

NOTICE OF THE 15TH 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 **15th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Friday, 30TH September, 2022 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 2021-22 ended 31st March 2022, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2022, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2021-22 ended 31st March 2022, together with the Report of the Statutory Auditors and Board's Report thereon
- To re-appoint Director **Mr. Dixit Manikchand Shah (DIN: 01911262)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- Appointment of Mrs. Shejal Jignesh Shah (DIN : 00327894) as Director of the Company.**

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 the companies act, 2014 **Mrs. Shejal Jignesh Shah (DIN : 00327894)**, who was appointed as an Additional Director of the Company by the Board of Directors on 14th November, 2021 and holds directorship under Section 161 of the Companies Act, 2013, upto

the date of the Annual General Meeting, be and is hereby appointed as a Director of the Company."

- Appointment of Mr. Ajitsingh Arjun Ghorpade (DIN: 08775510) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Ajitsingh Arjun Ghorpade (DIN: 08775510), who was appointed as an Additional Director of the Company with effect from 14th November, 2021 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th November, 2021."

- Appointment of Mr. Jawahar Desai (DIN: 09305175) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Jawahar Desai (DIN: 09305175), who was appointed as an Additional Director of the Company with effect from 14th November, 2021 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th November, 2021.”

NOTES:

- I. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details of the Director seeking appointment under Item No. 3, 4 & 5 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 15th 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, 13th April 2020 and General circular no. 2/2022 dated May 05, 2022 (“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 15th AGM. Hence, Members have to attend and participate in the ensuing AGM through 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 circular dated 13th January, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of 15th 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 15th 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 15th 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. 15th 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.
- 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 **Friday the 23rd September, 2022 to Friday 30th September, 2022 (both days inclusive)**. The Record date / cut-off date to determine the eligibility of members for the purpose of voting at the 15th AGM is **Thursday, the 29th September, 2022**.
- 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, 2022, 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 : 07.09.2022

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

EXPLANATORY STATEMENT

Item No. 3

The Board of Directors of the Company had appointed Mrs. **Shejal Jignesh Shah** as an Additional Director of the Company with effect from 14th November 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Shejal Jignesh Shah shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as Director. A brief profile of Mrs. Shejal Jignesh Shah, including nature of her expertise, is annexed to this Notice. In the opinion of the Board, Mrs. Shejal Jignesh Shah fulfills the conditions specified in the Companies Act, 2013 for appointment as Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Shejal Shah, Mr. Jignesh Shah, Chairman & Executive Director and Mr. Himatal Shah, Wholetime Director, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

Item No. 4

The Board of Directors of the Company had appointed Mr. Ajitsingh Arjun Ghorpade as an Additional Director of the Company with effect from 14th November 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ajitsingh Arjun Ghorpade shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ajitsingh Arjun Ghorpade signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Ajitsingh Arjun Ghorpade, including nature of his expertise, is annexed to this Notice.

The Company has received a declaration of independence from Mr. Ajitsingh Arjun Ghorpade. In the opinion of the Board, Mr. Ajitsingh Arjun Ghorpade fulfills the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ajitsingh Arjun Ghorpade, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

Item No. 5

The Board of Directors of the Company had appointed Mr. Jawahar Desai as an Additional Director of the Company with effect from 14th November 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Jawahar Desai shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Jawahar Desai signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Jawahar Desai, including nature of his expertise, is annexed to this Notice.

The Company has received a declaration of independence from Mr. Jawahar Desai. In the opinion of the Board, Mr. Jawahar Desai fulfills the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of

Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Jawahar Desai, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

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

**Sd/-
BHAVIN WAGHELA
COMPANY SECRETARY
DATE : 07.09.2022**

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

'Annexure A to Notice of AGM'

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

Name	Dixit Manikchand Shah	Shejal Jignesh Shah	Ajitsingh Arjun Ghorpade	Jawahar Desai
Directors Identification Number (DIN)	01911262	00327894	08775510	09305175
Age	39 Years	41 Years	47 Years	71 Years
Qualification	Mr. Dixit Manikchand Shah has completed B.Com in 2004.	Mrs. Shejal Jignesh Shah has completed her Masters i.e. M.Com from Mumbai University in 2005.	Mr. Ajitsingh Ghorpade has completed his Graduation in BE from Shivaji University, Kolhapur IN 1996. He has done the MBA & MA from Shivaji University, Kolhapur IN 1998 & 2004 respectively. Also he has done M.Com from IGNOU, New Delhi in 2012.	Mr. Jawahar Desai has completed his Graduation in B.Com from Mumbai University in 1972 and a Fellow Member of the Institute of Chartered Accountant of India.
Expertise in Specific Area	He has a rich experience of over 19 years in the Textile Business. He plays a key role in managing the commercial and technical events of the Company.	She is having more than 10 years of experience textile business.	He is having total 20 years of experience in the Legal and managerial area. He has been a visiting faculty in a business school in Kolhapur.	He is a practicing Chartered Accountant with more than two decades of experience in various industries. His area of expertise are Audit and Taxation. He is running his own CA Firm i.e. Jawahar Desai & Co. since 1981.
Date of first Appointment on the Board of the Company	18.04.2008	14.11.2021	14.11.2021	14.11.2021
Shareholding in JAKHARIA	347000	75000	NIL	NIL



FABRIC LIMITED				
List of Directorship held in other companies	Dixit Processors LLP- Designated Partner	Jakharia Synthetics Private Limited - Director	<ul style="list-style-type: none"> i) KIN-TEX Engineers Private Limited - Director ii) Asia Maritime Services Private Limited - Director iii) BTC Energy Venture Private Limited - Director iv) Arco Infra Venture Private Limited - Director v) Fortune Shipping Lines Private Limited - Director vi) Focus 360 Degrees Media Private Limited - Director 	NIL
Membership/ Chairmanships of Audit and Stakeholders Remuneration Committee	N.A.	N.A.	<ul style="list-style-type: none"> i) Member - Nomination and Remuneration Committee; ii) Chairperson - Stakeholders' Relationship Committee; 	<ul style="list-style-type: none"> i) Member - Audit Committee ii) Chairperson - Nomination and Remuneration Committee; iii) Member - Stakeholders' Relationship Committee; iv) Chairperson - Corporate Social Responsibility (CSR) Committee;

By order of the Board
For JAKHARIA FABRIC LIMITED

Sd/-
BHAVIN WAGHELA
COMPANY SECRETARY
DATE : 07.09.2022

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