

# Shri Jagdamba Polymers Limited

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



Date: September 08, 2022

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

Dear Sir,

**Sub: Notice of 38<sup>th</sup> Annual General Meeting.**

**Ref: Scrip Code - 512453**

Pursuant to the provisions of Regulation 30 read with Part A of schedule III of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 we are enclosing herewith notice convening 38th Annual General Meeting of the company scheduled to be held at 03:00 P.M. on Wednesday, September 28, 2022 at Radisson Blu Hotel, Near Panchvati Cross Road, Ambawadi, Ahmedabad - 380006, Gujarat.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Circulars, the shareholders of the Company are being provided the facility for voting through remote e-voting.

The e-voting period commence on September 25, 2022 at 9:00 a.m. and ends on September 27, 2022 at 5:00 p.m. shareholders holding shares either in physical form or in dematerialized mode as on September 17, 2022 (cut-off date) may cast their vote electronically.

The Register of Members and Share Transfer Books of the Company will remain close from September 18, 2022 to September 28, 2022 (both the days inclusive) for the purpose of determining the entitlement of dividend as recommended by the Board, for the financial year 2021-22 on the paid up equity share capital of the Company, if declared at the ensuing Annual General Meeting.

Kindly take note of the same.

Thanking You

**For, Shri Jagdamba Polymers limited**

KUNJAL  
JAYANTKUM  
AR SONI

Digitally signed by  
KUNJAL  
JAYANTKUMAR SONI  
Date: 2022.09.08  
19:14:54 +05'30'

**Kunjal Soni**  
**Compliance Officer**

Encl: a/a



### NOTICE

Notice is hereby given that the 38th Annual General Meeting of the members of Shri Jagdamba Polymers Limited will be held at 03:00 P.M. on Wednesday, September 28, 2022 at Radisson Blu Hotel, Near Panchvati Cross Road, Ambawadi, Ahmedabad - 380006, Gujarat.

#### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2022 and reports of the Directors and the Auditors thereon.
- 2) To declare Dividend on equity shares for the Financial Year ended on March 31, 2022.

“RESOLVED THAT a dividend at the rate of 50% i.e. Rs. 0.50/- (Fifty Paise only) per equity share of Rs. 1/- (One rupees) each fully paid-up of the Company be and is hereby declared for the Financial Year ended March 31, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended March 31, 2022.”

- 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.

#### SPECIAL BUSINESS:

- 4) Approval of Contract/Agreement for Related Party Transactions with M/s. Aurum Fabrictech LLP.

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

“RESOLVED THAT, pursuant to the provisions of Section 188(1)(a) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and provisions of, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and the ‘Policy for dealing with Related Party Transactions’ of M/s. Shri Jagdamba Polymers Limited and as per the recommendation by the Audit Committee, consent of the members of the Company be and are hereby accorded to the Board of Directors to enter into contract or any transaction of purchase, sale or supply of goods or services with M/s. Aurum Fabrictech LLP, in which Managing Director of the Company namely Mr. Ramakant Bhojnagarwala(DIN: 00012733), is interested directly as partner, or through their relatives being a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 (“Act”) and Regulation 2(1)(zb) of the Listing Regulations.”

Sr. No.	Name of Related Party	Name of Director who are related	Nature of relationship	Maximum value of Transactions per annum (Rs. in Crores)	Nature and Particulars of arrangement
1.	M/s. Aurum Fabrictech LLP	Mr. Ramakant Bhojnagarwala	Mr. Ramakant Bhojnagarwala is Partner and his immediate Relatives are Designated partners/ Partner in the LLP	20.00	Purchase, Sale or supply of goods or services. However, such transactions would be on arm's lengths basis and in the ordinary course of the Company's Business.

“RESOLVED FURTHER THAT, the total value of contract or any transaction of purchase, sale or supply of goods or services M/s. Aurum Fabrictech LLP in any one Financial Year should not exceed Rs. 20.00 Crores”.

“RESOLVED FURTHER THAT, any director of the Company and Company Secretary of Company be and are hereby authorized singly or jointly to finalize the terms and conditions of contract or any transaction of purchase, sale or supply of goods or services with M/s. Aurum Fabrictech LLP and to settle any doubt, question or difficulty that may arise.”



**5) Re-appointment of Mr. Kiranbhai Bhailalbhair Patel (DIN: 00045360) as a Whole-time Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provision, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Kiranbhai Bhailalbhair Patel, (DIN: 00045360) as the Whole Time Director of the Company for a period of five years with effect from October 1, 2022 upon fresh terms and condition as set out in the draft agreement to be entered into by the Company with Mr. Kiranbhai Bhailalbhair Patel (DIN: 00045360) and placed before this meeting, duly initialed by the Chairman for the purpose of identification and which draft is hereby specifically approved.”

