



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: 5th September, 2024

Company ID: JAKHARIA ISIN: INE00N401018

Sub: Intimation of 17th Annual General Meeting and Book Closure of the Company

Dear Sir/ Madam,
Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of 17th Annual General Meeting of the Company for the financial year 2023-24 scheduled to be held on **Monday, 30th September, 2024 at 4.00 pm (IST)** through video conference and other audio-visual means

The said Notice forms part of the Annual Report 2023-24 and is being sent through electronic mode to the shareholders of the Company. The aforesaid Annual Report is also available on website of the Company at <https://www.jakhariafabric.com> and website of stock Exchange i.e. NSE Limited at <https://www.nseindia.com/> Kindly take the above information on your records.

Further, pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and the Share Transfer Books of the Company will remain closed from **23rd September, 2024 to 30th September, 2024** (both days inclusive) for the purpose of 17th Annual General Meeting of the Company.

This is for your information and record. Kindly acknowledge receipt.

Thanking You,
Yours faithfully,
For JAKHARIA FABRIC LIMITED

Bhavin Waghela
Company Secretary and Compliance Officer
Membership No. A46806

Encl.: Notice of 17th Annual General Meeting

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

02522 278892 | +91 9820128583
info@jakhariafabric.com
www.jakhariafabric.com

NOTICE OF THE 17TH 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 **17th Annual General Meeting** of the members of **JAKHARIA FABRIC LIMITED** will be held on **Monday, 30TH September, 2024 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 2023-24 ended 31st March 2024, comprising of the Standalone & Consolidated Balance Sheet as at 31st March 2024, Standalone & Consolidated Statement of Profit & Loss and Standalone & Consolidated Statement of Cash Flow for the year 2023-24 ended 31st March 2024, together with the Report of the Statutory Auditors and Board's Report thereon.
2. To re-appoint **Mr. NITIN KESHAVJI SHAH (DIN: 01869318)** Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval for Sale of Unit No. 1 (Bhiwandi) Business Undertaking

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013

and other applicable provisions, if any, and the rules made thereunder (including any statutory modifications, amendments or re-enactments to each of the foregoing), (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the members hereby approve the Sale of Unit No. 1 (Bhiwandi) as set out in the Business Transfer Agreement (“BTA”) by way of a slump sale on a going concern basis to **Jakharia Processors LLP**, a Limited Liability Partnership incorporated under provisions of Limited Liability Partnership Act, 2008 having its registered office at registered office address is Runwal Anthurium, Tower1-504, LBS Road, Opp Veena Nagar, Mulund West, Mumbai - 400 080 (“Purchaser”), a related party for an aggregate lumpsum consideration of **Rs. 2,31,50,000 (Rupees Two Crore Thirty One Lakh and Fifty Thousand)**, subject to the adjustments specified in the BTA on the terms and conditions specified in the BTA and other agreements, deeds, undertaking and documents executed or to be executed by the Company and the Purchaser.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any directors of the Company, Chief Financial Officers and the Company Secretary be and are hereby severally authorised, on behalf of the Company, to negotiate, finalise and execute the BTA and any other related documentation in connection with the transfer of the Undertaking to the

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

4. To approve Sale of Investment held in Jakharia Industries (Partnership Firm):

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder (including any statutory modifications, amendments or re-enactments to each of the foregoing), (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary, the members hereby approve the sale of whole of its investment in **“Jakharia Industries”** a partnership firm, a related party (wherein the company is represented as a partner) by way of retirement w.e.f. 30th June, 2024 for a consideration represented by capital balance outstanding as on that date of retirement in the books of the firm.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any directors of the Company, Chief Financial Officers and the Company Secretary be and are hereby severally authorised, on behalf of the Company, to negotiate, finalise and execute the

BTA and any other related documentation in connection with the transfer of the Undertaking to the

