

Shri Jagdamba Polymers Ltd.

Plant : Plot No. 101, G.I.D.C. Estate, DHOLKA-382225 (Gujarat), Tele. : +91-2714-248369, 248370,
M. : 9898048360 CIN : L17239GJ1985PLC007829



Date: September 4, 2019

To,
Department of Corporate Services,
BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai - 400001

Dear Sir/Madam

Subject: Intimation of 35th Annual General Meeting, Book Closer, E-voting and Dividend Cut-off date.

Ref: Scrip Code - 512453

This is to inform that, Annual General Meeting of members of the Company is scheduled to be held on Monday, September 30, 2019 at 11:00 a.m. at Ishwar Bhuvan, Near H.L. Commerce College, Navrangpura, Ahmedabad -380009.

Further details of the Book closure is as under and during the said period the Registrar of members and share transfer books of the Company will remain close:

Type of Security & Paid-up value	Book Closure Date (Both days Inclusive)		Purpose
	From	TO	
EQUITY SHARES ₹ 87,58,000/-	21/09/2019 (Saturday)	30/09/2019 (Monday)	To determine the entitlement of final dividend, if declared by the shareholders of the Company at ensuing Annual General Meeting scheduled to be held on September 30, 2019 at 11.00 a.m.

Cut-off date for the Remote E- Voting and determine the entitlement of final dividend is September 21, 2019 (Saturday)



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The Dividend amount, if declared by the shareholders at ensuing Annual General Meeting, to be paid/dispached on or after September 30, 2019 but within the statutory time of 30 days from the date of declaration by shareholders.

In compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the 35th AGM of the Company for the Year 2018-19.

For, Shri Jagdamba Polymers Limited


Kunjal Soni
Company Secretary



Encl: a/a

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Shri Jagdamba Polymers Limited will be held at 11:00 A.M. on Monday, September 30, 2019 at Ishwar Bhuvan, Near H.L. Commerce College, Navrangpura, Ahmedabad - 380009 to transact the following businesses:

ORDINARY BUSINESS:

- 1) **To receive, Consider and adopt the Audited Financial Statements for the year ended March 31, 2019 and reports of the Directors and the auditors thereon.**
- 2) **To declare Dividend on equity shares for the financial year ended on March 31, 2019.**
- 3) **To appoint a Director in place of Mr. Vikas Srikishan Agarwal (DIN: 03585140) who retires by rotation and being eligible offers himself for re-appointment as Director of the Company.**
- 4) **To appointment of M/s. Jaymin D. Shah & Co., (Membership No. 145169) as statutory auditor of the company.**

To Consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT the auditor, M/s. Jaymin D. Shah & Co., (Membership No. 145169), shall continue to hold office as auditor of the company from the Conclusion of the 35th Annual General Meeting (AGM) (i.e. This AGM) until the conclusion of the 40th Annual General Meeting at such remuneration to be agreed between the auditor and the Board of Directors of the Company, subject to the Auditors complying with the legal and regulatory provisions and the eligibility criteria laid under section 139 of the Companies Act, 2013.”

SPECIAL BUSINESS:

- 5) **Re-Appointment of Mr. Ramakant Bhojnarwala (DIN:00012733) as Chairman and Managing Director.**

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 196, 197, 203 and other applicable provision, if any, of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ramakant Bhojnarwala (DIN:00012733), as the Managing Director of the Company for a period of Three years with effect from October 1, 2019 upon fresh terms and condition including remuneration of ₹15.00 lakhs per month during the tenure of his agreement, as set out in the draft agreement to be entered into by the Company with Mr. Ramakant Bhojnarwala and placed before this meeting, duly initialled by the Chairman for the purpose of identification and which draft is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as Board) be and is hereby authorized to vary and / or modify the terms and condition of the agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Ramakant Bhojnarwala in such manner as may be agreed between the Board and Mr. Ramakant Bhojnarwala.”

