

NOTICE OF THE 16TH 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 **16th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Saturday, 30TH September, 2023 at 4.00 P.M.** at the registered office of the Company situated at Office No. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane- 421302, Maharashtra 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 2022-23 ended 31st March 2023, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2023, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2022-23 ended 31st March 2023, together with the Report of the Statutory Auditors and Board's Report thereon.
- To re-appoint **Mr. Manekchand Panachand Shah (DIN: 01911237)** Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- Appointment of Mr. Nitin Shah (DIN: 01869318) as Managing Director of the Company.**

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

“RESOLVED THAT based on the approval and recommendation of the Nomination and

Remuneration Committee of Board of the Directors and pursuant to the provisions of sections 196, 197, 198 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and all applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as ‘the Act’) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Members of the Company and subject to the approvals, consents, permissions, sanctions, etc., of the Central Government and all other concerned statutory, regulatory and other authorities, if any and to the extent applicable and required, the consent of the Members of the Company be and is hereby accorded for appointment of **Mr. Nitin Keshavji Shah (DIN: 01869318)** who was appointed as Additional Director be and is hereby appointed as Managing Director of the Company whose office shall be liable to retire by rotation, for the period of Five (5) years with effect from 14.11.2022 subject to reappointment after Five (5) years on the terms and conditions hereinafter.”

RESOLVED FURTHER THAT:

(A) the aforesaid appointment of Mr. Nitin Keshavji Shah (DIN: 01869318), Managing Director, shall be governed by the material terms & conditions set out in explanatory statement annexed hereto:

(B) Mr Nitin Keshavji Shah will be key managerial personnel of the Company under the provisions of section 203 of the Act;

RESOLVED FURTHER THAT the Chairman of the Board of Directors be and is hereby authorized to determine/ finalize managerial remuneration, perquisites, allowances, etc. and other terms and conditions within the aforesaid overall ceilings/ limits or as may be approved by the Central Government to the extent applicable or as per the provisions of section 197 and all other

applicable provisions, if any, of the Act, at his discretion;

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby authorized severally to file the required forms, documents etc. with the Registrar of Companies, Maharashtra and other prescribed authorities and to give and/ or publish the required notices, make disclosures, abstract of terms of appointment, remuneration etc., and to make appropriate applications to the Central Government, other authorities etc., if and to the extent applicable and required and to accept any variation, modification, revision etc. as may be recommended or stipulated by the Central Government, other authorities etc. and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise that are in the best interests of the Company;

RESOLVED FURTHER THAT any one of the directors or any one of the Key Managerial Personnel be and is hereby authorized severally to maintain and secure the relevant statutory registers in electronic mode, to make the entries in the same and to do all such acts, deeds, matters and things to give effect to this resolution.”

NOTES:

1. 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/re-appointment under Item No. 3 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**' of this Notice.

2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need

not be a Member of the Company. The proxy, in order to be effective, must be duly completed, stamped and signed and should be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

3. A person can act as a proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is enclosed herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

4. The instrument appointing a proxy shall (a) be in writing; and (b) be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

5. The Route Map of venue of the AGM is given after the notice.

6. The Notice calling the 16th 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

7. 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.

8. The 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”).

9. The Register of Members and Share transfer Books of the Company will remain closed from **Friday 22nd September, 2023 to Saturday 30th September, 2023** (both days inclusive). The Record date / cut-off date to determine the eligibility of members for the purpose of voting at the 16th AGM is Saturday, the 30th September, 2023.

10. 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 for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members during business hours 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

11. Members are requested to:

(i) Send all share transfer lodgments (Physical mode)/ correspondence to the Registrar and Share Transfer Agent up to the record date.

(ii) Write to the Compliance Officer of the Company for their queries or if desirous of obtaining any information, concerning the accounts and operations of the Company, at the

Company's Registered Office at least seven days before the date of the Annual General Meeting in order to enable the management to keep the information ready at the meeting.

(iii) Quote Registered Folio Number or DP ID/ Client ID in all the correspondence. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/ Proxy Holders/ Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/ Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.

12. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting on their behalf.

13. As per the provisions of Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 facility for making nominations is available for shareholders in respect of the physical shares held by them. Form SH 13 for making nomination can be obtained from R&TA. The duly filled in nomination form shall be sent to R&TA at their above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

14. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depositories

Participant(s). Members holding shares in physical form shall submit their PAN details to R&TA.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Mis. Bigshare Services Private Limited in case the shares are held by them in physical form.

16. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.

17. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/ Beneficial Holders will be entitled to vote.

18. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.

19. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Bigshare Services Private Limited for assistance in this regard.

20. As per Sections 101, 136 and other applicable provisions of the Companies Act, 2013, read with the Rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to Annual Reports to its Members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, Annual Report including inter alia the Report of the Board of Directors, Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent by electronic mode to all Members whose addresses are registered with the Company/ R&TA/ depositories. In compliance SEBI Circular circular no. SEBI/ HO/ CFD/ CMDI/ CIR/ P/ 2020/ 79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

21. To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned address. Annual Report is also available on the Company's website at <https://www.jakhariafabric.com/investor-relationship> and also made available for inspection at the Registered Office of the Company during the business hours.

22. 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, 2023, 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.

