

SANRHEA TECHNICAL TEXTILES LIMITED

Regd. Office : Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014

CIN: L17110GJ1983PLC006309

NOTICE

NOTICE is hereby given that the 01/EGM/2017-18, Extra Ordinary General Meeting of the Company will be held on Friday, 10th November, 2017 at 10.00 a.m. at the Registered Office of the Company at Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014 to transact the following business:

SPECIAL BUSINESS

Item no. 1 - To issue Equity Warrants on Preferential basis to be converted into Equity Shares

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

“RESOLVED THAT in supersession Special Resolution passed at 34th Annual General Meeting of the Company held on 29.08.2017 and pursuant to the provisions of Section 62, Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed (the “Stock Exchange”) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 7,25,000 warrants (“Equity Warrants”) on a preferential basis to Mahendra Credit And Investment Co. Private Limited and 65,000 warrants (“Equity Warrants”) to Avantika Investments Private Limited, being companies within the Promoter Group (as defined in the ICDR Regulations), each convertible into, or exchangeable for, one equity share of face value of Rs. 10 each (the “Equity Shares”) at a price (including the warrant subscription price and the warrant exercise price) of Rs.15/- each (Rupees Fifteen only) each aggregating to Rs. 1,18,50,000 (Rupees One Crore Eighteen Lakh Fifty Thousand only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT the Relevant Date, as per the ICDR Regulations, for the determination of issue price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is October 11, 2017, being the date which is 30 (thirty) days prior to the date of this Extra Ordinary General Meeting i.e. November 10, 2017.

RESOLVED FURTHER THAT on conversion of the Equity Warrants, each Equity Warrant holder will be entitled to receive one Equity Share against one Equity Warrant held.

RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to Mahendra Credit And Investment Co. Private Limited and Avantika Investments Private Limited, within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

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

- i. The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- ii. An amount equivalent to 80% of the Issue Price shall be payable at the time of subscription and allotment of each Equity Warrant. The balance 20% of the Issue Price shall be payable by the Equity Warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Equity Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.
- iii. The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv. In the event the Equity Warrant holder(s) do(es) not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- v. The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- vi. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- vii. The Equity Shares to be allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the existing Equity Shares of the Company.
- viii. The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues.

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 exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and utilisation of proceeds of the Equity Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the Bombay Stock Exchange Ltd.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

*By order of the Board of Directors
For Sanrhea Technical Textiles Limited*

Place : Ahmedabad
Date : 09.10.2017

Dharmesh Patel
Company Secretary

Notes:

1. 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 A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from November 6, 2017 to November 10, 2017 (both days inclusive).
3. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against the respective depository accounts will be used by the Company for payment of the dividend, if any. The company or its Registrar cannot act on any request received directly from the shareholders, holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the shareholders.

4. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share transfer agents, Link Intime India Pvt. Ltd., 5TH Floor, 506 TO 508, Amarnath Business Centre - 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliesebidge, Ahmedabad - 380006.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Details under Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Notice of Extra Ordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extra Ordinary General Meeting is being sent in the permitted mode.
9. Members may also note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.sanrhea.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
10. Members holding shares in physical mode may also send the request to the Company or its Registrar by letter or by email at ahmedabad@linkintime.co.in to receive the soft copy of the Notice of Extra Ordinary General Meeting by email instead of hard copy. Members are requested to bring their Attendance Slip along with their copy of Notice of Extra Ordinary General Meeting to the Meeting.
11. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.
13. All documents referred to the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days except Sunday and public holidays between 11.00 a.m. to 1.00 p.m. up to and including the date of Extra Ordinary General Meeting of the Company.
14. INSTRUCTIONS FOR e-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility which will enable the members to exercise their rights to vote at the ensuing Extra Ordinary General Meeting (AGM) by electronics means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 7th November, 2017 (9.00 a.m.) and ends on 9th November, 2017 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd November, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant SANRHEA TECHNICAL TEXTILES LIMITED on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- The e-Voting period commences on 7th November, 2017 (9.00 a.m.) and ends on 9th November, 2017 (5.00 p.m.). During these period shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut-off date of 3rd November, 2017 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.