RESOLVED FURTHER THAT pursuant to the provision of section 196 (3) of the Companies Act, 2013, as amended from time to time, approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Ramakant Bhojnarwala (DIN:00012733) as the Executive Director of the Company, as he had already attained the age of 70 years.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such Acts, deeds and things and execute all such Acts documents, instrument and writing as may be required and to delegate all or any of its powers herein conferred to any committee of Director to give effect to the aforesaid resolution.”

- 6) **Appointment of Mr. Shail Akhil Patel (DIN: 08427908) as Independent Director.**

To Consider and if thought fit, to pass with or without modification, the following resolution as an ordinary Resolution:

“RESOLVED THAT Mr. Shail Akhil Patel (DIN: 08427908), who was appointed by the Board of Directors as an Additional Director designated as an Independent Director of the Company with effect from April 25, 2019 who holds office up to the date of the ensuing AGM of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and who is eligible for appointment as Director of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force) and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Mr. Shail Akhil Patel, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6)



of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and also declared that he has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/MCA or any other authority and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, for a first term of five (5) consecutive years commencing from April 25, 2019 to April 24, 2024 and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors /Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

7) Re-Appointment of Mrs. Mudra Sachin Kansal (DIN: 06904735) as an Independent Director.

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 Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), Mrs. Mudra Sachin Kansal (DIN:06904735), whose present term of office as an Independent Director expired on June 27, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five (5) consecutive years commencing from June 27, 2019 to June 26, 2024 and that he shall not be liable to retire by rotation;

8) Approval of Contract/Agreement for Related Party Transactions:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

“RESOLVED THAT, pursuant to Section 188 of the Companies Act, 2013 and of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Act and the rules, consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any Immovable/ movable property with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited, in which Managing Director and Director of the Company namely Mr. RamakantBhojnagarwala, Mr. Vikas Agarwal and Mr. KiranbhaiBhailalbbhai Patel are interested directly, or through their relatives.”

“RESOLVED FURTHER THAT, the total value of contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any Immovable/ movable property with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited in any one financial year should not exceed ₹50.00 Crores and ₹25.00 Crores respectively”.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to finalize the terms and conditions of contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any Immovable/ movable property with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited and to settle any doubt, question or difficulty that may arise.”

9) Revision in borrowing Power of the Company.

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the ‘Board’) to borrow from time to time such sum or sums of money as it may deem requisite for the purpose of the business of the Company, inter alia, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), with or without security, whether in India or abroad and through acceptance of fixed deposits and inter corporate deposits, on such terms and conditions as the Board at its sole discretion may deem fit, notwithstanding that the moneys so borrowed together with moneys already borrowed by the Company (including the temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount up to which moneys may be

borrowed by the Board shall not exceed the sum of ₹200 crore (Rupees Two hundred crore only) at any point of time.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

10) Creation of charge/security on the Company’s assets with respect to borrowing:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹200 crores (Rupees Two Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of ₹200 crores (Rupees Two Hundred Crores only) for the Company at any time”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Ahmedabad
Date: 13/08/2019

By order of the Board of Directors of
Shri Jagdamba Polymers Limited

Registered Office:
802, Narnarayan Complex,
Opp. Navrangpura Post Office,
Navrangpura,
Ahmedabad-380009.

Sd/-
Kunjali Soni
Company Secretary



NOTES:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy from duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. For a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

- B. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 of the persons seeking re-appointment as Director under Item No. 3, 5, 6 & 7 of the Notice, are also annexed.
- C. Pursuant to the provision of Section 91 of the Companies Act, 2013 the register of members and share transfer books of the Company will remain close from September 21, 2019 to September 30, 2019 (both the days inclusive), for Annual General meeting.
- D. Subject to the provision of Section 126 of the Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the annual general meeting, will be paid within Thirty Days to those members of the company whose names appears in the Register of Members as on September 21, 2019.
- E. All documents referred to in the notice requiring the approval of the members at the meeting and other statutory register shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the Annual General Meeting.
- F. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or to the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited for assistance in this regard.
- G. In case of joint holders attending the Annual General Meeting (AGM), 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.
- H. In terms of the provision of section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the government and in accordance with Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of IEPF Authority.

