



## Shri Jagdamba Polymers Limited

(L17239GJ1985PLC007829)

Regd. office: 802, Narnarayan Complex Opp. Navrangpura Post office, Navrangpura, Ahmedabad - 380009 (O) 079-26565792, Email: [admin@jagdambapolymers.com](mailto:admin@jagdambapolymers.com)

### POSTAL BALLOT NOTICE

#### Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Dear Member's,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Shri Jagdamba Polymers Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the Companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business (es) only by postal ballot up to June 30, 2021 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Gaurang Shah, proprietor of M/s G.R. Shah & Associates, Practicing Company Secretaries, (COP No. 14446) as the Scrutinizer for conducting the voting process through Postal Ballot / E-Voting in accordance with the law and in a fair and transparent manner.

You are requested to pursue the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility for its Members. The procedure for e-voting is given in below in the Notes. The E-Voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from 09:00 AM on Wednesday, June 16, 2021 up to 05:00 PM on Thursday 15, 2021.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Saturday, July 17, 2021 by 05:00 PM and the results of the Postal Ballot/E-Voting will also be



displayed on the Company's website at [www.shrijagdamba.com](http://www.shrijagdamba.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall intimate to the stock exchange where the Company's equity shares are listed i.e BSE Limited respectively.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

### **Special Business:**

#### **1) Approval of Contract/Agreement for Related Party Transactions with M/s. Shakti Techtex Private Limited:**

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), 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 Shakti Techtex Private Limited, in which Managing Director, of the Company Mr. Ramakant Bhojnagarwala (DIN: 00012733), is interested directly, 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. Shakti Techtex Private Limited	Mr. Ramakant Bhojnagarwala	Mr. Ramakant Bhojnagarwala, is father of Mr. Hanskumar Agrawal who is a Director of M/s. Shakti Techtex Private Limited. He also holds 10% Equity Shares of M/s. Shakti Techtex Private Limited	50.00	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 with, M/s Shakti Techtex Private Limited in any financial year should not exceed, Rs. 50.Crores”.

“**RESOLVED FURTHER THAT**, any director or Mr. Kunjal Soni, Company Secretary 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 M/s Shakti Techtex Private Limited and to settle any doubt, question or difficulty that may arise.”

#### **2) Approval of Contract/Agreement for Related Party Transactions with M/s. Shakti Polyweave Private Limited:**

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. Shakti Polyweave Private Limited in which Managing Director, of the Company Mr. Ramakant Bhojnagarwala (DIN: 00012733), is interested directly, 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. Shakti Polyweave Private Limited	Mr. Ramakant Bhojnagarwala	Mr. Ramakant Bhojnagarwala, is father of Mr. Hanskumar Agrawal and husband of Mrs. Radhadevi Agarwal who are Managing Director and Director of M/s. Shakti Polyweave Private Limited. He also holds 27.37% Equity Shares of M/s. Shakti Polyweave Private Limited	75.00	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 with M/s. Shakti Polyweave Private Limited, in any financial year should not exceed Rs. 75.00 Crores”.

**“RESOLVED FURTHER THAT**, any director or Mr. Kunjal Soni, Company Secretary 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 with M/s. Shakti Polyweave Private Limited and to settle any doubt, question or difficulty that may arise.”

### 3) Approval of Contract/Agreement for Related Party Transactions with M/s. Shri Techtex Private Limited:

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 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. Shri Techtex Private Limited, in which Managing Director, Whole Time Director and Director of the Company namely Mr. Ramakant Bhojnagarwala(DIN: 00012733), and Mr. Kiranbhai Bhailalbai Patel (DIN: 00045360) Mr. Vikas Agarwal (DIN: 03585140) are interested directly, 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. Shri Techtex Private Limited	Mr. Ramakant Bhojnagarwala, Mr. KiranbhaiBhailalbai Patel and Mr. Vikas Agarwal	Mr. Ramakant Bhojnagarwala, Mr. Kiranbhai Bhailalbai Patel , are Shareholder and Mr. Vikas Srikishan Agarwal is Shareholder and Director in Shri Techtex Private Limited.	50.00	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. Shri Techtex Private Limited in any one financial year should not exceed Rs. 50.00 Crores”.

