NOTICE OF THE 18TH ANNUAL GENERAL MEETING

To,
The Members of
JAKHARIA FABRIC LIMITED
(CIN: L17200MH2007PLC171939)
Registered Office Plot no. A-13, MIDC Tarapur, Boisar, Palghar – 401506, Maharashtra

Notice is hereby given that the **18th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Tuesday, 30TH September, 2025 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:

1. To receive, consider and adopt the Standalone Audited financial statements and Consolidated Audited Financial Statements of the Company for the year 2024-25 ended 31st March 2025, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2025, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2024-25 ended 31st March 2025, together with the Report of the Statutory Auditors and Board's Report thereon.

2. To re-appoint **Mrs. Sejal Nitin Shah (DIN: 09519451)** Director**,** who retires by rotation and being eligible, offers himself for re-appointment.

3. To Appoint **M/s. V J Shah & Co., Chartered Accountants,** as the Statutory Auditors of the Company and to fix their remuneration:

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof] and as recommended by the Audit Committee and the Board of Directors of the Company, **M/s. V J Shah & Co., Chartered Accountants,** (Firm Registration Number 109823W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of Five consecutive years from the conclusion of the 18th Annual General Meeting (AGM) until the conclusion of the 23rd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. Increase in the Authorised Share Capital and consequent alteration to the capital clause of the Memorandum of Association:

To consider and, if though fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or reenactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorized share capital of the Company from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 13,00,00,000/- (Rupees Thirteen Crores) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creation of additional Rs. 8,00,00,000 (Rupees Eight Crore)

divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:.

"V. The Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores), divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to this Resolution without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution".

5. ISSUE OF BONUS EQUITY SHARES OF COMPANY:

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

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, ") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)), the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of **81,27,660 equity shares of Rs.10/- (Rupees Ten Only)** each as bonus shares, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 2:1 i.e. 2 (Two) new equity share for every 1 (One) existing equity shares held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares and the fractional shares will be ignored.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form

RESOLVED FURTHER THAT the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

6. Regularisation of Additional Director Mr. Ronak Gunvantbhai Mistry (DIN: 08782781) as Independent Director of the Company.

To consider appointment of Mr. Ronak Mistry (DIN: 08782781) as Independent Director and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution.**

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and Section 178 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force), Consent of the members be and is hereby accorded, to appoint Mr. Ronak Mistry as an Non-Executive Independent Director of the Company from the conclusion of 18th Annual General Meeting of the Company till the conclusion of 23rd Annual General Meeting of the company."

RESOLVED FURTHER THAT any of the Director or Company Secretary of the company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

7. Appointment of Secretarial Auditor for a period of 5 years

To appoint Secretarial Auditors for the term of 5 (five) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), and as recommended by the Audit Committee and the Board, consent of the Shareholders of the Company be and is hereby accorded to appoint Nagdev & Associates, Practicing Company Secretaries (CP No: 19177 and Peer Review Certificate No. 1271/2021 as Secretarial Auditor of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company".

"**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the

Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company".

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as in his absolute discretion it may think necessary, expedient or desirable 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. 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) The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 18th AGM of the Company shall be conducted through VC/OAVM. The deemed venue for the 18th AGM will be the Registered Office of the Company Plot No A 13, MIDC Tarapur, Boisar, District – Palghar 401 506.

3) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, representatives of the Institutional/Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

4) The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5) In line with the MCA Circulars and SEBI Circular, the notice of the AGM along with the Annual Report are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report will also be available on the Company's website www.jakhariafabric.com website of the Stock Exchange i.e., BSE Limited at www. bseindia.com and also on the website of the RTA at https://ivote.bigshareonline.com/ current-events.

6) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 30 minutes before the time scheduled to start the AGM and the

Company may close the window for joining the VC/OAVM facility at 30 minutes after the scheduled time to start the AGM.

7) Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve principle.

8) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing remote e- Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM.

9) The Register of Members and Share transfer Books of the Company will remain closed from **Tuesday 23rd September, 2025 to Tuesday 30th September, 2025** (both days inclusive).

a) 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) 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.

(iv) 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.

(v) 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.