However, shares in respect of which specific order of Court or Tribunal or statutory Authority restraining any transfer of such shares and payment of dividend is registered with the company or shares which are pledged or hypothecated under the provisions of the Depositories Act, 1996, shall not be so transferred.

The voting rights on shares transferred in the name of IEPF Authority shall remain frozen until the rightful owner claims the shares.

- I. Unless any member has requested for a hard copy of Annual Report, Notice and other communication of the company, will be sent by electronic mode to all the members whose e-mail addresses are registered with the company / Depository Participant. For members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by permitted mode. The Notice of the 35th Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being sent to those Members whose names appear in the Register of Members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on August 24, 2018. Members may also note that the notice of the 35th AGM and the Annual Report 2018-19 will be available on the Company's website www.shrijagdamba.com.
- J. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Skyline Financial Services Private Limited. Members are requested to provide their e-mail address and ensure that the same is also updated with their respective DP for their Demat account(s). The registered e-mail address will be

used for sending future communications.

- K. Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (specimen available on request) to the registered office of the Company.
- L. Route map to AGM venue is attached herewith as part of Notice.
- M. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an Agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through Physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 27, 2019 and ends on September 29, 2019. 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) i.e. September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:



	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the Folio number. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter



Shri Jagdamba Polymers Limited

their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Shri Jagdamba Polymers Limited, on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- N. Mr. Priyank Surana, M/s. Priyank Surana & Associates, (Firm Registration No. 128655W) Chartered Accountants, (Membership No. 127916) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- O. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- P. The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company’s website www.shrijagdamba.com. It will also be submitted to Central Depository Services Limited with a request to display on their website.
- Q. Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

R. This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 5

Mr. Ramakant Bhojnagarwala was appointed as Chairman and Managing Director of the Company for a period of three years effective from October 1, 2016 till September 30, 2019 as per the terms and conditions approved by the shareholders at the 32nd Annual General Meeting. Since his tenure will be completed on September 30, 2019 and therefore it is proposed to re-appoint him as Chairman and Managing Director of the Company for a further period of Three years from October 1, 2019 and pay him the remuneration as set out in the resolution at Item no 5.

The details required pursuant to Schedule V of the Companies Act, 2013 is as under:

1. General Information:

Nature of industry	The Company is presently engaged in the business of technical textiles and woven fabrics.			
Date of commencement of commercial production	The Company is already making the production.			
Financial performance based on given indicators	The financial performance of the company is as under: (₹ in Lakhs)			
	Particulars	2018 - 2019	2017 - 2018	2016 - 2017
	Sales and other receipts (Net of GST)	19054.08	17952.05	14770.55
	Depreciation	370.30	352.38	372.52
	Profit before Tax	2983.59	2362.60	1112.92
	Profit after tax	2186.80	1647.20	571.48
Export performance	During the year 2018-2019 the Company has exported goods worth ₹15151.53 lakhs while in the year 2017-2018 the Company has exported goods worth ₹14740.72 lakhs.			
Foreign investment and collaborations, if any	There is no foreign investment or collaborations.			

2. Information about Appointee:

Background details	Mr. Ramakant Bhojnagarwala is the promoter and founder of the Company. He is in Board since 1985 and has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further Mr. Ramakant Bhojnagarwala has practical knowledge in the field of the manufacturing, finance, administration etc.
Father Name	Mr. Jhabarmal Ishwardas
Date of Birth	8 th March, 1942
Educational Qualification	Bachelor of Commerce
Directorship in other Companies	NIL
Past remuneration	₹ 7 lakhs per month.
Remuneration proposed	₹ 15.00 lakhs per month
Pecuniary relationship	Mr. Ramakant Bhojnagarwala is presently the Managing Director of the Company.
Shareholding in the Company	28,68,000 Equity Shares



3. Other Information

Reasons for loss or inadequate profits	The Company has not suffered any loss during the year 2018- 2019 and during the preceding three years. Further the Board of Directors of the Company believe that in years to come it will have increase in profits.
Steps taken for improvement	The Company is in process of production of value added products to enhance profitability.
Expected increase in productivity and profits in measurable terms	It is expected that the Sales for the year 2019 – 2020 will be approximately ₹210 Crores and Profit after tax will be ₹25 Crores approximately.