**“RESOLVED FURTHER THAT**, any director or Mr. Kunjal Soni, Company Secretary 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 with M/s. Shri Techtex Private Limited and to settle any doubt, question or difficulty that may arise.”



**4) Approval for revision in remuneration of Mr. Ramakant Bhojnagarwala(DIN: 00012733), Managing Director of the Company:**

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 and 197 and all other applicable provisions if any, of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Mr. Ramakant Bhojnagarwala (DIN: 00012733), Managing Director of the Company, to Rs. 20,00,000(Twenty Lakh Rupees Only) (Per month) with effect from 01<sup>st</sup> April 2021, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

**“RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Mr. Ramakant Bhojnagarwala (DIN: 00012733), the remuneration mentioned above shall be paid to Mr. Ramakant Bhojnagarwala.”

**“RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

**5) Approval for revision in remuneration of Mr. Kiranbhai Bhailalbhai Patel (DIN: 00045360), Whole Time Director of the Company:**

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 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Mr. Kiranbhai Bhailalbhai Patel(DIN: 00045360), Whole Time Director of the Company, to Rs. 4,00,000 (Four Lakh Rupees Only) (Per month) with effect from 01<sup>st</sup> April 2021, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”

**“RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Mr. Kiranbhai Bhailalbhai Patel, the remuneration mentioned above shall be paid to Mr. Kiranbhai Bhailalbhai Patel.”

**“RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

**6) Approval for revision in remuneration of Mr. Vikas Srikishan Agarwal (DIN: 03585140), Director of the Company:**

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 and 197 and all other applicable provisions if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee and subject to provisions of Article of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) approval of the Members be and are hereby accorded to revision in the remuneration of Vikas Srikishan Agarwal(DIN: 03585140), Director of the Company, to Rs. 2,25,000(Two Lakh Twenty Five Thousand Rupees Only) (Per month) with effect from 01<sup>st</sup> April 2021, upon the terms and conditions decided by the Board and Nomination and Remuneration Committee.”



“**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profit of the company in any financial year, during the term of office of Vikas Srikishan Agarwal, the remuneration mentioned above shall be paid to Vikas Srikishan Agarwal.”

“**RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

**7) To approve the request received by Mrs. Anjali Ashutosh Taparia for reclassification of their shareholding from ‘Promoter Group’ to ‘Public’ Category:**

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 Regulation 31A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person/entity (hereinafter referred to as the ‘Outgoing Person’) from “Promoter Group” category to the “Public” category shareholder of the Company.

Sr. No.	Names of the Outgoing Person	Relation	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	Anjali Ashutosh Taparia	Self	7,10,000	8.11

**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

**RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorised to intimate Stock Exchanges post member’s approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

**8) To approve the request received by Mr. Parag Kumar Sonthalia and their family members for reclassification of their shareholding from ‘Promoter Group’ to ‘Public’ Category:**

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 Regulation 31A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person/entity (hereinafter referred to as the ‘Outgoing Person’) from “Promoter Group” category to the “Public” category shareholder of the Company.

Sr. No.	Names of the Outgoing Person	Relation	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	Parag Kumar Sonthalia	Self	1,50,000	1.71
2	Dheeraj Kumar Sonthalia	Brother	NIL	NIL
3	Madhusudan Sonthalia	Father	NIL	NIL
4	Sheela Devi Sonthalia	Mother	NIL	NIL



**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

**RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorised to intimate Stock Exchanges post member's approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

**9) To approve the request received by shareholders for reclassification from 'Promoter Group' to the 'Public' Category:**