- iii. PCS Ashish C. Doshi of M/s SPANJ & ASSOCIATES, Practising Company Secretaries FCS 3544; CP No: 2356 of TF/1, Anison Building, SBI Lane, Nr. Stadium Circle, C. G. Road, Ahmedabad - 380009 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- v. The results declared along with the scrutinizer's report shall be placed on the Company's website www.sanrhea.com and on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

Company's Details:

SANRHEA TECHNICAL TEXTILES LIMITED

Parshwanath Chambers, 2nd Floor, Nr. New RBI,
Income Tax, Ahmedabad – 380 014.
E-mail ID: sanrhea@gmail.com

Registrar and Transfer Agent:

LINK INTIME INDIA PRIVATE LIMITED

5TH Floor, 506 TO 508, Amarnath Business Centre - 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Elliesebriidge, Ahmedabad - 380006.
Tel No.: +91 79 26465179, Fax: +91 79 26465179
E-mail ID: ahmedabad@linkintime.co.in

Scrutinizer :

SPANJ & ASSOCIATES

Practising Company Secretaries
TF/1, Anison Building, SBI Lane, Nr. Stadium Circle,
C. G. Road, Ahmedabad - 380 009
E-mail ID: csdoshiac@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Members of the Company had in terms of Special Resolution passed at the 34th Annual General Meeting held on 29th August 2017, the results of which were declared on 31st August, 2017 approved the Preferential Allotment of upto 7,90,000 Equity Warrants of Rs. 10/- each at a premium of Rs. 5/- on Preferential Allotment basis to Promoter Group Allottees.

Subsequently, the Company made application to BSE Limited (BSE) for seeking its in-principle approval for issue and allotment of the Equity Warrants to be allotted on Preferential basis. The company has not disclosed the identity of ultimate beneficiary of Promoter Group allottees to the shareholders and as such fresh consent/approval by the shareholders is being sought before seeking listing approval for the shares so as to be in compliance with Regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Accordingly, in order to disclose the ultimate beneficiaries of Mahendra Credit And Investment Co. Private Limited ("MCICPL") and Avantika Investments Private Limited ("AIPL"), the Board of Directors of the Company recommend subsequent Resolution for approval of shareholders by way of a Special Resolution in supersession of earlier resolution passed at 34th Annual General Meeting of the Company.

Salient features of the preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Warrants are:

- The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Warrants is October 11, 2017, being 30 days prior to the date of this Extra Ordinary General Meeting i.e. November 10, 2017.
- Regulation 76A of the ICDR Regulations also require that where the shares are not frequently traded, the issuer shall obtain a certificate for having complied with the provisions of the ICDR Regulations from independent chartered accountant in practice having a minimum experience of ten years. Your Company, being such a company, has obtained the said certificate for having complied with the provisions of the ICDR Regulations and the same shall be placed before the Extra Ordinary General Meeting of the shareholders and will also be open for inspection by the Members..
- 80% of the amount for preferential issue of Equity Warrants shall be received by the Company prior to the respective allotments.
- The Equity Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- At the time of exercise, the Equity Warrant holder(s) shall pay the balance 20% of the consideration payable in respect of the Equity Warrants so being exercised.

- Post conversion of the Warrants (assuming full conversion) in equity share capital would be increased to Rs. 3,79,00,000/- (Rupees Three Crore Seventy Nine Lakh only) and securities premium, would be increased by Rs. 39,50,000/- (Rupees Thirty Nine Lakh Fifty Thousand only).
- This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.
- The Proposed allottees have not sold any Equity Shares during the six months preceding the Relevant Date.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows:

a. Object of the preferential issue of Equity Warrants and details of utilization of proceeds:

As a part of growth strategy, your Company plans to issue Equity Warrants to Promoter Group to further increase the Equity base of the Company, to augment long term resources to meet near term working capital requirements, reduce/ repay the debt obligations of the Company.

b. Intention of the promoter/ directors/ key management personnel to subscribe to the proposed preferential issue:

Mahendra Credit And Investment Co. Private Limited ("MCICPL") and Avantika Investments Private Limited ("AIPL"), part of Promoter group of the Company has intended to subscribe for Equity Warrants.

None of the other promoters, directors or key management personnel of the Company intends to apply / subscribe to any of the Equity Warrants.

c. The shareholding pattern of the Company before and after the preferential issue of Equity Warrants

Shareholding pattern before and after the proposed preferential issue of Equity Warrants is as follows:

Sr. No.	Particulars	Eq. Shares Applied	Pre-Shareholding	% of holding	Post Shareholding	% of holding
A	Promoter's Holding					
	Indian Promoters	-	1344000	44.80	1344000	35.46
	Persons acting in concert	-	-	-	-	-
	Acquirers:					
	Mahendra Credit And Investment Co Pvt. Ltd.	725000	165750	5.53	890750	23.50
	Avantika Investments Pvt. Ltd.	65000	54700	1.82	119700	3.16
	Other persons acting in concert	-	-	-	-	-
	Sub-Total A		1564450	52.15	2354450	62.12
B	Non-Promoters Holding	-	-	-	-	-
	Insurance Companies	-	-	-	-	-
	Mutual Funds	-	-	-	-	-
	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non-Government Institutions)	-	-	-	-	-
	Foreign Institutional Investors (FIIs)	-	-	-	-	-
	Venture Capital Fund	-	-	-	-	-
	Sub-Total B	-	-	-	-	-
C	Others	-	-	-	-	-
	Other Bodies Corporate	-	151700	5.06	151700	4.00
	Hindu Undivided Family	-	81300	2.71	81300	2.15
	Indian Public	-	1201550	40.05	1201550	31.70
	Non Resident Indians	-	1000	0.03	1000	0.03
	Clearing Members	-	-	-	-	-
	Trust	-	-	-	-	-
	Sub-Total C	-	1435550	47.85	1435550	37.88
Grand Total	-	3000000	100.00	3790000	100.00	