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

5. To take approval for sale of unit No. 1 (Bhiwandi) as a related party transaction

To consider and if thought fit to pass, with or without modification, the following Resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, enabling provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable and subject to the Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other approvals as may be required under applicable laws, consent of shareholders be and is hereby accorded to for Sale of Unit No. 1 (Bhiwandi) as set out in the Business Transfer Agreement (“BTA”) by way of a slump sale on a going concern basis to Jakharia Processors LLP, a Limited Liability Partnership incorporated under provisions of Limited Liability Partnership Act, 2008, a related party within the meaning of Section 2(76) of the Act on such terms and conditions as approved by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any directors of the Company, Chief Financial Officers and the Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters,

things and to execute all documents, instruments, agreements or writings and amendments thereof, as may be necessary, proper, desirable or expedient for giving effect to the above resolution including filing any forms or records in connection therewith with any regulatory authority, including the Registrar of Companies, Mumbai accordance with applicable law.”

6. To take approval for Sale of Investment held in Jakharia Industries (Partnership Firm) as a related party transaction

To consider and if thought fit to pass, with or without modification, the following Resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules, if any, enabling provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable and subject to the Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other approvals as may be required under applicable laws, consent of members hereby accorded for the sale of whole of its investment in “**Jakharia Industries**” a partnership firm, related party within the meaning of Section 2(76) of the Act on such terms and conditions as approved by the Board.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any directors of the Company, Chief Financial Officers and the Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters, things and to execute all documents, instruments, agreements or writings and amendments thereof, as may be necessary, proper, desirable or

expedient for giving effect to the above resolution including filing any forms or records in connection therewith with any regulatory authority, including the Registrar of Companies, Mumbai accordance with applicable law.”

NOTES:

I. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details of the Director seeking appointment/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.

II. Pursuant to the execution of Memorandum of Family arrangement dated 30th June, 2024 and to give effect to the same, the following directors have tendered their resignation from the company w.e.f. 5th September, 2024.

- Manekchand Panachand Shah
- Dixit Manekchand Shah
- Himatlal Panachand Shah
- Jignesh Himatlal Shah

III. General instructions for accessing and participating in the 17th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting.

- a) In terms of Ministry of Corporate Affairs (‘MCA’) in continuation to its previous General Circulars No. 20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 02/2022 dated 5th May 2022, No. 10/2022 dated 28th December, 2022 further extended the relaxation vide Circular No. 09/2023

dated 25th September 2023 ('MCA Circulars') and in terms of The Securities and Exchange Board of India ('SEBI') in continuation to its previous Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 further extended the relaxation vide Circular SEBI/HO/CFD/CFD-PoD-

2/P/CIR/2023/167 dated 7th October 2023 ('SEBI Circulars'), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

- b) In terms of the MCA Circulars, 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. However, in pursuance of Section 113 of the Act, representatives of the 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.
- c) In line with the aforementioned MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report for the Financial Year

2023-24 ('the Integrated Annual Report') is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. The Members may note that notice of the AGM and the Integrated Annual Report is also available on the website of the Company at www.jakhariafabric.com and on the website of National Stock Exchange of India Limited (NSE) at www.nseindia.com.

- d) Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- e) NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
- f) 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.
- g) 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.

- h) Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of considering the quorum under Section 103 of the Act.
- i) Pursuant to the provisions of Section 108 of the Act and any other applicable provisions, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI Listing Regulations, read with MCA Circulars and SEBI Circulars, 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.
- j) The Register of Members and Share transfer Books of the Company will remain closed from **Monday 23rd September, 2024 to Monday 30th September, 2024** (both days inclusive).
- k) 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.
- l) 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.

- m) 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.
- n) 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>.

- o) Our Company's shares are tradable compulsorily in electronic form and through Bigshare Services Pvt. Ltd., Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company's shares under the Depository system is INE00N401018. As on March 31, 2024, 94.26% of our company's shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.
- p) 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 Address :-

Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai – 400 093.

- q) 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 Thursday, 26th September, 2024 (9:00 am IST) and will end on Sunday, 29th September, 2024 (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) Monday, 23rd September, 2024 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.

