



To,
The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra,
Mumbai- 400051.

Date : 05.09.2024

Company ID : JAKHARIA
ISIN : INE00N401018

Sub : Outcome of Board Meeting held on 05.09.2024

Ref : Regulation 30 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In reference to the captioned subject above, we would like to inform you that the Board of Directors of the Company in their Board Meeting held today i.e. Thursday, 5th September, 2024 which was commenced at 5:00 pm at the Registered office of the Company situated at Plot No. A-13, MIDC Tarapur, Boisor, Palghar – 401 506 have considered and have inter alia, approved and taken on record the following transaction:

1. Transfer its Unit No. 1 (Bhiwandi) by way of Slump Sale as a going concern to Jakharia Processors LLP (Buyer/Purchaser). The Company has signed and entered into a Business Transfer Agreement with the Buyer vide Memorandum of Family Arrangement dated 30th June, 2024. The same fall under related party transaction.
2. Sale of investment by way retiring from the partnership firm i.e. execution of Deed of Reconstitution of Partnership of Jakharia Industries – Partnership Firm. The same fall under related party transaction.
3. Resignation of MANEKCHAND PANACHAND SHAH as Whole-time Director w.e.f. 6th September, 2024
4. Resignation of DIXIT MANEKCHAND SHAH as Whole-time Director w.e.f. 6th September, 2024
5. Resignation of HIMATLAL PANACHAND SHAH as Whole-time Director w.e.f. 6th September, 2024
6. Resignation of JIGNESH HIMATLAL SHAH as Director w.e.f. 6th September, 2024
7. Director's Report of the company for the financial year ended on 31st March, 2024.
8. Appointment of M/s. Nagdev & Associates, Practicing Company Secretaries, as Scrutinizer for the 17th Annual General Meeting.
9. Notice of 17th Annual General Meeting of Company proposed to be held on Monday, 30th September, 2024 at 04:00 PM through video conference and other audio-visual means ("VC").

Jakharia Fabric Limited
CIN - L17200MH2007PLC171939
Regd. office: Plot no. A-13, MIDC, Tarapur,
Boisor, Palghar – 401506, Maharashtra

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info@jakhariafabric.com
www.jakhariafabric.com



Disclosure as required under Reg. 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015 mentioned above are enclosed hereunder.

Please note that the meeting concluded at **8:00 p.m.**
You are requested to kindly take the same on your records.

Thanking You,
Yours Faithfully,
For JAKHARIA FABRIC LIMITED

Bhavin Waghela
Company Secretary and Compliance Officer
Membership No. A46806



To,
The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra,
Mumbai- 400051.

Date: 05.09.2024

Company ID: JAKHARIA

ISIN: INE00N401018

Sub: Intimation and Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Dear Sir/Madam,

In Compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in their meeting held Thursday, 5th September, 2024, approved the below mentioned events / transactions subject to the approval of shareholders, lenders and other necessary approvals, if any:-

1. **Transfer its Unit No. 1 by way of Slump Sale as a going concern to Jakharia Processors LLP (Buyer/Purchaser). The Company has signed and entered into a Business Transfer Agreement with the Buyer vide Memorandum of Family Arrangement dated 30th June, 2024. The same fall under related party transaction. (Annexure I)**
2. **Sale of investment by way retiring from the partnership firm i.e. execution of Deed of Reconstitution of Partnership of Jakharia Industries – Partnership Firm. The same fall under related party transaction - Annexure – II**
3. **Resignation of MANEKCHAND PANACHAND SHAH as Whole-time Director w.e.f. 5th September, 2024 - Annexure – III**
4. **Resignation of DIXIT MANEKCHAND SHAH as Whole-time Director w.e.f. 5th September, 2024 - Annexure – IV**
5. **Resignation of HIMATLAL PANACHAND SHAH as Whole-time Director w.e.f. 5th September, 2024 - Annexure – V**
6. **Resignation of JIGNESH HIMATLAL SHAH as Director w.e.f. 5th September, 2024 - Annexure - VI**

Information as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed hereunder.

