



JAKHARIA FABRIC LIMITED

CIN: L17200MH2007PLC171939

Registered Office: Office No. 1224, Deoji Nagar, Narpoli village, Bhiwandi, Thane- 421302

Email: info@jakhariafabric.com

Website: www.jakhariafabric.com

**NOTICE OF EXTRAORDINARY GENERAL
MEETING**

NOTICE is hereby given that the Extraordinary General Meeting of the members of JAKHARIA FABRIC LIMITED will be held on Thursday, 25th April, 2024 at 01.30 p.m. at the registered office of the Company situated at Office No. 1224, Deoji Nagar, Narpoli village, Bhiwandi, Thane- 421302 to transact the following business:

SPECIAL BUSINESS:

**ITEM NO. 1: SHIFTING OF REGISTERED OFFICE
OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from Office No. 1224, Deoji Nagar, Narpoli village, Bhiwandi, Thane- 421302 to **Plot no. A-13, MIDC, Tarapur, Boisar, Palghar - 401506.**

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**ITEM NO. 2: APPOINTMENT OF MRS. SEJAL
NITIN SHAH (DIN: 09519451) 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 Section 149, 152 of the companies act, 2013 and other applicable provisions, if any, of the Companies act, 2013 read with rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to appoint Mrs. Sejal Nitin Shah (DIN: 09519451) as Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors and holds directorship under Section 161 of the Companies Act, 2013, and being eligible, offer herself for appointment for the office of Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Director(s) of the Company be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**By order of the Board
For Jakharia Fabric Limited**

**Sd/-
Vijay Thakkar
Company Secretary
Date: 01.04.2024**

Address:

Jakharia Fabric Limited
Office No. 1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email: info@jakhariafabric.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting (EGM) is annexed hereto. The relevant details of the Director seeking appointment/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' 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 EGM is given after the notice.
6. The Notice calling the EGM has been uploaded on the website of the Company at www.jakhariafabric.com. 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. All documents referred to in the Notice will 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 EGM. Members seeking to inspect such documents can send an email to info@jakhariafabric.com
10. Members are requested to:

- a. Send all share transfer lodgments (Physical mode)/ correspondence to the Registrar and Share Transfer Agent up to the record date.
 - b. 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.
 - c. 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.
11. 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.
 12. 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.
 13. 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.
 14. 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.
 15. 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 Foliros in one Folio.
 16. 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.
 17. 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.

18. 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 www.jakhariafabric.com and also made available for inspection at the Registered Office of the Company during the business hours.

19. 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:

**M/s. Bigshare Services Pvt. Ltd.
Office No. S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093.**

20. 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.

21. The Board of Directors has appointed KMC & Associates Practicing Company Secretaries (Membership No. FCS 11427) as a Scrutinizer to scrutinize the process of voting at the venue of the meeting in fair and transparent manner.

22. The voting rights of the members/ beneficial owners shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. 19th April, 2024.

23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 19th April, 2024, only shall be entitled to avail the facility of voting at EGM.

24. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, count the votes cast at the meeting, not later than two working days of conclusion of the meeting, a consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman, or any other person authorised by the chairman, shall declare the result of the voting forthwith.

25. The Results shall be declared on or after the EGM of the Company and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

26. The results declared alongwith the Scrutinizer's report shall be placed on the Company's Website: www.jakhariafabric.com immediately after the result is declared and shall simultaneously also be communicated to NSE Limited.

**By order of the Board
For Jakharia Fabric Limited
Sd/-**

**Vijay Thakkar
Company Secretary
Membership no.: A48722
Date: 01.04.2024**

**Address:
Jakharia Fabric Limited
Office No. 1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email: info@jakhariafabric.com**

EXPLANATORY STATEMENT:

ITEM NO. 1:

Presently, the Company's Registered Office is located at Office No. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane - 421 302. The Board of Directors of your Company at their meeting held on 13th March, 2024 has decided to shift the Registered Office of the Company from the 'Office No. 1224, Deoji Nagar, Narpoli Village, Bhiwandi, Thane - 421302, Maharashtra' to '**Plot no. A-13, MIDC, Tarapur, Boisar, Palghar- 401506, Maharashtra**' to carry on the business of the Company more economically and efficiently and with better operational convenience, therefore shifting of Registered Office to new location shall facilitate better coordination and interaction with various stakeholders.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot. Though Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 requires the Company to pass the resolution through Postal Ballot for shifting of registered office outside the local limits of any city, town or village, but as per the Companies (Amendment) Act, 2017, any item of business required to be transacted at a general meeting by a Company which is required to provide the facility to members to vote by electronic means. As the Company has more than 1,000 shareholders in the Company, the Company is providing facility to the members to vote electronically at the Extraordinary General Meeting. But, as the numbers of shareholders of the Company are less than 1,000 the provisions of Section 110 of the Companies Act, 2013 is not applicable to the Company. Therefore, the Board recommends the Resolution as set out in Item No. 1 for approval of the Members to pass at the EGM as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

ITEM NO. 2:

The Board of Directors of the Company had appointed Mrs. Sejal Nitin Shah (DIN: 09519451) as an Additional Director of the Company with effect from 14th November, 2023 in accordance with the provisions of Section 161 of Companies Act, 2013. A brief profile of Mrs. Sejal Nitin Shah, including nature of her expertise, is annexed to this Notice. In the opinion of the Board, Mrs. Sejal Nitin Shah fulfills the conditions specified in the Companies Act, 2013 for appointment as Director of the Company.