“RESOLVED FURTHER THAT the Re-appointment of Mr. Kiranbhai Bhailalbhair Patel as Whole Time Director of the company is eligible for the retirement by rotation and within the overall limits as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board.”

“RESOLVED FURTHER THAT, any director or Mr. Kunjal Soni, Company Secretary of the Company be and is hereby authorized singly or jointly 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) Re-Appointment of Mr. Ramakant Bhojnagarwala (DIN:00012733) as Chairman and Managing Director,**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provision, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and recommended by the Nomination and Remuneration Committee to the Board ,approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ramakant Bhojnagarwala (DIN:00012733), as the Managing Director of the Company for a period of five years with effect from October 1, 2022 upon fresh terms and condition, as set out in the draft agreement to be entered into by the Company with Mr. Ramakant Bhojnagarwala and placed before this meeting, duly initialed 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 revision in remuneration payable to Mr. Ramakant Bhojnagarwala amounting of Rs. 25,00,000/- (Twenty five lakhs only) per month in such manner as may be agreed between the Board and Mr. Ramakant Bhojnagarwala.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, and other applicable provisions, if any 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 Bhojnagarwala (DIN: 00012733) as the Executive Director of the Company, who had attained the age of 75 years.”

“RESOLVED FURTHER THAT the any directors of the Company or Mr. Kunjal Soni, Company Secretary of the Company be and is hereby authorized singly or jointly 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.”



**7) To make loans, give guarantees and make investments in other bodies corporate.**

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/ Financial Institutions, as per the case may be, and as per the recommendation by the Audit Committee, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by the Resolution), to;

- make loan to any company (including subsidiary) or any other person;
- give any guarantee, or provide security, in connection with a loan made by any other person to any company (including subsidiary / overseas subsidiaries) and;
- acquire by way of subscription, purchase or otherwise, the securities of any company (including subsidiary) up to an aggregate amount not exceeding 300 crore, at any time, irrespective of aggregate of such loan, guarantee, security and investment in securities exceed sixty percent of the Company’s paid up capital and free reserves and securities premium or one hundred percent of the Company’s free reserves and securities premium, on such terms and conditions as the Board may deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Mr. Kunjal Soni, Company Secretary of the Company be and is hereby authorised singly or jointly to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution”.

**8) Approval Under Section 180(1)(C) Of The Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 read with the rules framed thereunder and other applicable provisions, if any (including any amendment thereto or re-enactment thereof for the time being in force) and as per the recommendation by the Audit Committee, Consent of the Shareholders/members of the Company be and is hereby accorded to borrow funds either from banks, financial institution, firms, companies or other bodies from time to time, on such terms and conditions, as to repayment, interest or otherwise, as it thinks fit and proper in the interests of the Company, and such sums as may be necessary for the time being, may exceed the aggregate of paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of sums so borrowed shall not exceed the limit of Rs. 500 Crore (Rupees Five Hundred Crore Only) at any point of time and that such borrowing shall be exclusive of temporary loans obtained or to be obtained by the Company from the Company’s bankers in the ordinary course of business.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Mr. Kunjal Soni, Company Secretary of the Company be and are hereby authorized singly or jointly to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution.”





9) APPROVAL UNDER SECTION 180 (1) (a) OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the rules framed thereunder and other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or re-enactment thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance, and as per the recommendation by the Audit Committee, consent of the Shareholders/members of the Company be and is hereby accorded to create pledge, mortgage and/or charge on all the immovable and movable properties of the Company in favor of Banks, Financial Institutions, any other lenders of debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all monies payable by the Company or any third party in respect of such borrowing by the Board of Directors and/or Committee of Directors of the Company, provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 500 Crore (Rupees Five hundred Crore only) at any time.”

“RESOLVED FURTHER THAT the Board or Mr. Kunjal Soni, Company Secretary be and is hereby authorised singly or jointly to take all such actions and to give such direction as may be necessary or desirable and all authorised to finalize with banks/Financial Institutions the documents for creating aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or expedient to give effect to this Resolution.”

Place: Ahmedabad  
Date: 31/08/2022

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

Sd/-  
Kunjal Soni  
Company Secretary

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



## NOTES:

1. **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 form 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.

2. 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.
3. 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.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.shrijagdamba.com](http://www.shrijagdamba.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, during working hours up to and including the date of the AGM.