1. 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
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.

1. 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: 1800 22 54 22, 022-62638338

2. 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.

By order of the Board

For Jakharia Fabric Limited

Sd/-

Bhavin Waghela

Company Secretary

Date: 05.09.2024

Registered Office:

Plot no. A-13, MIDC Tarapur, Boisar, Palghar –
401506, Maharashtra.

Email: info@jakhariafabric.com

EXPLANATORY STATEMENT:**Item No. 3**

The Company proposes to Sale Unit no. 1 (Bhiwandi) Business undertaking / division as set out in the Business Transfer Agreement (“BTA”) by way of a slump sale on a going concern basis to Jakharia Processors LLP, a related party and a Limited Liability Partnership incorporated under provisions of Limited Liability Partnership Act, 2008 having its registered office at registered office address is Runwal Anthurium, Tower1-504, LBS Road, Opp Veena Nagar, Mulund West, Mumbai - 400 080 (“Purchaser”), for an aggregate lumpsum consideration of Rs. 2,31,50,000 (Rupes Two Crore Thirty One Lakh and Fifty Thousand), subject to the adjustments specified in the BTA on the terms and conditions specified in the BTA and other agreements executed or to be executed by the Company and the Purchaser and with the intension to give effect to the family arrangement executed on 30th June, 2024.

The Board at its meeting on 5th September, 2024 has, subject to approval from members of the Company, approved the sale of Unit No. 1 (Bhiwandi), by way of a slump sale on a going concern basis to the Purchaser in accordance with the terms of the BTA approved by the Board at the same meeting.

As per the terms of the BTA, the items exhaustively specified under the BTA, shall be transferred by the Company to the Purchaser, for an aggregate lumpsum consideration of Rs. 2,31,50,000 (Rupes Two Crore Thirty One Lakh and Fifty Thousand), subject to the adjustments specified in the BTA on the terms and conditions specified in the BTA and other agreements, deeds, undertaking and documents executed or to be executed by the Company and the Purchaser.

The closing of the Transaction is conditional upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals, if any as set out in the BTA.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of the Company required the approval of the members of the Company accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Unit No. 1 (Bhiwandi) exceeds the threshold specified herein, the transfer of the Unit No. 1 (Bhiwandi) undertaking / division requires approval of the members by a special resolution under Section 180(1)(a) of the Act.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and is required to be passed to give effect to family arrangement also, and hence, recommends the special resolution for approval of the members of the Company.

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.

Except Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah all being the Directors, family members and related parties, none of Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company

Item No. 4

The Shareholders(s) may note that, the Board of Directors of the Company vide Memorandum of Family arrangement dated 30th June, 2024 and their meeting held on 5th September, 2024, approved sale the whole of its investment in **“Jakharia Industries”** a partnership firm, a related party (wherein the company is represented as a partner) by way of retirement w.e.f. 30th June, 2024 for a consideration represented by capital balance outstanding as on that date of retirement in the books of the firm.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of the Company required the approval of the members of the Company accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the investment amount in the partnership firm exceeds the threshold specified herein, the sale of investment by way of retirement from the firm requires approval of the members by a special resolution under section 180 (1)(a) of the act.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and is required to be passed to give effect to family arrangement also, and hence, recommends the special resolution for approval of the members of the Company.

The Parties in the partnership firm are family members and common director in the company, therefore the transaction is a related transaction.

Except Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah all being the Directors, family members and related parties, none of Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company

Item No. 5

Section 188(1)(b) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the Company, is to be approved by the members of the Company by way of passing an ordinary resolution.

The Proposed Transaction would be in the nature of a related party transaction under Section 188(1)(b) of the Act read with the rules framed thereunder. Since the Proposed Transaction meets the thresholds prescribed under Section 188(1) (b) of the Act, it requires approval of members by way of an ordinary resolution.