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 Regulation 31A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person/entity (hereinafter referred to as the 'Outgoing Person') from "Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Names of the Outgoing Person	Relation	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	Chandralekha Ashokkumar Drolia	Self	NIL	NIL
2	Sharda Devi	Self	NIL	NIL
3	Shrikant Jhabarmal Agarwal	Self	NIL	NIL
4	Yogesh Jhabarmal Agarwal	Self	NIL	NIL

**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

**RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby severally authorised to intimate Stock Exchanges post member's approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

**10) Re-Appointment of Mr. Mahesh Gaurishanker Joshi (DIN: 07214532) as an Independent Director 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 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"), Mr. Mahesh Gaurishanker Joshi (DIN: 07214532), whose present term of office as an Independent Director expired on ensuing Annual general meeting, 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 the completion of their present term i.e. Annual General meeting for the financial year 2021 to Annual General meeting for the financial year 2026 and that he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any director or Mr. Kunjal Soni, Company Secretary of the Company, be and are hereby authorised severally to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

**Place: Ahmedabad**

**Date: 25/05/2021**

**By order of the Board of Directors of  
Shri Jagdamba polymers Limited  
Sd/-**

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

**Kunjal Soni  
Company Secretary**



## Notes:

1. The approval of shareholders of the Company is solicited by passing resolution through Postal Ballot/ E-Voting for businesses set out in this Notice. This Postal Ballot Notice is being sent to all shareholders, whose names appear in the Register of Members / list of Beneficial Owners as received from the Depositories as on Friday, June 11, 2021 ("Cut-off Date"). Members holding equity shares as on the Cut-off Date can cast their vote using remote e-voting facility only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
2. Explanatory Statement setting out all material facts as required under Section 102 of the Act in respect of the aforesaid special business is appended.
3. Resolution, if approved, by the shareholders by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the shareholders and the last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. In terms of the General Circulars, the Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company or Depository Participant(s) as on the Cut-off Date.
5. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail to Registrar and Transfer Agent of the Company, i.e., Skyline Financial Services Private Limited at [admin@skylinerta.com](mailto:admin@skylinerta.com) or to the Company at [admin@jagdambapolymers.com](mailto:admin@jagdambapolymers.com) with name of registered shareholder(s), folio number(s)/DP Id/Client Id and No. of equity shares held from the email address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.

**7. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING.**

- (i) The voting period begins from 09:00 AM on Wednesday, June 16, 2021 up to 05:00 PM on Thursday 15, 2021. 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) of "June 11, 2021" may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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.





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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p> <p>S</p> 	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>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></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p> 	<p>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 re-directed 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> <p>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 Port or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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</p>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

(v) Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.

- 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:



	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 <b>OR</b> Date of Birth (DOB)	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. <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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Shri Jagdamba Polymers Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required 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 viz; [admin@jagdambapolymers.com](mailto:admin@jagdambapolymers.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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding 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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.



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

**Item No: 1**

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 Shakti Techtex Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. No advance is paid or will be paid for carrying out transactions with M/s Shakti 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 with M/s Shakti Techtex Private Limited, provided that total value in aggregate in anyone financial year should not exceed Rs. 50.00 Crores.

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. Shakti Techtex Private Limited	Mr. Ramakant Bhojnagarwala	Mr. Ramakant Bhojnagarwala, is father of Mr. Hanskumar Agrawal who is a Director of M/s. Shakti Techtex Private Limited. He also holds 10% Equity Shares of M/s. Shakti Techtex Private Limited	50.00	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.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with the setwo Entities, the same is being sought as an abundant precautionary measure. Hence the said ordinary Resolution is recommended for your approval.

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. 1 of this Notice.

**Item no. 2**

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. Shakti Polyweave Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. No advance is paid or will be paid for carrying out transactions with M/s. Shakti Polyweave 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 with M/s. Shakti Polyweave Private Limited provided that total value in aggregate in anyone financial year should not exceed Rs. 75.00 Crores for Shakti Polyweave Private 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 (Rs. in Crores)	Nature and Particulars of arrangement
1	M/s. Shakti Polyweave Private Limited	Mr. Ramakant Bhojnarwala	Mr. Ramakant Bhojnarwala, is father of Mr. Hanskumar Agrawal and husband of Mrs. Radhadevi Agarwal who are Managing Director and Director of M/s. Shakti Polyweave Private Limited. He also holds 27.37% Equity Shares of M/s. Shakti Polyweave Private Limited	75.00	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.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed there under for the specified transactions with these two Entities, the same is being sought as an abundant precautionary measure. Hence the said Ordinary Resolution is recommended for your approval.