Mrs. Sejal Nitin Shah has given her consent to act as a Director in terms of Section 152 of the Companies Act, 2013 ("Act"). The Company had also received a declaration to the effect that Mrs. Sejal Nitin Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority. Further, the Board of Directors of the Company is of the opinion that Mrs. Sejal Nitin Shah is possesses appropriate skills, experience, knowledge and capabilities to be appointed as Director of the Company liable.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Nitin 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. 2 for approval of the Members.

Sr. No.	Requirement	Disclosure
1	Reason for Change	Appointment of Mrs. Sejal Nitin Shah (DIN: 09519451) as an Additional (Executive) Director of the Company w.e.f. 14.11.2023
2	Date of Appointment	14th November, 2023
3	Brief Profile	Mrs. Sejal Nitin Shah aged 46 years is

		qualified as BHMS (Dr.) and having Master degree in Physiology. Being in textile business family she also holds a good command over the technicalities and the production processes.
4	Disclosure of relationships between directors	Mrs. Sejal Nitin Shah is spouse of Mr. Nitin Shah, Managing Director of the Company and directly and / or indirectly related to the promoter & promoter group of the Company.

The brief profile of Mrs. Sejal Nitin Shah is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in Annexure – I to the Notice.

Annexure – A THE DETAILS OF THE DIRECTORS PURSUANT TO PARA 1.2.5 OF SS-2 ("SECRETARIAL STANDARD ON GENERAL MEETINGS"), REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND OTHER APPLICABLE PROVISIONS, ARE PROVIDED IN THE TABLE BELOW:

Name	Sejal Nitin Shah
Father's Name	Ratilal Premchand Bid
Date of Birth	14/04/1977
Age	47 years
Date of first appointment	14/11/2023
Brief resume and expertise in specific functional areas	Mrs. Sejal Nitin Shah aged 46 years is qualified as BHMS (Dr.) and having Master degree in Physiology. Being in

	textile business family she also holds a good command over the technicalities and the production processes.
Qualification	Mrs. Sejal Nitin Shah is qualified as BHMS (Dr.) and having Master degree in Physiology.
Terms And Conditions of Appointment	As detailed in the respective resolution and explanatory statement.
Directorship held in other companies including listed companies	1) K.K.P FASHIONS PRIVATE LIMITED
Chairman/ Member of the committee of the board of directors of the company	NIL
Chairman/ Member of the committee of the board of directors of other companies (including listed companies) in which he/she is a director	NIL
Listed entities from which the person has resigned in the past three years	NIL
Number of shares held in the company including shareholding as a beneficial owner	NIL
No. of board meetings attended during the financial year	NA
Relationship with other Directors, Manager and KMPs of the company	Mrs. Sejal Nitin Shah is spouse of Mr. Nitin Shah, Managing Director of the Company and directly and / or indirectly related to the

	promoter & promoter group of the Company.
Details of remuneration sought to be paid, if any	Mrs. Sejal Nitin Shah will be entitled to a remuneration by way of sitting fees as approved by the board of directors from time to time.
Justification for choosing the appointee for appointment	In the opinion of the Board, Mrs. Sejal Nitin Shah possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI listing regulations. Mrs. Sejal Nitin Shah aged 46 years is qualified as BHMS

	(Dr.) and having Master degree in Physiology. Being in textile business family she also holds a good command over the technicalities and the production processes.
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**By order of the Board
For Jakharia Fabric Limited
Sd/-**

**Vijay Thakkar
Company Secretary
Membership no.: A48722
Date: 01.04.2024**

**Address:
Jakharia Fabric Limited
Office No.1224, Deoji Nagar,
Narpoli Village, Bhiwandi,
Thane - 421 302
Email: info@jakhariafabric.com**

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON THURSDAY, 25TH APRIL, 2024 AT 01.30 P.M. AT OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

(PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM)

Regd. Folio No. / Client ID No.

Name of the Member / Authorised Representative / Proxy

No. of Share(s) held

I hereby record my/our presence at the Extraordinary General Meeting held on THURSDAY, 25TH APRIL, 2024, AT 01.30 P.M. at OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

Signature of the Member / Authorised Representative / Proxy



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:

Regd. Folio No. / Client 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 Extraordinary General Meeting of the company to be held on THURSDAY, 25TH APRIL, 2024, AT 01.30 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. Shifting of registered office of the company
2. Appointment of Mrs. Sejal Nitin Shah (DIN: 09519451) as Director of the company

Signed this day of 2024

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This form of proxy, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. A proxy need not be member of the company
3. A person can act as a proxy on behalf of member not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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 shareholders.
4. It is optional to indicate your preference, if you leave the "For" and "Against" column blank against any/or all the regulations, your proxy will be entitled to vote in the manner as he/she think appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.

Route Map

Venue: OFFICE NO.1224, DEOJI NAGAR, NARPOLI VILLAGE, BHIWANDI, THANE - 421 302.

Date and Time: THURSDAY, 25TH APRIL, 2024 AT 01.30 P.M.

