

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

To:

The Members of

JAKHARIA FABRIC LIMITED

(CIN: L17200MH2007PLC171939)

OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE – 421302.

Notice is hereby given that the **13th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Thursday, 31ST December, 2020 at 4.00 P.M.** through Video Conference (VC) / other Audio Visual means (OAVM) facility to transact with or without modification(s) the following business :

ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone Audited financial statements and Consolidated Audited Financial Statements of the Company for the year 2019-20 ended 31st March 2020, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2020, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2019-20 ended 31st March 2020, together with the Report of the Statutory Auditors and Board's Report thereon
- To re-appoint a Director **Mr. JIGNESH HIMATLAL SHAH (DIN: 00256315)**, who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint Statutory Auditors and authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 & 142 of the Companies Act, 2013 and rules framed thereunder, M/s. Shah Shroff & Associates, Chartered Accountants (Firm Regn. No. 0128920W), be and are hereby appointed as the Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the 18th Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

NOTES:

- i. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is not required in respect of the business under above Items. The relevant details of the Director seeking re-appointment under Item No. 2 , pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of

Company Secretaries of India, is provided in **Annexure A.**

- II. Members may note that to protect the health and safety of all the stakeholders including the shareholders in view of the continuing COVID-19 pandemic, the 13th Annual General Meeting (“AGM”) of the members of the Company will be held as an electronic AGM (“e-AGM”) in virtual mode, through Video Conferencing (“VC”)/ Other permitted Audio Visual Means (“OAVM”), as permitted by the Ministry of Corporate Affairs (“MCA”) vide its circular No. 20/2020 dated May 05, 2020 read with circulars dated 8th April 2020 and 13th April 2020, (“Collectively referred to as MCA circulars”) and by the Securities and Exchange Board of India (“SEBI”) vide its circular dated 12th May 2020. Accordingly, there will be no physical meeting of the shareholders taking place at a common venue in respect of the 28th AGM. Hence, Members have to attend and participate in the ensuing AGM though VC/OAVM.
- III. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- IV. As per the MCA circulars read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of 13th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant.
- V. Those Shareholders holding in physical mode whose email IDs/ Mobile number are not registered, are requested to register their email ID/ Mobile number with Registrar & Share Transfer Agent (RTA) by providing scanned copy of signed request letter by member submitting details viz Address, email ID, Bank Account details, PAN, DPID/Client ID or Folio Number and Number of shares held by them to enable to send communications by email.
- VI. **All the Members need to send email on AGMparticipant@bigshareonline.com for VC joining link which will be mailed by RTA before 24 hours of AGM.**
- VII. The attendance of the Members attending the 13th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- VIII. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020, the Notice calling the 13th AGM has been uploaded on the website of the Company at <https://www.jakhariafabric.com/investor-relationship>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com
- IX. 13th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020. Instructions for members for attending the 13th AGM through VC/OAVM are given as Annexure B
- X. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation (Including any

statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility and it is not mandatory to SME Listed Company to provide e-Voting Facility.

e-Voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") along with companies with less than 1000 members. Chapter XB of ICDR Regulations deals with the issue of specified securities by small and medium enterprises and chapter XC of the ICDR Regulations relates to listing on the exchange made possible without bringing on initial public offer by small and medium enterprises ("SMEs").

- XI. The Register of Members and Share transfer Books of the Company will remain closed from **Thursday the 24th December, 2020 to Thursday 31st December, 2020 (both days inclusive)**. The Record date / cut-off date to determine the eligibility of members for the purpose of voting at the 13th AGM is **Tuesday, the 29th December, 2020**.
- XII. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to

the RTA by e-mail to joyv@bigshareonline.com.

- XIII. The Company's website is www.jakhariafabric.com. Annual Reports of the Company is made available on the Company's website.
- XIV. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@jakhariafabric.com
- XV. Our Company's shares are tradable compulsorily in electronic form and through Bigshare Services Pvt. Ltd, Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE00N401018. As on March 31, 2020, 94.26% of our Company's Shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize

shares and to update their bank accounts with the respective Depository Participants

XVI. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e. Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:

BIGSHARE SERVICES PVT. LTD.

1st Floor, Bharat Tin Works Bldg.,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai – 400059

XVII. The Company was not having any pending unclaimed dividend to be transferred to Investor Education and Protection Fund (IEPF) in Pursuant to the provisions of Section 125 of the Companies Act, 2013.

**By order of the Board
For JAKHARIA FABRIC LIMITED**

**Sd/-
BHAVIN WAGHELA
COMPANY SECRETARY**

DATE : 5.12.2020

**REGISTERED OFFICE:
JAKHARIA FABRIC LIMITED
Office No.1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email:info@jakhariafabric.com**

Annexure A

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name	Mr. JIGNESH HIMATLAL SHAH
Directors Identification Number (DIN)	00256315
Age	40 Years
Qualification	Graduate
Expertise in Specific Area	Experience in the Textile Field
Date of first Appointment on the Board of the Company	22nd June, 2007
Shareholding in JAKHARIA FABRIC LIMITED	1,37,000 Equity Shares
List of Directorship held in other companies	Director - Jakharia Synthetics Pvt. Ltd.
Membership/ Chairmanships of Audit and Stakeholders Remuneration Committee	Member – Audit Committee