You are requested to take this information on record.

Thanking You,
Yours Faithfully,
For JAKHARIA FABRIC LIMITED

Bhavin Waghela
Company Secretary and Compliance Officer
Membership No. A46806
Encl. : As above

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The disclosure of the information required under circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015 on continuous disclosure requirements for Listed entities is given below:-

Annexure - I – Slump Sale

SR. NO.	Requirement of circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015	Disclosures											
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year i.e., 2023-24;	<table><tr><th>Sr. No</th><th>Particulars</th><th>Turnover / Revenue as on 31st March, 2024</th><th>% of total Turnover / revenue as on 31st March, 2024</th></tr><tr><td>1</td><td>Business Unit 1 (Bhiwandi)</td><td>Rs. 38,82,25,790/-</td><td>44%</td></tr></table> <p>Separate Net-worth for the unit is not ascertainable.</p>				Sr. No	Particulars	Turnover / Revenue as on 31 st March, 2024	% of total Turnover / revenue as on 31 st March, 2024	1	Business Unit 1 (Bhiwandi)	Rs. 38,82,25,790/-	44%
Sr. No	Particulars	Turnover / Revenue as on 31 st March, 2024	% of total Turnover / revenue as on 31 st March, 2024										
1	Business Unit 1 (Bhiwandi)	Rs. 38,82,25,790/-	44%										
2.	Date on which the agreement for sale has been entered into;	Business Transfer Agreement (BTA) has been signed between the parties on 5th September, 2024.											
3.	The expected date of completion of sale/ disposal;	As per the BTA, the transfer date as agreed is 30 th June, 2024 and the long stop date is 6 months from the transfer date. Accordingly, the sale / Disposal should be completed by 31 st December, 2024.											
4.	Consideration received from such sale/ disposal;	Rs. 2,31,50,000 (Rupees Two Crore Thirty Lakhs Only) subject to the adjustments specified in the BTA and other agreements executed or to be executed by the Company and the Buyer.											
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof;	The Buyer is newly registered LLP under the name and style of Jakharia Processors LLP and has been formed by “Dixit Group”, who belong to the promoter group.											



6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	The buyer i.e. Jakharia Processors LLP and seller i.e. Jakharia Farbic Limited have directors in common and are family members, therefore the transaction is a related transaction. The Consideration for the sale has been arrived on the basis of book value of all the assets and liabilities forming part of unit no. 1 as on 30 th June, 2024, and accordingly the fairness of the consideration is at "arm length"
7.	Name of the entity(ies) forming part of the transaction, details in brief such as, size, turnover etc.;	Name of Seller: Jakharia Fabric Limited For details please refer: https://www.jakhariafabric.com/ Name of Buyer : Jakharia Processors LLP, The LLP is incorporated on 9 th July, 2024.
8.	Area of business of the entity(ies);	Jakharia Fabric Limited is a engaged in the manufacturing fabric and yarn processing. ("the Seller") Jakharia Processors LLP is engaged in the business of manufacturing fabric and yarn processing. The LLP is incorporated on 9 th July, 2024. ("the Buyer")
9.	Rationale for slump sale	To give effect to the family arrangement dated 30 th June, 2024.
10.	In case of cash consideration – amount or otherwise share exchange ratio;	Please refer point no. 4
11.	Brief details of change in shareholding pattern (if any) of listed entity	The transaction of slump sale would not result into any changes to the shareholding pattern
12.	Whether the sale, lease or disposal of the undertaking is outside scheme of Arrangement ? if yes, details of the same including compliance with regulation 37A of LODR Regulations.	The present slump sale is not covered or forming part of any scheme of arrangement as specified under section 230-232 of the companies act, 2013. the necessary disclosure as required under the above referred SEBI circular w.r.t. the said business is provided under Annexure A