(vi) 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.

b) 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.

c) 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, etc. is being sent by electronic mode to all Members whose addresses are registered with the Company/ R&TA/ depositories.

d) 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.

e) 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 31st March, 2025, 99.02% 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.

f) 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.
Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400 093.

g) 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on Friday, 26th September, 2025 (9:00 am IST) and will end on Monday, 29th September, 2025 (5:00 pm IST). 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) Tuesday, 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at 022- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN'** under '**INVESTOR LOGIN'** tab and then Click on **'Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset'**.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR", "NOT IN FAVOUR"** or "**ABSTAIN**" and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id."**
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on '**Forgot your password**?
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.
-

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS'** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

Date: 06.09.2025

By order of the Board
For Jakharia Fabric Limited
Sd/-
Bhavin Waghela
Company Secretary

Registered Office:
Plot no. A-13, MIDC Tarapur, Boisar, Palghar – 401506, Maharashtra.
Email: info@jakhariafabric.com

EXPLANATORY STATEMENT:

Item No. 3

M/s. SHAH SHROFF & ASSOCIATES, Chartered Accountants, (Firm Registration No. 0128920W), were appointed as Statutory Auditors of the Company at the 13th Annual General Meeting ('AGM') of the Company held on 31st December, 2020, for a period of five consecutive years effective from the conclusion of the 13th AGM upto the conclusion of the 18th AGM of the Company. Hence, the tenure of M/s. SHAH SHROFF & ASSOCIATES, Chartered Accountants, as the Statutory Auditors of the Company will be completed at the conclusion of the 18th AGM of the Company.

The Board of Directors of the Company (the Board), at its meeting held on 6th September, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. V J Shah & Co., Chartered Accountants (Firm Registration No. 109823W), as Statutory Auditors of the Company in place of M/s. SHAH SHROFF & ASSOCIATES, Chartered Accountants, (Firm Registration No. 0128920W). The proposed appointment is for a term of 5 (Five) consecutive years from the conclusion of 18th AGM till the conclusion of the 23rd AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

There is no material change in the remuneration proposed to be paid to M/s. V J Shah & Co., Chartered Accountants, for the statutory audit to be conducted for the financial year ending 31st March, 2026 vis-à-vis the remuneration paid to M/s. SHAH SHROFF & ASSOCIATES, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended 31st March, 2025.

The remuneration for the subsequent year(s) of their term will be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of the Company and the Statutory Auditors of the Company.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, audit team, audit quality, reports, etc., V J Shah & Co., Chartered Accountants has been recommended to be appointed as the Statutory Auditors of the Company for the three consecutive years.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the shareholders of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

Item No. 4

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. Further the Company also want to capitalise the profit of Company. Hence while the Company considers various options for fund raising and capitalisation of profit, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under.

It is therefore deemed appropriate to increase the existing authorized share capital of the Company from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 13,00,00,000/- (Rupees Thirteen Crores) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creation of additional Rs. 8,00,00,000 (Rupees Eight Crore)

divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Share of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The aforesaid increase in Authorised Share Capital and subsequent alteration of clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 4 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

Item No. 5

As you all are aware that the Company's shares have been listed on NSE SME platform since 2018. Over the years, the Company has performed well both in terms of profit and business. With a view to capitalize the Security Premium Account and Free Reserve and to rationalize the capital structure, Board of Directors in its meeting held on Saturday, 6th September, 2025 have proposed to issue bonus shares at the ratio of 2:1 [i.e. 2 (Two) new fully paid up equity shares for every 1 (One) equity share held]. This bonus allotment will also rationalize the paid-up capital of the company.

(*Equity Shares being fractional shares will be ignored and no allotment will be made for the fractional Equity Shares)

Existing and proposed authorised and paid-up Share Capital of the Company is mentioned below::

Type of Capital	Existing Share Capital			Proposed Share Capital		
	No of eq Shares	Face Value (Rs.)	Total Share Capital	No of eq Shares	Face Value (Rs.)	Total Share Capital
Authorized Share Capital	50,00,000	10	5,00,00,000	**1,30,00,000**	10	**13,00,00,000**
Issued, Paid up and Subscribed Capital	40,63,830	10	4,06,38,300	1,21,91,490	10	12,19,14,900

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing an Ordinary Resolution.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only.

With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialised form to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 5 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 6

Pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Articles of the Association of the Company, and on considering the expertise, skills, knowledge of Mr. RONAK GUNVANTBHAI MISTRY (DIN: 08782781), the Board of Directors ('Board') of the Company on the recommendation of the Nomination and Remuneration Committee ('NRC'), has recommended to appoint him as the Independent Director of the Company for a period of five consecutive years to be effective from the conclusion of the 18th Annual General Meeting ('AGM') of the Company, who will not be liable to retire by rotation.