As the Chairman and Managing Director Mr. Ramakant Bhojnarwala shall perform such functions as may from time to time be entrusted to him by the Board. He shall be subject to the supervision and control of the Board of Directors. The special resolution as set out against item No. 5 was approved by the Nomination & Remuneration Committee and the Board.

Mr. Ramakant Bhojnarwala, aged 77, is the Chairman and Managing Director of the Company. He is also one of the promoters of the Company. In accordance with Provision of 196 (3) the Companies Act, 2013, no Company shall appoint a person or continue the Directorship of any person as a Director who has attained the age of seventy years unless a special resolution is passed to that effect. Mr. Ramakant Bhojnarwala had already attained the age of 70 years and the continuation of his Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 77 years

The Board is of the opinion that the appointment of Mr. Ramakant Bhojnarwala as Chairman and Managing Director would be in the interest of the Company and it is desirable to continue to avail services of Mr. Ramakant Bhojnarwala as Chairman and Managing Director due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ramakant Bhojnarwala as Chairman and Managing Director, for the approval by the shareholders of the Company.

Except Mr. Ramakant Bhojnarwala and his relatives none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at item No 5. The other relatives of Mr. Ramakant Bhojnarwala may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Item No. 6

The Board of Directors, on recommendation of the Nomination and Remuneration committee, had appointed Mr. Shail Akhil Patel as an Additional Director designated as Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from April 25, 2019, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act, Mr. Shail Akhil Patel holds office up to the date of the ensuing AGM of the Company and is eligible for appointment as Director. The Company has received a notice in writing from a member proposing his candidature for the office of Director. The Company has received declaration from Mr. Shail Akhil Patel, confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and as per Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has also furnished a further declaration that he is not debarred or disqualified from being appointed or continuing as director of companies by the SEBI /MCA or any such statutory authority. The Board has formed an opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management. Brief resume of Mr. Shail Akhil Patel whose appointment is proposed is provided in the annexure to the Notice. A copy of the draft letter of appointment of Mr. Shail Akhil Patel setting out his terms and conditions is available for inspection at the Registered Office of the Company during normal business hours on working days up to the date of Annual General Meeting. Except Mr. Shail Akhil Patel and his relatives, none of other Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financial or otherwise, in the said Resolution. The Directors recommend the ordinary resolution as set out at item no. 6 for approval of the members.

Item No. 7

The Company had appointed Mrs. Mudra Sachin Kansal as Independent Director at the Annual General Meeting of the Company held on September 25, 2014 for a term of five (5) consecutive years commencing from June 28, 2014. Mrs. Mudra Sachin Kansal, Independent Director shall be completing his first term of appointment as an Independent Director on June 27, 2019. She is eligible for re-appointment for Second term of five (5) consecutive years subject to approval of the Members by Special Resolution. She has consented to her re-appointment and confirmed that she is not suffering from any disqualifications which stand in the way of her re-appointment as an Independent Director and provided a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and as per Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She has also furnished a further declaration that she is not debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / MCA or any such statutory authority. The Board has formed an opinion that she fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management. Brief resume of Mrs. Mudra Sachin Kansal whose re-appointment is proposed is provided in the annexure to the Notice. Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee has recommended and the Board of Directors has approved the re-appointment of Mrs. Mudra Sachin Kansal as an Independent Director for a second term of five (5) consecutive years commencing from June 27, 2019. During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. A copy of the draft letter of re-appointment of Mrs. Mudra Sachin Kansal setting out her terms and conditions is available for inspection at the Registered Office of the Company during normal business hours on working days up to the date of Annual General Meeting. Except Mrs. Mudra Sachin Kansal and her relatives, none of other Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financial or otherwise, in the said Resolution. The Directors recommend the special resolution as set out at item no. 7 for approval of the members.

Item No. 8

Pursuant to provision of Section 188 of Companies Act, 2013 contracts or transactions involving sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the company or selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten percent of net worth of the company or leasing of property of any kind exceeding ten percent of the net worth of the company or ten percent of turnover of the company or availing or rendering of any services, directly or through appointment of agent, exceeding ten percent of the turnover of the company, requires prior approval of members in General meeting.