23. 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

24. 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/-
Vijay Thakkar
Company Secretary
Date: 07.09.2023

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 **Mr. Nitin Shah** as an Additional Director of the Company with effect from 14th November 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Nitin Shah shall hold office up to the date of this Annual General Meeting. A brief profile of Mr. Nitin Shah, including nature of his expertise, is annexed to this Notice. In the opinion of the Board, Mr. Nitin 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 Jignesh Shah, Mr. Jignesh Shah, Mr. Manekchand Panachand Shah Mr. Dixit Manikchand, Shah Mr. Himatlal Shah, and Promoters and Promoter group 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.

By order of the Board
For Jakharia Fabric Limited
Sd/-
Vijay Thakkar
Company Secretary
Date: 07.09.2023

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:

Mr. Manekchand Panachand Shah:

Name & Current Designation: Mr. Manekchand Shah - Whole-time Director

Address: 13-A-4, Gopal Nagar, Block No.402, 4th Floor, Kalyan Road, Bhiwandi, Thane- 421 302.

DIN: 01911237

Occupation: Business

Nationality: Indian

Other directorship: Nil.

LLPIN/ FLLPIN	LLP Name	Begin Date	Designation
AAU-9792	DIXIT PROCESSORS LLP	07/12/2020	Designated Partner

Mr. Nitin Keshavji Shah:

Mr. Nitin Keshavji Shah (DIN: 01869318) (Indian, date of birth – September 1st, 1976) has been associated with the Company since April 2008 & has played a significant role in supporting the Board of Directors of the Company. Owing to his outstanding qualities of leadership, maturity and performance over the years, he is promoted to the rank of Managing Director of the Company.

The period of office of Mr. Nitin Keshavji Shah shall be liable to determination by retirement of Director’s by rotation. If Mr. Nitin Keshavji Shah is re-appointed as a director immediately on retirement by rotation, he shall continue to hold office of Managing Director and such re appointment as director shall not be deemed to constitute break in his appointment as the Managing Director.

Mr. Nitin Keshavji Shah satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from Mr. Nitin Keshavji Shah:

- (i) Consent to act as the Managing Director in the prescribed form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in the prescribed form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a director under the Act;
- (iii) Declaration under Section 152 of the Act to the effect that he is not disqualified to become a director under the Act.

Pursuant to the provisions of Section 190 of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents are open for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee.

The material terms and conditions of the appointment of Mr. Nitin Keshavji Shah, as the Managing Director, are as follows:

1. Tenure of Agreement: For a period of 5 years commencing from 14th November 2022 to 13th November 2027

2. Salary, Allowances and Commission (hereinafter referred to as '**Remuneration**):

a) **Basic Salary:** Rs. 1,00,00,000/- (Rupees One Crore) per year.

b) **Perquisites/Allowances:**

i) **Medical Expenses:** Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.

ii) **Travel Concession/Assistance:** Travel Concession/Assistance (domestic) in respect of himself and his family.

iii) **Personal Accident Insurance:** Personal Accident Insurance policy as per rules of the Company.

iv) **Leave:** Leave with full pay or encashment thereof, as per the rules of the Company.

v) **Communication Facilities:** Telephone, Telefax & other communication facilities at residence.

vi) **Other Perquisites:** Subject to overall ceiling on remuneration, Mr. Nitin Keshavji Shah may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company. The value of such perquisites/allowances shall not exceed in aggregate One Hundred and Fifty Percent of the annual basic salary.

3. Minimum Remuneration:

Notwithstanding anytime herein contained, where in any financial year during the period of his office as Managing Director, the company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Nitin Keshavji Shah remuneration by way of salary, perquisites not exceeding the maximum limits laid down in schedule v of the companies act 2013, as may be agreed to by the Board of director Mr. Nitin Keshavji Shah.

4. Natures of duties:

a) The Managing Director shall devote his whole-time attention to the business of the company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such power as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the company including performing duties as assigned by the Board from time to time.

b) The Managing Director shall not exceed the powers so delegated by the Board. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interest and welfare of the Company and to conform to and comply with the directions as may be given to him from time to time by the Board.

ATTENDANCE SLIP

(To be presented at the entrance)

16TH ANNUAL GENERAL MEETING ON SATURDAY, 30TH SEPTEMBER, 2023 AT 4.00P.M. AT OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

Folio No. _____
 DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature
 Name of the Proxyholder _____ Signature

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

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

I / We, being the member(s) of Shares of JAKHARIA FABRIC LIMITED, hereby appoint:

1. Name: E-mail Id:
 Address:
 Signature:
 or failing him

2. Name: E-mail Id:
 Address:
 Signature:
 or failing him

3. Name: E-mail Id:
 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 Annual General Meeting of the company to be held on **Saturday, 30th September, 2023 at 4.00 p.m. at office no. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane - 421 302.** and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

1. Adoption of Standalone Audited financial statements and Consolidated Audited Financial Statements and Report of Board of Directors and Auditors for the year ended March 31, 2023.
2. To re-appoint Mr. Manekchand Panachand Shah (DIN: 01911237) Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Mr. Nitin Shah (DIN: 01869318) as Managing Director of the Company.

Signed this day of 2023

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