Annexure A

Sr. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the slump sale, details in brief such as size, turnover etc.	Please refer Annexure I and point No. 1
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction fall within related party transaction. The same is done at arm's length.
3.	Area of business of the entity(ies)	Unit No. 1 (Bhiwandi) : manufacturing fabric and yarn processing
4.	Rationale for slump sale	To give effect to the family arrangement dated 30th June, 2024.
5.	Proposed utilization of funds	Repayment of outstanding unsecured loan
6.	In case of cash consideration- amount or otherwise share exchange ratio	Please refer Annexure I and point No. 4
7.	Brief details of change in shareholding pattern (if any) of listed entity	The transaction of slump sale would not result into any changes to the shareholding pattern

Annexure – II –Sale of Investment

SR. NO.	Requirement of circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015	Disclosures
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	The Company is a partner in the firm "Jakharia Industries". The capital balance of the company in the books of firm "Jakharia Industries" as on 31 st March, 2024 is Rs. 13,57,13,361/-
2.	Date on which the agreement for sale has been entered into.	Deed of Reconstitution of Partnership signed between the parties on 5 th September, 2024.
3.	The expected date of completion of sale/disposal.	The company has retired as partner from the firm w.e.f. 30 th June, 2024 and therefore on obtaining the approval from shareholders, the sale would be completed.



4.	Consideration received from such sale/disposal.	The amount representing the balance in the capital account of the company as arrived at in the books of Jakharia Industries as on 30th June, 2024. The amount lying in capital account is therefore consideration and accordingly the fairness of the consideration is at “arm length”
5.	Brief details of the buyers and whether any of the buyers belong to the promoter group/group companies. If yes, details thereof.	Yes, the partners of Jakharia Industries are also part of promoters Group.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?	The directors are also parnters in the firm and therefore, the transaction is related.
7.	Rationale for Sale of Investment	To give effect to the family arrangement dated 30 th June, 2024.
8.	Whether the sale, lease or disposal of the undertaking is outside scheme of Arrangement ? if yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable

Annexure – III

Resignation of MANEKCHAND PANACHAND SHAH (DIN : 01911237) as Whole-time Director w.e.f. 5th September, 2024

Sr. No.	Requirement	Disclosure
1	Reason for Change	Resignation of Mr. MANEKCHAND PANACHAND SHAH (DIN: 01911237), Whole-time Director of the Company w.e.f. 05.09.2024 in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.
2	Date of Cessation	5 th September, 2024
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors	Not Applicable

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www.jakhariafabric.com



Annexure - IV

Resignation of DIXIT MANEKCHAND SHAH (DIN : 01911262) as Whole-time Director w.e.f. 5th September, 2024 -

Sr. No.	Requirement	Disclosure
1	Reason for Change	Resignation of DIXIT MANEKCHAND SHAH (DIN : 01911262), Whole-time Director of the Company w.e.f. 05.09.2024 in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.
2	Date of Cessation	5 th September, 2024
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors	Not Applicable

Annexure - V

Resignation of HIMATLAL PANACHAND SHAH (DIN : 02415630) as Whole-time Director w.e.f. 5th September, 2024

Sr. No.	Requirement	Disclosure
1	Reason for Change	Resignation of HIMATLAL PANACHAND SHAH (DIN : 02415630), Whole-time Director of the Company w.e.f. 05.09.2024 in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.
2	Date of Cessation	5 th September, 2024
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors	Not Applicable



Annexure – VI

Resignation of JIGNESH HIMATLAL SHAH (DIN : 00256315) as Director w.e.f. 5th September, 2024

Sr. No.	Requirement	Disclosure
1	Reason for Change	Resignation of JIGNESH HIMATLAL SHAH (DIN : 00256315), Director of the Company w.e.f. 05.09.2024 in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.
2	Date of Cessation	5 th September, 2024
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors	Not Applicable

For JAKHARIA FABRIC LIMITED

Bhavin Waghela
Company Secretary and Compliance Officer
Membership No. A46806

Jakharia Fabric Limited
CIN - L17200MH2007PLC171939
Regd. office: Plot no. A-13, MIDC, Tarapur,
Boisar, Palghar – 401506, Maharashtra

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info@jakhariafabric.com
www.jakhariafabric.com

Date : 05/09/2024

To,
JAKHARIA FABRIC LIMITED
Plot no. A-13, MIDC Tarapur, Boisar,
Palghar, Tarapur, Palghar - 401 506.