Notes:

- 1) The above post-issue shareholding pattern assumes that the Preferential Issue of Equity Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

d. Proposed time within which preferential issue of Equity Warrants shall be completed

As required under the ICDR Regulations, the preferential issue of Equity Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

e. Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

The identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them on fully diluted basis is given in the following table:

Name of the Allottees	% of post preferential issue capital	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control *	
		Name of Shareholders	% of holding
Mahendra Credit And Investment Co. Pvt. Ltd.	23.50	Tushar Patel	10.31
		Kahini Patel	0.12
		Nihita Patel	0.12
		Tushar Patel (HUF) ¹	17.51
		Mahendrabhai Patel (HUF) ²	0.43
		Tushar Patel and Tejal Patel	71.51
		Total	100
Avantika Investments Pvt. Ltd.	3.16	Tushar Patel	0.01
		Kahini Patel	3.29
		Nihita Patel	1.15
		Tushar Patel (HUF) ¹	74.61
		Sanrhea Technical Textiles Ltd.	18.52
		Manisha Patel	0.14
		Mahendra Credit And Investment Co. Pvt. Ltd. ³	2.28
Total	100		

Note: Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control *

- 1. Karta** - Tushar Patel, **Members** - Tejal Patel, Sanaya Patel, Rhea Patel
- 2. Karta** - Tushar Patel, **Members** - Mahendrabhai Patel, Ketki Patel, Tejal Patel,
- 3. Shareholders** - Tushar Patel, Tejal Patel, Kahini Patel, Nihita Patel, Tushar Patel (HUF), Mahendrabhai Patel (HUF).

f. Change in control

As a result of the proposed Preferential Issue of Equity Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.

g. Lock-in-period

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

h. The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

i. Issue Price and Relevant Date

The Relevant Date on the basis of which the price of the issue of Equity Warrants has been calculated is October 11, 2017 i.e. 30 days prior to the deemed date of passing of Special Resolution by the members of the Company.

Since the Company's Equity Shares are infrequently traded, hence the price is determined in terms of Regulation 76A of the ICDR Regulations. Accordingly, the price determined works out to be Rs.12.5/- per Equity Share. The Company shall submit a certificate as

required under Regulation 76A of the SEBI ICDR Regulations with the stock exchanges where the Equity Shares of the Company are listed.

However, your Board proposes to issue the Warrants to be converted in to Equity Shares at a Price of Rs. 15/- (Rupees Fifteen only) per Warrant.

j. Auditor's certificate

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations shall be made available for inspection at the registered office of the Company on or after Monday, 9th October, 2017 between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of Extra Ordinary General Meeting.

Nature of concern or interest of Promoter/ Directors/Manager/ Key Managerial Personnel:

Mr. Tushar Patel, Managing Director, Mrs. Tejal Patel, Director of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Resolution in Item No. 1, by reason of their being part of the Promoter Group which also includes Mahendra Credit And Investment Co. Pvt. Ltd. and Avantika Investments Pvt. Ltd. Apart from the above, no other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be deemed to be concerned or interested in the proposed Resolution in Item No. 1, except to the extent of shares held by any of them in the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its members.

The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

*By order of the Board of Directors
For Sanrhea Technical Textiles Limited*

*Place : Ahmedabad
Date : 09.10.2017*

Dharmesh Patel
Company Secretary

SANRHEA TECHNICAL TEXTILES LIMITED

Regd. Office : Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014
CIN: L17110GJ1983PLC006309

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the member(s) of _____ Shares of the above named company, hereby appoint :

- Name: _____ having-mailid: _____
Address : _____

Signature : _____ or failing him
- Name: _____ having-mailid: _____
Address : _____

Signature : _____ or failing him
- Name: _____ having-mailid: _____
Address : _____

Signature : _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/EGM/2017-18 Extra Ordinary General Meeting of the Company, to be held on Friday, the 10th November, 2017, at 10:00 a.m. at Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	To issue Equity Warrants on Preferential basis to be converted into Equity Shares		

Signed this _____ day of _____, 2017.