Other than Mr. Ramakant Bhojnarwala (DIN: 00012733), none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 2 of this Notice.

### Item no. 3

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. Shri Techtex Private Limited at arm's length price. The prices at which transactions are carried out are as per prevailing market rate. No advance is paid or will be paid for carrying out transactions with 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 with M/s. Shri Techtex Private Limited provided that total value in aggregate in any financial year should not exceed Rs. 50.00 Crores for M/s. Shri Techtex Private 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 (Rs. in Crores)	Nature and Particulars of arrangement
1	M/s. Shri Techtex Private Limited	Mr. Ramakant Bhojnarwala, Mr. Kiranbhai Bhailalbhai Patel and Mr. Vikas Agarwal	Mr. Ramakant Bhojnarwala, Mr. Kiranbhai Bhailalbhai Patel, are Shareholder and Mr. Vikas Srikishan Agarwal is Shareholder and Director in Shri Techtex Private Limited.	50.00	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.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed there under for the specified transactions with these two Entities, the same is being sought as an abundant precautionary measure. Hence the said Ordinary Resolution is recommended for your approval.



Key Managerial Personnel do not hold any shares in the Company. Other than Mr. Ramakant Bhojnagarwala (DIN: 00012733), Mr. Kiranbhai Bhailalbai Patel (DIN: 00045360) and Mr. Vikas srikishan Agarwal (DIN: 03585140), none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 3 of this Notice.

#### Item no. 4

In accordance with the provisions of Section 196 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) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on 25th May, 2021, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Shri Ramakant Bhojnagarwala (DIN: 00012733), to Rs. 20.00 Lakh per month with effect from 01st April, 2021.

Mr. Ramakant Bhojnagarwala, 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	2018 - 2019	2019 - 2020	2020 - 2021
	Sales and other receipts	19054.08	19800.75	24674.37
	Depreciation	370.30	373.26	679.82
	Profit before Tax	2983.59	3622.77	5390.59
Profit after tax	2186.80	2670.44	4079.96	
Export performance	During the year 2020-2021 the Company has exported goods worth Rs. 20319.79lakhs while in the year 2019-2020 the Company has exported goods worth Rs. 16320.83 lakhs.			
Foreign investment and collaborations, if any	There is no foreign investment or collaborations.			

#### Information about Mr. Ramakant Bhojnagarwala

DIN	00012733
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 <sup>th</sup> March, 1942
Educational Qualification	Bachelor of Commerce
Past remuneration	The shareholder of the company at annual general meeting of the Company held at September 30, 2019 has passed the resolutions remuneration for Mr. Ramakant Bhojnagarwala worth of Rs. 15 lakhs per month.
Recognition/ Awards	None
Remuneration proposed	It is proposed to pay remuneration of ` 20.00 lakhs per month with effect from 01 <sup>st</sup> April, 2021.
Pecuniary relationship	Mr. Ramakant Bhojnagarwala is presently the Managing Director of the Company.



The revision in remuneration 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 revision in remuneration of Mr. Ramakant Bhojnarwala on new terms with effect from 01<sup>st</sup>April, 2021.

Mr Ramakant Bhojnarwala is not a 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	2158000	24.64%
2.	Hanskumar Ramakant Agrawal	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 revision in remuneration of Mr. Ramakant Bhojnarwala as the Managing Director is in the best interest of the Company and accordingly, recommend the resolution set out in Item No. 4 for approval of the members.