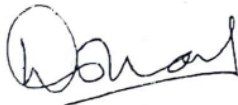
Subject: Letter of Resignation.

I, **DIXIT MANEKCHAND SHAH**, Whole-time director of the **JAKHARIA FABRIC LIMITED** am hereby tendering my resignation from the Board with immediate effect in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.

I thank Board Members for the co-operation.

Please take this resignation on the record and inform all the required respective authorities such as MCA, Income Tax, etc. in this regard.

Thanks & Regards



Signature

Name: DIXIT MANEKCHAND SHAH

DIN : 01911262

Address : Bldg. No. 13/A/04, Block No. 402,
Gopal Nagar, Kalyan Road,
Bhiwandi - 421302

Date : 05/09/2024

To,
JAKHARIA FABRIC LIMITED
Plot no. A-13, MIDC Tarapur, Boisar,
Palghar, Tarapur, Palghar - 401 506.

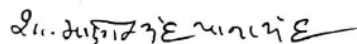
Subject: Letter of Resignation.

I, **MANEKCHAND PANACHAND SHAH**, Whole-time director of the **JAKHARIA FABRIC LIMITED** am hereby tendering my resignation from the Board with immediate effect in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.

I thank Board Members for the co-operation.

Please take this resignation on the record and inform all the required respective authorities such as MCA, Income Tax, etc. in this regard.

Thanks & Regards



Signature

Name: MANEKCHAND PANACHAND SHAH

DIN : 01911237

Address : Bldg. no 13/A/104, Block no. 402,
Gopal Nagar, Kalyan Road,
Bhiwandi - 421302

Date : 05/09/2024

To,
JAKHARIA FABRIC LIMITED
Plot no. A-13, MIDC Tarapur, Boisar,
Palghar, Tarapur, Palghar - 401 506.

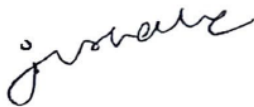
Subject: Letter of Resignation.

I, **JIGNESH HIMATLAL SHAH**, Director of the **JAKHARIA FABRIC LIMITED** am hereby tendering my resignation from the Board with immediate effect in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.

I thank Board Members for the co-operation.

Please take this resignation on the record and inform all the required respective authorities such as MCA, Income Tax, etc. in this regard.

Thanks & Regards



Signature

Name: JIGNESH HIMATLAL SHAH

DIN : 00256315

Address : B1201, Sarvodaya Hight,
Jain Mandir Road, Mulund (W),
Mumbai - 400080

Date : 05/09/2024

To,
JAKHARIA FABRIC LIMITED
Plot no. A-13, MIDC Tarapur, Boisar,
Palghar, Tarapur, Palghar - 401 506.

Subject: Letter of Resignation.

I, **HIMATLAL PANACHAND SHAH**, Whole-time director of the **JAKHARIA FABRIC LIMITED** am hereby tendering my resignation from the Board with immediate effect in order to give effect to the Family arrangement vide Memorandum of Family Arrangement dated 30th June, 2024 executed among the family members.

I thank Board Members for the co-operation.

Please take this resignation on the record and inform all the required respective authorities such as MCA, Income Tax, etc. in this regard.

Thanks & Regards

HP Shah

Signature

Name: HIMATLAL PANACHAND SHAH

DIN : 02415630

Address: B/201, Sarvodaya Height,
Jain Mandir Road, Mulund (W),
Mumbai - 400080