8. M/s. G. R Shah & Associates, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of e-Voting at the 38th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 38thAGM, who shall then countersign and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.shrijagdamba.com](http://www.shrijagdamba.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. The dividend on equity shares, if declared at the AGM, will be paid to those shareholders holding shares and whose names appear on the Register of Members of the Company on September 17, 2022. In respect of shares held in electronic form, the dividend will be payable to those who are the beneficial owners of shares as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Dividend Warrants/ Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
  - (a) Members holding shares in electronic form may note that their bank details as may be furnished to the Company by respective depositories will only be considered for remittance of dividend through NECS/ECS or through Dividend Warrants. Beneficial Owners holding Shares in Demat form are requested to get in touch with their Depository Participants (DP) to update / correct their NECS/ ECS details - Bank Code (9 digits) and Bank Account No. (11 to 16 digits) to avoid any rejections and also to give instructions regarding change of address, if any, to their DPs. It is requested to attach a photocopy of a cancelled cheque with your instructions to your DP.
  - (b) The Company has appointed SKYLINE FINANCIAL SERVICES PRIVATE LIMITED as Registrar and Share Transfer Agent (R&T Agent). Members are requested to send all future correspondence to the SKYLINE FINANCIAL SERVICES PRIVATE LIMITED at D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110020. Members holding shares in physical mode are requested to notify immediately any change in their addresses, the Bank mandate or Bank details along with photocopy of the cancelled cheque or bank passbook/statement attested by the bank to the R&T Agent of the Company.
  - (c) Shareholders of the Company holding shares in physical mode are requested to register their E-mail address with Registrar and Share Transfer Agent (RTA) of the Company. At Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and Company is required to deduct tax at source on payment of dividend at the prescribe dates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of shareholders. Shareholders may submit their forms for non-deduction of tax at source (TDS) viz. 15G/15H/10F and other relevant documents with RTA of the Company at [www.skylinerta.com](http://www.skylinerta.com) or Shareholders may send such documents through E-mail at [admin@skylinerta.com](mailto:admin@skylinerta.com) latest by September 15, 2022. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of the shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13.
  - (d) Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 with respect of the Director(s)/ Manager seeking appointment/re-appointment at the AGM has been furnished and forms a part of the notice. The director(s)/manager has furnished the requisite consents/declarations for their appointment/re-appointment.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

12. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.shrijagdamba.com](http://www.shrijagdamba.com), websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited at [www.skylinerta.com](http://www.skylinerta.com).
13. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited at [www.skylinerta.com](http://www.skylinerta.com);
  - b) Members holding shares in Dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant;
14. The Register of Members and the Share Transfer Register of the Company will remain closed from September 18, 2022 to September 28, 2022 (both days inclusive).
15. Members as on the cut-off date of September 17, 2022 shall only be entitled for availing the remote E-voting facility and E-voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM.
16. In compliance with MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020 ("collectively referred to as SEBI Circulars") The Notice of Thirty Eight AGM along with the Annual Report for the Financial Year SEBI will be sent electronically indicating the process and manner of remote e-voting to the Members whose e-mail addresses are registered with the Depository Participants /Company. The physical copy of the Notice of Thirty Eight AGM along with the Annual Report for the Financial Year SEBI Circular dated May 05, 2020 will be sent through permitted mode to those Members whose e-mail addresses are not registered with the Depository Participants/Company indicating the process and manner of remote e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the Financial Year ended on March 31, 2022, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website [www.shrijagdamba.com](http://www.shrijagdamba.com).

Further, the Members who have not registered their e-mail address so far are requested to register the same for receiving all communications including Notices, Circulars, Annual Reports etc. from the Company electronically;
17. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. Skyline Financial Services Private Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
18. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in Dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Transfer Agent i.e. Skyline Financial Services Private Limited or the Company Secretary of the Company;





20. Route map to AGM venue is attached herewith as part of Notice.

#### **Voting through electronic means (EVSN: 220905021):-**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the Thirty Eighth AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Central Depository Services (India) Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e-voting given below:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.
- The voting period begins on September 25, 2022 at 09:00 am and ends on September 27, 2022 at 05:00 pm During this period shareholder's of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date September 17, 2022 may cast their vote electronically.
  - The e-voting module shall be disabled by CDSL 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.

**Step 1**

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





<p>Individual Shareholders holding securities in Demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants (DP)</p>	<p>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 &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free no.: 1800 1020 990 and 1800 22 44 30

**Step 2**

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>• 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.</li> </ul>

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.





- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address: [admin@shrijagdambapolymers.com](mailto:admin@shrijagdambapolymers.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - **Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call Toll Free no. 1800 22 55 33.

**By order of Board of Directors**  
**For, Shri Jagdamba Polymers Limited**  
 Sd/-  
**Kunjal Soni**  
**Company Secretary**

Date: 31/08/2022  
 Place: Ahmedabad



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item no. 4**

Pursuant to provision of Section 188 of Companies Act, 2013 transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining consent of shareholders. However, such transactions, if material, require the approval of Shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, the explanation to Regulation 23(4) of the Listing Regulations provides that 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 requires prior approval of members in general meeting.

The Company carries out transactions with M/s. Aurum Fabrictech LLP at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. 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 with M/s. Aurum Fabrictech LLP provided that total value in aggregate in any Financial Year should not exceed Rs. 20.00 Crores for M/s. Aurum Fabrictech LLP.

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 (Rs. in Crores)	Nature and Particulars of arrangement
1	M/s. Aurum Fabrictech LLP	Mr. Ramakant Bhojnagarwala	Mr. Ramakant Bhojnagarwala is Partner and his immediate Relatives are Designated partners/ Partner in the LLP	20.00	Purchase, sale or supply of goods or services However, such transactions would be on arm's lengths basis and in the ordinary course of the Company's Business.

Other than Mr. Ramakant Bhojnagarwala (DIN: 00012733) none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 4 of this Notice.

**Item No: 5**

In accordance with the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), The Board of Directors appointed Mr. Kiranbhai Bhailalbhair Patel as a Director of the Company with effective from 14<sup>th</sup> July, 2001.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in the management of the affairs of the Company, the Board of Directors of the Company at its meeting held on August 31, 2022, has re-appointment Mr. Kiranbhai Bhailalbhair Patel as a Whole Time Director for a period of 5 years w.e.f. October 1, 2022, subject to approval of the members of the Company.

The Board of Directors of the Company at its meeting held on August 31, 2022 upon the recommendation of Nomination and Remuneration Committee, the Re-appointment of Mr. Kiranbhai Bhailalbhair Patel as whole time director of the company for a period of 5 year from the October 01, 2022





Mr. Kiranbhai Bhailalbhair Patel, is currently the Whole Time Director of the Company. Mr. Kiranbhai Bhailalbhair Patel has wide experience in the management of the Company. The details required pursuant to Schedule V of the Companies Act, 2013 and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

**Information about Mr. Kiranbhai Bhailalbhair Patel (Director):**

DIN	00045360
Background details	Mr. Kiranbhai Bhailalbhair Patel is associated as a Director of the Company since 14 <sup>th</sup> July, 2001 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. Kiranbhai Bhailalbhair Patel has practical knowledge in the field of the Manufacturing, Finance, Administration etc.
Father Name	Mr. Bhailalbhair Patel
Date of Birth	11 <sup>th</sup> February, 1957
Educational Qualification	Bachelor of Science
Past remuneration	Presently Mr. Kiranbhai Bhailalbhair Patel is getting a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) per month.
Recognition/ Awards	He is Secretary of the Dholka GIDC Industrial Estate Association, Dholka
Remuneration proposed	No Change in the Remuneration
Pecuniary relationship	Mr. Kiranbhai Bhailalbhair Patel is presently the Whole Time Director of the Company and he holds 1000 shares in the Company directly or through his relatives
Listed entities in which the person holds the directorship and the membership of Committees of the board	NIL

The remuneration of Mr. Kiranbhai Bhailalbhair Patel has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the Re-appointment of Mr. Kiranbhai Bhailalbhair Patel for a period of 5 years form October 01, 2022.

Other than Mr. Kiranbhai Bhailalbhair Patel, none of the other Directors, Key Managerial personnel or their relatives is interested or concerned in the proposed Resolution. This explanatory statement may also be regarded as disclosure under the provision of the Companies Act, 2013 and also under Listing Regulations. Hence the said Special Resolution is recommended for your approval.

**Item no. 6**

In accordance with the provisions of Section 196, 197 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), The Board of Directors appointed Mr. Ramakant Bhojnarwala as a Director of the Company since 1985.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience in the management of the affairs of the Company, the Board of Directors of the Company at its meeting held on August 31, 2022, has re-appointment Mr. Ramakant Bhojnarwala as a Managing Director for a period of 5 years w.e.f. October 1, 2022, subject to approval of the members of the Company.



Mr. Ramakant Bhojnarwala, is currently the Managing Director of the Company.