“The third proviso to Section 188(1) of the Act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arm’s length basis. The Proposed Transaction could be construed as being outside the ordinary course of business, and therefore, approval of the members of the Company under Section 188 of the Act is being sought by way of an ordinary resolution.

The disclosures under, Rule 15 (3)(ii) of the Companies (Meetings of the Board and its Powers) Rules 2014, as amended thereon:

Particulars	Information
Name of the related party	Jakharia Processors LLP
Name of the Director or KMP, who is related	Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah
Nature of Relationship	Directors and family members
Nature, Material terms, monetary value and particulars of contract or arrangement	The Sale of business Unit No. 1 (Bhiwandi) to the purchaser, as a going concern on slump-sale basis for an aggregate lumpsum consideration of Rs. 2,31,50,000 (Rupees Two Crore Thirty One Lakh and Fifty Thousand), subject to the adjustments specified in the BTA on the terms and conditions specified in the BTA and other agreements, deeds, undertaking and documents executed or to be executed by the Company and the Purchaser.
Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of this explanatory statement.

Except Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah all being the Directors, family members and related parties,

none of Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the aforementioned ordinary resolution for approval by the members of the Company.

Item No. 6

Section 188(1)(b) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the Company, is to be approved by the members of the Company by way of passing an ordinary resolution.

The Proposed Transaction would be in the nature of a related party transaction under Section 188(1)(b) of the Act read with the rules framed thereunder. Since the Proposed Transaction meets the thresholds prescribed under Section 188(1) (b) of the Act, it requires approval of members by way of an ordinary resolution.

The third proviso to Section 188(1) of the Act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arm's length basis. The Proposed Transaction could be construed as being outside the ordinary course of business, and therefore, approval of the members of the Company under Section 188 of the Act is being sought by way of an ordinary resolution.

The disclosures under, Rule 15 (3)(ii) of the Companies (Meetings of the Board and its Powers) Rules 2014, as amended thereon:

Particulars	Information
Name of the related party	Jakharia Industries
Name of the Director or KMP, who is related	Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah
Nature of Relationship	Directors and family members
Nature, Material terms, monetary value and particulars of contract or arrangement	sale of whole of its investment in “ Jakharia Industries ” a partnership firm, a related party (wherein the company is represented as a partner) by way of retirement w.e.f. 30 th June, 2024 for a consideration represented by capital balance outstanding as on that date of retirement in the books of the firm.”
Any other information relevant or important for the members to take a	All important or relevant information have been provided in the foregoing paragraphs of this explanatory statement.

decision on the proposed resolution	
-------------------------------------	--

Except Mr. Manekchand Panachand Shah, Mr. Dixit Manekchand Shah, Mr. Nitin Keshavji Shah, Mr. Himatlal Panachand Shah, Mr. Jignesh Himatlal Shah and Mrs. Sejal Nitin Shah all being the Directors, family members and related parties, none of Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the aforementioned ordinary resolution for approval by the members of the Company.

By order of the Board
For Jakharia Fabric Limited
Sd/-
Bhavin Waghela
Company Secretary
Date: 05.09.2024

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

‘Annexure A to Notice of AGM’

Details of director seeking re-appointment & appointment pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name : Mr. Nitin Keshavji Shah:
DIN : 01869318
Age : 48 Years
Qualification : B. Com. from Mumbai University and Diploma in Textile Weaving Technology from Samsira Institute
Current Designation : Managing Director
Occupation : Business
Nationality : Indian
Expertise in Specific Area : He has been the main guiding force behind the growth and business strategy of Company. He is into the Textile Business since the year 1995. He has experience of two decades in the field of Textile Weaving. He holds a good command over the Technicalities and the production Processes.

Terms and conditions of re-appointment : Director liable to retire by rotation

Other directorship:

CIN	Company Name	Begin Date	Designation
L17200MH2007PLC171939	JAKHARIA FABRIC LIMITED	14/11/2022	Managing Director
U17299MH2022PTC378213	K.K.P FASHIONS PRIVATE LIMITED	09/03/2022	Director