The Company carries out transactions with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. No advances paid or will be paid for carrying out transactions with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited. The Board of Directors of the Company request members to give their approval to the contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any movable property with M/s. Shakti Polyweave Private Limited and M/s. Shri Techtex Private Limited, provided that total value in aggregate in anyone financial year should not exceed ₹50.00 Crores for Shakti Polyweave Private Limited and ₹25.00 Crores for M/s. Shri Techtex Private Limited. The Directors recommend the special resolution as set out at item no. 8 for approval of the members



Shri Jagdamba Polymers Limited

The relevant information is as follows:-

Sr. No.	Name of Related Party	Name of Director who are related	Nature of Relationship	Maximum value of Transactions per annum (₹ in Crores)	Nature and Particulars of arrangement
1	M/s. Shakti Polyweave Private Limited	Mr. Ramakant Bhojnarwala	Mr. Ramakant Bhojnarwala holds 27.37% Equity Shares of M/s. Shakti Polyweave Private Limited	50.00	Purchase, Sale or supply of goods or services or sale or purchase of any Immovable/ movable property. However, such transactions would be on arm's lengths basis and in the ordinary course of the Company's Business.
2	M/s. Shri Techtex Private Limited	Mr. Ramakant Bhojnarwala, Mr. Kiranbhai Bhailalbhair Patel and Mr. Vikas Agarwal	Mr. Ramakant Bhojnarwala, Mr. Kiranbhai Bhailalbhair Patel and Mr. Vikas Srikishan Agarwal are Shareholders in M/s Shri Techtex Private Limited. Further, Mr. Vikas Agarwal is also a director in the said Company	25.00	

Item No. 9 & 10

The members of the Company had accorded their consent to the Board of Directors to borrow moneys for the purpose of business of the Company not exceeding ₹100 crore (including the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/ or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of ₹100 crore in terms of Section 180(1)(a) of the Act. Considering the future business plans of the Company and to meet the funding requirements for the business of the Company, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loan / financial assistance from various bank(s)/financial institution(s) and other lender(s), or other debt instruments and through acceptance of fixed deposits, inter corporate deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of bank(s)/financial institution(s)/other lender(s)/trustee/security trustee/ fixed deposits trustee. Accordingly, it is proposed to seek approval of the members of the Company for revising the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing ₹100 crore to ₹200 crore. The Board of Directors recommends passing of the special resolutions as set out in item no. 9 and 10 of this Notice.