In view of this, it is proposed to appoint Mr. RONAK GUNVANTBHAI MISTRY as the Independent Director on the Board of the Company for a period of five consecutive years to be effective from the conclusion of the 18th AGM of the Company, who will not be liable to retire by rotation.

In the opinion of the Board of the Company, Mr. RONAK GUNVANTBHAI MISTRY fulfil the conditions specified in the Act and rules made thereunder read with the Listing Regulations for their appointment as the Independent Director of the Company and he is independent of the management.

The Board of the Company considers that association of Mr. RONAK GUNVANTBHAI MISTRY would be beneficial for the Company and accordingly, it is desirable to avail his services as the Independent Director of the Company. The Board of the Company is of opinion that Mr. RONAK GUNVANTBHAI MISTRY is person of integrity, possess relevant expertise and vast experience and he meets the criteria of independence and on the recommendation of the NRC, the Board of the Company recommends appointment of Mr. RONAK GUNVANTBHAI MISTRY as the Independent Director of the Company.

The Company has received notices in writing from the member(s) under Section 160 of the Act proposing the candidature of Mr. RONAK GUNVANTBHAI MISTRY for the office of Director of the Company. He is not disqualified from being appointed as the Director in terms of Section 164 of the Act and the Company has also received declaration from Mr. RONAK GUNVANTBHAI MISTRY that he meet the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and his consent to act as the Director.

The disclosures prescribed under Regulation 36 of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in Annexure of the Notice.

Accordingly, the Board recommends the resolution in relation to the appointment of Mr. RONAK GUNVANTBHAI MISTRY as the Independent Director, for the approval by the shareholders of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice

Item No. 7

Appointment of Secretarial Auditor for a period of 5 year Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to get Secretarial Audit report form the practicing company secretary, to their board's report in compliance of section 134 (3) of the Act.

Accordingly, based on the recommendation of Audit Committee, The Board has appointed Nagdev & Associates, Practicing Company Secretaries (CP No: 19177 and Peer Review Certificate No. 1271/2021, as the Secretarial Auditor of the Company from the conclusion of the 18th Annual General Meeting (AGM) until the conclusion of the 23rd AGM, subject to shareholders' approval at the Annual General Meeting on such remuneration as mutually decided with Board.

Nagdev & Associates is a peer-reviewed Practicing Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). They possesses over 8 years of experience in the areas of corporate compliance, legal services, secretarial audits of listed and unlisted companies, as well as governance, compliance management, and other assurance services.

By order of the Board
For Jakharia Fabric Limited
Sd/-
Bhavin Waghela
Company Secretary
Date: 06.09.2025

Registered Office:
Jakharia Fabric Limited
Plot no. A-13, MIDC Tarapur, Boisar,
Palghar – 401506, Maharashtra
Email: info@jakhariafabric.com

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'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 and SS-2, issued by ICSI are as under:

Re-appointment of Directors, liable to retire by rotation:

Name of the Director	Mrs. Sejal Nitin Shah	Mr. Ronak Gunvantbhai Mistry
Director Identification No.	09519451	08782781
Qualification	Mrs. Sejal Nitin Shah is qualified as BHMS (Dr.) and having Master degree in Physiology.	Mr. Ronak Gunvantbhai Mistry has completed Graduation in Commerce stream from Mumbai University in 2013. He has done the MBA from Welingkar Institute of Management in 2025.
Experience (including expertise in specific functional areas) / Brief Resume	Mrs. Sejal Nitin Shah aged 47 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.	He is having total 12 years of experience in the technical, financials and managerial area.
Terms and Conditions of Re-appointment	Executive Director, liable to retire by rotation	Independent Director, not liable to retire by rotation
Remuneration proposed to be paid (including sitting fees if any) and remuneration last drawn	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.	Mr. Ronak Gunvantbhai Mistry will be entitled only sitting fees as approved by the board of directors from time to time.
Date of first appointment on the Board	14/11/2023	01/05/2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Mrs. Sejal Nitin Shah is spouse of Mr. Nitin Shah, Managing Director of the Company and directly and / or indirectly related to the promoter of the Company.	N.A.
Number of meetings of the Board attended during the financial year	9	Nil
Directorships held in other companies including listed companies	K.K.P FASHIONS PRIVATE LIMITED (Director)	1) ARCO INFRA VENTURE PVT. LTD. 2) KIN-TEX ENGINEERS PVT. LTD.

		3) BTC ENERGY VENTURE PVT. LTD.
Directorships in listed entities from which the director has resigned in the past three years	Nil	Nil
Membership / Chairmanship of the Committees of the Board of other entities	Nil	Nil

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