Other than Mr. Ramakant Bhojnarwala 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: 5

In accordance with the provisions of Section 196 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) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on 25<sup>th</sup> May, 2021, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Shri Kiranbhai Bhailalbhai Patel (DIN: 00045360), to Rs. 4.00 Lakh per month with effect from 01<sup>st</sup>April, 2021

Mr. Kiranbhai Bhailalbhai Patel, is currently the Whole Time Director of the Company. Mr. Kiranbhai Bhailalbhai 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 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

#### Information about Mr. Kiran Bhailalbhai Patel (Director):

DIN	00045360
Background details	Mr. Kiran Bhailalbhai 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 Bhailalbhai Patel has practical knowledge in the field of the Manufacturing, Finance, Administration etc.
Father Name	Mr. Bhailalbhai Patel
Date of Birth	11 <sup>th</sup> February, 1957
Educational Qualification	Bachelor of Science
Past remuneration	Presently Mr. KiranbhaiBhailalbhai Patel is getting a remuneration of Rs. 3,00,000/- (Rupees Three Lakh only) per month
Recognition/ Awards	He is Secretary of Dholka GIDC Industrial Association, Dholka
Remuneration proposed	It is proposed to increase the remuneration of Mr. KiranbhaiBhailalbhai Patel to Rs. 4,00,000/- (Rupees Four Lakh forty Thousand only) per month.
Pecuniary relationship	Mr. Kiranbhai Bhailalbhai 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. Kiran Bhailalbhai 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 approval of remuneration of Mr. Kiranbhai Bhailalbhai Patel on new terms with effect from 1<sup>st</sup> April, 2021

The Board of Directors are of the opinion that the increase in remuneration of Mr. Kiranbhai Bhailalbhai Patel as the Whole time Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 5 for approval of the members. Hence the said Special Resolution is recommended for your approval.

Other than Mr. Kiran Bhailalbhai Patel, none of the other Directors, Key Managerial personnel or their relatives is interested or concerned in the proposed Resolution.

#### Item No: 6

In accordance with the provisions of Section 196 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) and annual performance appraisal of all the employees of the company including senior management of the company the Board of Directors of the Company at its meeting held on May 25, 2021, upon the recommendation of Nomination and Remuneration Committee, revised the salary of Shri Vikas Srikishan Agrawal (DIN: 03585140), to Rs. 2.25 Lakh per month with effect from 01st April, 2021

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

#### Information about Mr. Vikas Srikishan Agrawal (Director):

DIN	03585140
Background details	Mr. Vikas Srikishan Agrawal is associated as director of the company since 14 <sup>th</sup> September, 2012 and has wide experience in the Marketing of the Company. The growth of the Company has been manifold under his management. Further he has practical knowledge in the field of the Manufacturing, Marketing, and Administration etc.
Father Name	Mr. Srikishan Agrawal
Date of Birth	16 <sup>th</sup> February, 1975
Date of Appointment	14 <sup>th</sup> September, 2012
Qualification	Commerce Literate
Specific functional Areas	He has knowledge in the field of Administration and Marketing of Polymer Products.
Past remuneration	Presently Mr. Vikas Srikishan Agrawal is getting a remuneration of Rs. 2,00,000/- (Rupees Two Lakh only) per month
Recognition/ Awards	-
Remuneration proposed	It is proposed to increase the remuneration of Mr. Vikas Srikishan Agrawal to Rs. 2,25,000/- (Rupees Two Lakh Twenty Five Thousand only) per month.
Pecuniary relationship	Mr. Vikas Srikishan Agrawal is presently the Director of the Company and he holds 3500 shares in the Company.
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

The remuneration of Mr. Vikas Srikishan Agrawal 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 of remuneration of Mr. Vikas Srikishan Agrawal on new terms with effect from 1<sup>st</sup> April, 2021

The Board of Directors are of the opinion that the increase in remuneration of Mr. Vikas Srikishan Agrawal as the Director is in the best interest of the Company and accordingly, recommend the Special resolution set out in Item No. 6 for approval of the members. Hence the said Special Resolution is recommended for your approval.