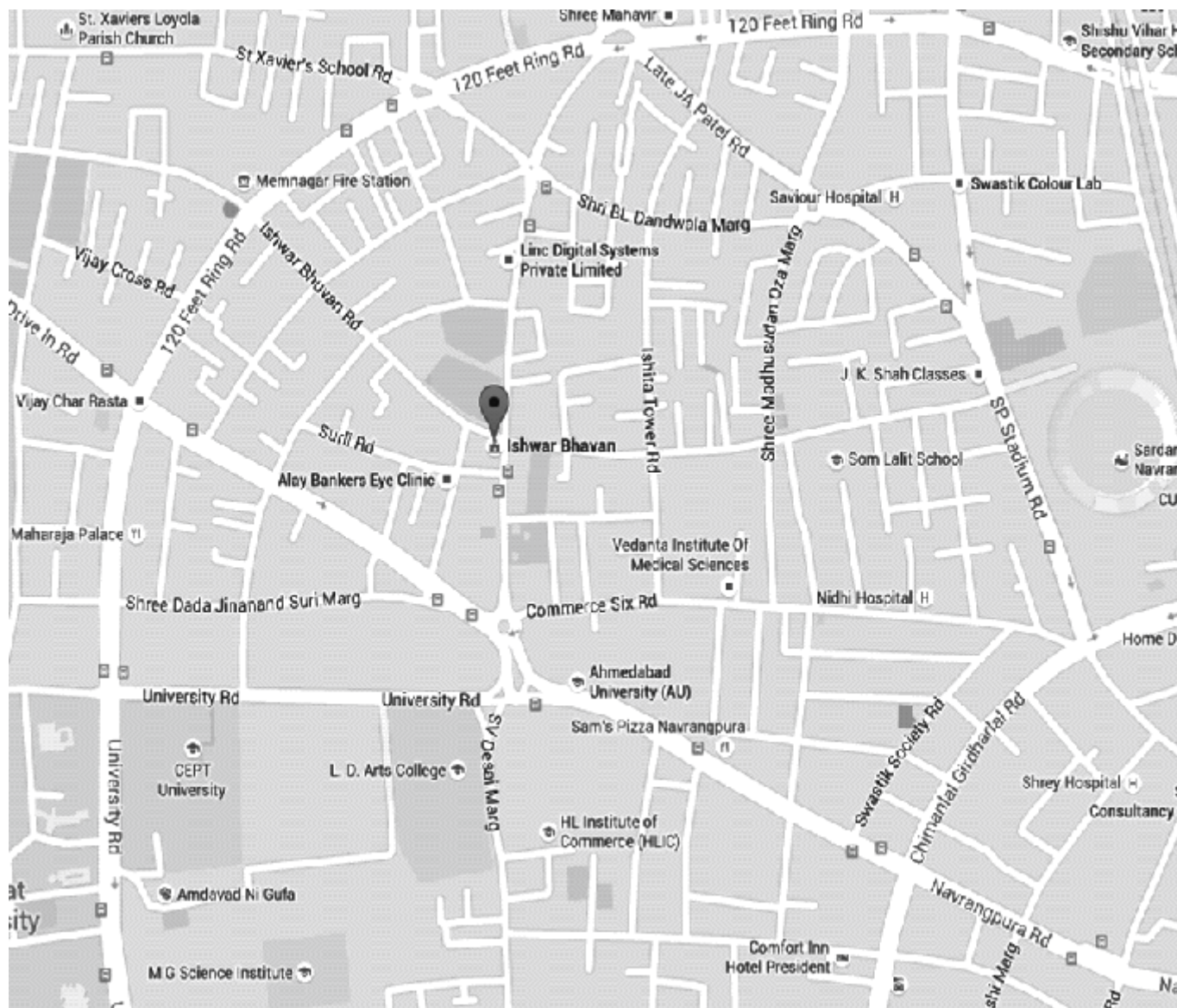
None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company

The information required to be given for the Directors seeking appointment/ reappointment at the Annual General Meeting as per regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

Item No.	3	5
DIN	03585140	00012733
Nationality	Indian	Indian
Name of the Director	Mr. Vikas Srikishan Agrawal	Mr. Ramakant Bhojnagarwala
Date of Birth	16th February, 1975	8th March, 1942
Date of Appointment	14th September, 2012	
Qualification	Commerce Literate	Commerce Literate
Nature of Expertise and expertise & experience	Mr. Vikas Srikishan Agarwal has knowledge in the field of Administration and Marketing of Polymer Products. He is leading our marketing team, under his great knowledge and experience in field of polymer we have make our remarkable position in the polymer industry. He have contribute a lot to the company, He has been serving to Company as Director since September 14, 2012.	Shri Ramakant Bhojnagarwala is the promoter and founder of the Company. He has wide experience in the management of the affairs of the Company. The growth of the Company has been manifold under his management. Further Shri Ramakant Bhojnagarwala has practical knowledge in the field of the manufacturing, finance, administration etc.
Directorship held in other listed Company	NIL	NIL
Chairmanships/ Membership of Committees of the Company	NIL	NIL
Shareholding of Director	5000	2868000
Item No.	6	7
DIN	08427908	06904735
Nationality	Indian	Indian
Name of the Director	Mr. Shail Akhil Patel	Mrs. Mudra Sachin Kansal
Date of Birth	12th December, 1983	16th February, 1975
Date of Appointment	25th April 2019	28th June, 2014
Qualification	Master in international Business	Chartered Accountant
Nature of Expertise and expertise & experience	He holds the Master Degree in international Business with 12 years of experience in marketing.	She is a Member of Institute of Chartered Accountant of India, Has very rich experience in the field of finance and administration.
Directorship held in other listed Company	NIL	NIL
Chairmanships/ Membership of Committees of the Company	NIL	NIL
Shareholding of Director	NIL	NIL