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

Nature of industry	The Company is presently engaged in the business of Technical Textiles, Woven Fabrics and Wind Mill Power Generation.			
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: (Amount in Lakhs)			
	Particulars	2019 - 2020	2020 - 2021	2021 - 2022
	Sales and other receipts	19800.75	24674.37	38092.85
	Depreciation	373.26	679.82	795.32
	Profit before Tax	3622.77	5390.59	6737.24
	Profit after tax	2733.39	4090.64	5116.04
Export performance	During the year 2021-2022 the Company has exported goods worth Rs. 31444.36 Lakhs while in the year 2020-2021 the Company has exported goods worth Rs. 20200.40 Lakhs.			
Foreign investment and collaborations, if any	There is no foreign investment or collaborations.			

#### Information about Mr. Ramakant Bhojnarwala

DIN	00012733
Background details	Mr. Ramakant Bhojnarwala 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 Bhojnarwala has practical knowledge in the field of the Manufacturing, Finance, Administration etc.
Father Name	Mr. Jhabarmal Ishwardas Bhojnarwala
Date of Birth	8 <sup>th</sup> March, 1942
Educational Qualification	Bachelor of Commerce
Past remuneration	The shareholder of the company pass the resolutions through postal ballot remuneration for Mr. Ramakant Bhojnarwala worth of Rs. 20 lakhs per month.
Recognition/ Awards	None
Remuneration proposed	It is proposed to pay remuneration of Rs. 25,00,000 (Twenty Five Lakhs Rupees only) per Month with effect from 01st October, 2022.
Pecuniary relationship	Mr. Ramakant Bhojnarwala is presently the Managing Director of the Company.

The appointment of Mr. Ramakant Bhojnarwala has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. The Board of Directors of your Company recommends the approval for the Re-appointment of Mr. Ramakant Bhojnarwala for a period of Five Years on new terms with effect from October 01, 2022.

Mr. Ramakant Bhojnarwala is no were Director in any other Company. The details of shares held by him and their relatives are as under:

Sr. No.	Name of Shareholder	Number of Shares held	% of total paid up Capital
1.	Ramakant Bhojnarwala	2573000	29.38%
2.	Hanskumar Ramakant Agarwal	1048000	11.97%
3.	Radhadevi R Agrawal	1948000	22.24%
4.	Shradha Hanskumar Agarwal	393675	4.50%





The Board of Directors are of the opinion that the Re-appointment of Mr. Ramakant Bhojnagarwala as the Managing Director is in the best interest of the Company and accordingly, recommend the resolution set out in Item No. 9 for approval of the members.

Other than Mr. Ramakant Bhojnagarwala and his relatives, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution of this Notice. This explanatory statement may also be regarded as disclosure under the provision of the Companies Act, 2013 and also under Listing Regulations. Hence the said Special Resolution is recommended for your approval.

#### **Item no. 07**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including subsidiary /overseas subsidiaries) for an amount not exceeding Rs. 300 crore rupees. The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/ internal accruals and/ or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

#### **Item no. 08**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 500 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. The Board accordingly recommends to pass a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**Item no. 09**

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 500 Crores for the Company.

Pursuant to Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 500 Crores for the Company. The Board accordingly recommends to pass a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding 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	8	9
DIN	03585140	00045360	00012733
Nationality	Indian	Indian	Indian
Name of the Director	Mr. Vikas Srikishan Agrawal	Mr. Kiranbhai Bhailalbai Patel	Mr. Ramakant Bhojnagarwala
Date of Birth	16 <sup>th</sup> February, 1975	11 <sup>th</sup> February, 1957	08 <sup>th</sup> March, 1942
Date of Appointment	14 <sup>th</sup> September, 2012	14 <sup>th</sup> July, 2001	01 <sup>st</sup> September, 2009
Qualification	Commerce Literate	Bachelor of Science	Bachelor of Commerce
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 has contributed a lot to the company.	Mr. Kiranbhai Bhailalbai Patel has wide experience in the management of the affairs of the Company. Further Mr. Kiranbhai Bhailalbai Patel has practical knowledge in the field of the Manufacturing, Administration etc.	Mr. Ramakant Bhojnagarwala has practical knowledge in the field of the Manufacturing, Finance, Administration etc.
Directorship held in other listed Company	NIL	NIL	NIL
Chairmanships/Membership of Committees of the Company	1. CSR Committee	NIL	1. Audit Committee 2. CSR Committee 3. Stakeholders' Relationship Committee
Shareholding of Director	3500	1000	2573000