Other than Mr. Vikas Srikishan Agrawal, none of the other Directors, Key Managerial personnel or their relatives is interested or concerned in the proposed Resolution.

**Item No: 07**

The Company has received letter (“request letter”) Dated April 17, 2021 by the “Outgoing Person” which is also a members of the Promoter Group of the Company, requesting for reclassification of their status from “Promoter Group” Category to “Public” Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or as amended from time to time. Their current holding is given below:

Sr. No.	Names of the Outgoing Person	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	Anjali Ashutosh Taparia	7,10,000	8.11

Vide Request Letter, the Outgoing Person has informed that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company. Further, the Outgoing Person has confirmed that it along with the person related to it (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- I. does not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- II. does not exercise control over the affairs of the Company, directly or indirectly;
- III. does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. is not represented on the board of directors of the Company (including through nominee director);
- V. is not acting as a key managerial person in the Company;
- VI. is not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines; and
- VII. is not fugitive economic offenders.

Further, the Outgoing Person has confirmed that subsequent to its reclassification, it will continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

At its meeting held on May 04, 2021, the Board of Directors of the Company noted that -

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmations and undertakings given in the Request Letter with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Person for reclassifying its status as Public. Subsequent to the reclassification of the Outgoing Person as mentioned in proposed Item No 7, 8 & 9, the shareholding of the Promoter and Promoter Group of the Company will be 63.34%.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from ‘promoter group’ category to ‘public’ category, *inter alia*, requires approval of shareholders of the company by way of an ordinary resolution and also the approval of the Stock Exchanges, where the equity shares of the Company are listed.

In accordance with the Listing Regulations, Mrs. Anjali Ashutosh Taparia and her immediate relatives (as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018 shall not vote on this resolution. Other than directors who are immediate relatives of Mrs. Anjali Ashutosh Taparia as aforementioned, none of the Directors, Key managerial personal and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item no. 07 of this notice.

Accordingly, the Board recommends the resolution proposed in the Notice for the approval of members by way of an Ordinary Resolution.

**Item No: 08**

The Company has received letter (“request letter”) Dated February 24, 2021 and April 17, 2021 by the “Outgoing Persons” which are also a members of the Promoter Group of the Company, requesting for reclassification of their status from “Promoter Group” Category to “Public” Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or as amended from time to time. Their current holding is given below:

Sr. No.	Names of the Outgoing Person	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	Parag Kumar Sonthalia	1,50,000	1.71
2	Dheeraj Kumar Sonthalia	NIL	NIL
3	Madhusudan Sonthalia	NIL	NIL
4	Sheela Devi Sonthalia	NIL	NIL

Vide Request Letter, the Outgoing Persons has informed that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company. Further, the Outgoing Person has confirmed that it along with the person related to it (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- I. does not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- II. does not exercise control over the affairs of the Company, directly or indirectly;
- III. does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. is not represented on the board of directors of the Company (including through nominee director);
- V. is not acting as a key managerial person in the Company;
- VI. is not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines; and
- VII. is not fugitive economic offenders.

Further, the Outgoing Persons has confirmed that subsequent to its reclassification, it will continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

At its meeting held on May 04, 2021, the Board of Directors of the Company noted that -

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmations and undertakings given in the Request Letter with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Person for reclassifying its status as Public. Subsequent to the reclassification of the Outgoing Persons as mentioned in proposed Item No 7, 8 & 9, the shareholding of the Promoter and Promoter Group of the Company will be 63.34%.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from ‘promoter group’ category to ‘public’ category, *inter alia*, requires approval of shareholders of the company by way of an ordinary resolution and also the approval of the Stock Exchanges, where the equity shares of the Company are listed.

In accordance with the Listing Regulations, Mr. Parag Kumar Sonthalia and his immediate relatives (as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018 shall not vote on this resolution. Other than directors who are immediate relatives of Mr. Parag Kumar Sonthalia as aforementioned, none of the Directors, Key managerial personal and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item no. 8 of this notice.