ROUTE MAP TO AGM VENUE:



SHRI JAGDAMBA POLYMERS LIMITED
ISHWAR BHAVAN
NEAR H.L. COMMERCE COLLEGE,
NAVRANGPURA,
AHMEDABAD – 380009
GUJARAT





Shri Jagdamba Polymers Limited

SHRI JAGDAMBA POLYMERS LIMITED

Regd Office: 802 Narnarayan Complex, Nr. Navrangpura Post Office, Navrangpura,
Ahmedabad, Gujarat – 380009. Tel No. 079-26565792, Fax No. 079 26430201,

www.shrijagdamba.com

CIN: L17239GJ1985PLC007829

Attendance Slip

(To be presented at entrance)

DP ID	
Folio No. / Client ID	
Number of Shares held	

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company at Ishwar Bhuvan, Near H.L. Commerce College, Navrangpura, Ahmedabad - 380009 on Monday, September 30, 2019 at 11.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE. JOINT SHREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING

Member's/ Proxy's Signature

Note: Person attending the Meeting are requested to bring this Attendance Slip and Annual Report along with them.



Shri Jagdamba Polymers Limited

MGT -11

Proxy Form

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

SHRI JAGDAMBA POLYMERS LIMITED

Regd Office: 802 Narnarayan Complex, Nr. Navrangpura Post Office, Navrangpura, Ahmedabad, Gujarat 380009

Tel No. 079-26565792, Fax No. 079-26430201, www.shrijagdamba.com

CIN:L17239GJ1985PLC007829

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. /Client ID No. : _____

I/We, being the member(s) _____ of equity shares of the above named company, hereby appoint

1. _____ of _____ having e-mail id _____ having e-mail id

2. _____ of _____ having e-mail id _____ having e-mail id

3. _____ of _____ having e-mail id _____ having e-mail id

As my / our proxy to attend and vote (on apoll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11.00 a.m. at Ishwar Bhuvan, Near H.L. Commerce College, Navrangpura, Ahmedabad - 380009 and at any adjournment thereof in respect of such resolution as are indicate below:

Sr. No.	Resolutions	Resolution Type	For	Against
Ordinary Business				
1	To Consider and adopt Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditor's thereon	Ordinary Resolution		
2	Declaration of the Dividend on equity shares	Ordinary Resolution		
3	To appoint a Director in place of Mr. Vikas Srikishan Agarwal who retires by rotation. Being eligible, he has offered himself for re-appointment as Director of the Company. Accordingly,	Ordinary Resolution		
4	To appointment of M/s. Jaymin D. Shah & Co., (Membership No. 145169) as statutory auditor of the company.	Ordinary Resolution		
Special Business				
5	Re-Appointment of Mr. RamakantBhojnagarwala (DIN:00012733) as Chairman and Managing Director	Special Resolution		



Shri Jagdamba Polymers Limited

6	Appointment of Mr. ShailAkhil Patel (DIN: 08427908) as Independent Director.	Ordinary Resolution		
7	Re-Appointment of Mrs. Mudra Kansal (DIN:06904735) as an Independent Director.	Special Resolution		
8	Approval of Contract/Agreement for Related Party Transactions:	Special Resolution		
9	Revision in borrowing Power of the Company.	Special Resolution		
10	Creation of charge/security on the Company's assets with respect to borrowing:	Special Resolution		

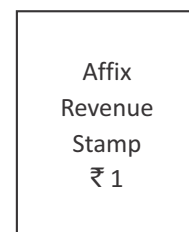
Signed this _____ day of 2019

Signature of Shareholder _____

Signature of First Proxy holder (s) _____

Signature of Second Proxy holder (s) _____

Signature of Third Proxy holder (s) _____



Notes:

This form, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. It is optional to indicate your preference. If you leave for or against column blank against above resolution, your proxy will be entitled to vote in the manner as he may deem fit.