.

The increase in remuneration to the whole time director is subject to approval by shareholders of the company in general meeting.

The Board of Directors recommends the relevant resolution for your consideration and approval as an Ordinary resolution.

None of the directors expect Mr. Prem Dinanath Aggarwal and Mrs. Ashmita Aggarwal, relatives of Mrs. Shikha Aggarwal Aggarwal are concerned or interested in the resolution.

ITEM No. 6:

On the basis of recommendation from Nomination and remuneration committee, the Board of Directors in its meeting held on 25th May, 2017 increased the remuneration payable to Mrs. Ashmita Aggarwal, Director to Rs. 15,00,000/- per annum for the financial year 2017-18 pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules made thereunder. The disclosure requirement as required under Schedule V of Companies Act, 2013 is given under annexure to the notice.

The appointment as well as payment of remuneration was approved by the Board based on recommendation from Nomination and Remuneration Committee based on responsibilities handled by the Director of the Company. However due to inadequacy of profits, the remuneration paid/payable needs to be approved for the financial year 2017-18.

The increase in remuneration to the director is subject to approval by shareholders of the company in general meeting.

The Board of Directors recommends the relevant resolution for your consideration and approval as an Ordinary resolution.

None of the directors expect Mr. Prem Dinanath Aggarwal and Mrs. Shikha Aggarwal, relatives of Mrs. Shikha Aggarwal are concerned or interested in the resolution.