Accordingly, the Board recommends the resolution proposed in the Notice for the approval of members by way of an Ordinary Resolution.

**Item No: 09**

The Company has received letter (“request letter”) Dated February 24, 2021 and April 17, 2021 by the “Outgoing Persons” which are also a members of the Promoter Group of the Company, requesting for reclassification of their status from “Promoter Group” Category to “Public” Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or as amended from time to time. Their current holding is given below:

Sr. No.	Names of the Outgoing Person	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1	ChandralekhaAshokkumarDroliia	NIL	NIL
2	Sharda Devi	NIL	NIL
3	Shrikant Jhabarmal Agarwal	NIL	NIL
4	Yogesh Jhabarmal Agarwal	NIL	NIL

Vide Request Letter, the Outgoing Person has informed that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company. Further, the Outgoing Person has confirmed that it along with the person related to it (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- I. does not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- II. does not exercise control over the affairs of the Company, directly or indirectly;
- III. does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. is not represented on the board of directors of the Company (including through nominee director);
- V. is not acting as a key managerial person in the Company;
- VI. is not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines; and
- VII. is not fugitive economic offenders.

Further, the Outgoing Persons has confirmed that subsequent to its reclassification, it will continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

At its meeting held on May 04, 2021, the Board of Directors of the Company noted that -

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmations and undertakings given in the Request Letter with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Person for reclassifying its status as Public. Subsequent to the reclassification of the Outgoing Persons as mentioned in proposed Item No 7, 8 & 9, the shareholding of the Promoter and Promoter Group of the Company will be 63.34%.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from ‘promoter group’ category to ‘public’ category, *inter alia*, requires approval of shareholders of the company by way of an ordinary resolution and also the approval of the Stock Exchanges, where the equity shares of the Company are listed.

In accordance with the Listing Regulations, the aforesaid persons and their immediate relatives (as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018 shall not vote on this resolution. Other than directors who are immediate relatives as aforementioned, none of the Directors, Key managerial personal and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item no. 9 of this notice.

Accordingly, the Board recommends the resolution proposed in the Notice for the approval of members by way of an Ordinary Resolution.

**Item No: 10**

The members of the Company at the 32nd Annual General Meeting had approved the appointment of Mr. Mahesh Gaurishanker Joshi (DIN 07214532) as an Independent Director on the Board of the Company to hold office for a term of 5 (Five) years i.e. up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Mahesh Gaurishanker Joshi (DIN 07214532) as an Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by him as an Independent Director during her current term, the continued association of Mr. Mahesh Gaurishanker Joshi (DIN 07214532) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Mahesh Gaurishanker Joshi as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective on 14th July 2021.

The brief resume of Mr. Mahesh Gaurishanker Joshi in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice

He is proposed to be Re-appointed as Independent Director of the Company, Not liable to retire by rotation. He is not holding any shares of the company. No director, key managerial personnel or their relatives are interested or concerned in the resolution.

Place: Ahmedabad  
Date: 25/05/2021

By order of the Board of Directors of  
Shri Jagdamba polymers Limited  
Sd/-

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

Kunjal Soni  
Company Secretary

**ANNEXURE-A****Appointment/Re-appointment of Directors:**

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

DIN Number	07214532
Background details	Mr. Mahesh Gaurishanker Joshi hold a bachelor degree and working experience of 37 years in the field of Banking and Finance also 15 years of Experience as Yog Counselor as well as Language teacher. Mr. Mahesh Gaurishanker Joshi is a Retired Banker and Yog Counsellor. Mr. Mahesh Gaurishanker Joshi having knowledge of banking and financing transactions.
Father Name	Mr. Gaurishanker Joshi
Date of Birth	06 <sup>th</sup> September 1953
Date of Appointment	07 <sup>th</sup> July, 2016
Qualification	Commerce Literate
Specific functional Areas	He has knowledge in the field of banking and financing transactions.
Listed entities in which the person holds the directorship and the membership of Committees of the board.	NIL