Signature of member

Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly filled in, stamped & signed across the Stamp as per specimen signature registered with the Company and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SANRHEA TECHNICAL TEXTILES LIMITED

Regd. Office : Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014
CIN: L17110GJ1983PLC006309

Attendance slip

: To be handed over at the entrance of the meeting venue :

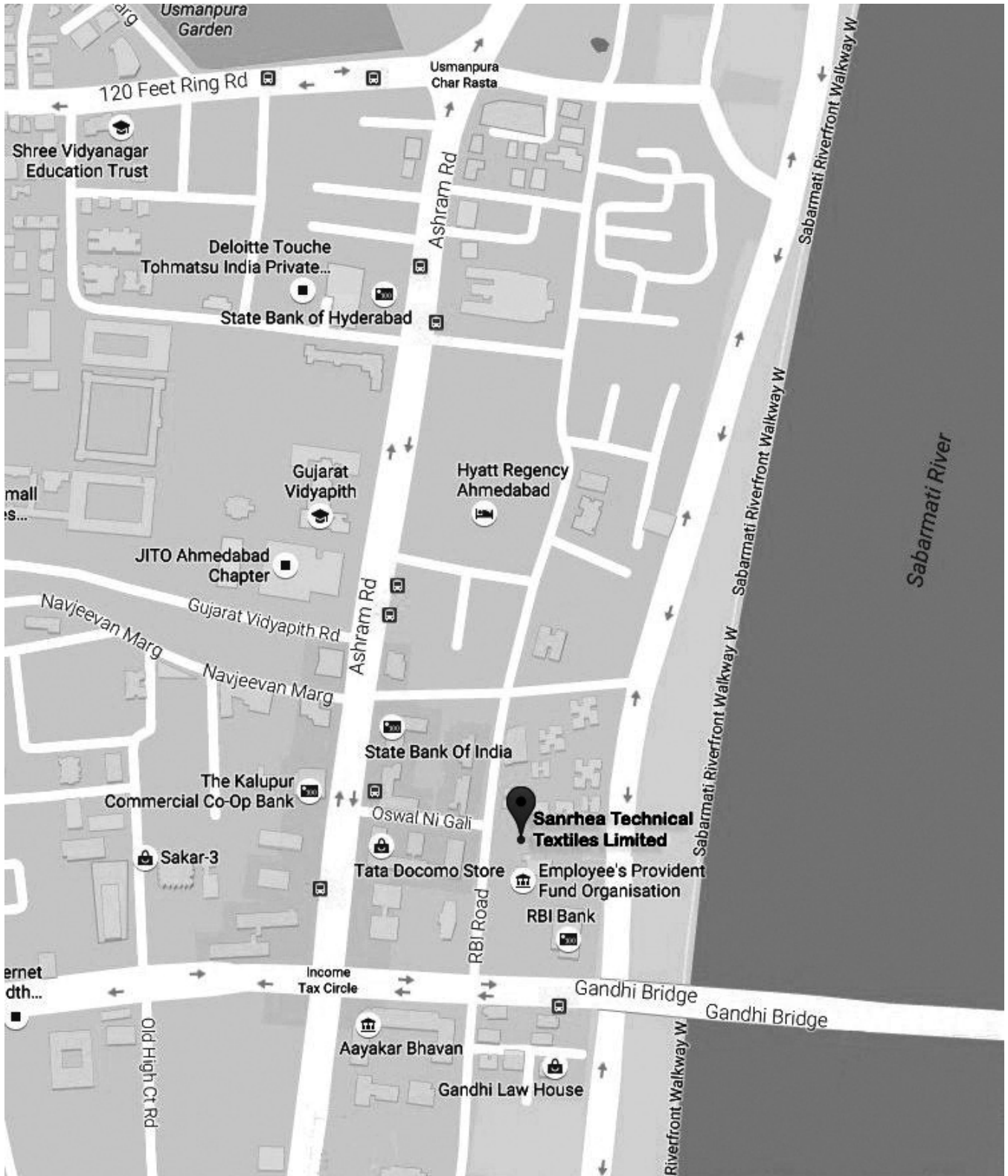
Name and Address of the Member (in block letters)	Folio No.	
	DP ID	
	Client ID	
	No. of shares held	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Friday, the 10th November, 2017, at 10:00 a.m at Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014.

Member's / Proxy's Signature

(to be signed at the time of handing over this slip)

Map of the EGM Venue



If undelivered please return to:

SANRHEA TECHNICAL TEXTILES LIMITED

CIN: L17110GJ1983PLC006309

Regd. Office : Parshwanath Chambers, 2nd Floor, Nr. New RBI, Income Tax, Ahmedabad – 380014