



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the members of JUMBO BAG LIMITED will be held at Narada Gana Sabha Trust Mini Hall, No.314, T.T.K. Road, Chennai - 600018 at 10.30 A.M. on Friday, the 8th September, 2017 to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2017 and the statement of Profit & Loss for the year ended on that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Sri G.P.N Gupta (DIN: 00086174) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s J.V. Ramanujam & Associates, Chartered Accountants (Firm Registration No. 002947S), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. M. Srinivasan & Associates, Chartered Accountants (Firm Registration No. 004050S), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 32nd AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director (Independent), Ms. Renuka Mohan Rao (DIN: 07542045):-**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Renuka Mohan Rao (DIN: 07542045), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on February 9, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 9, 2017."

RESOLVED FURTHER THAT Sri. G.S Anil Kumar (DIN: 00080712), Managing Director and Sri. G.P.N Gupta (DIN: 00086174) Whole-Time Director be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for re-designation of Ms. S. Subhashini (DIN: 03561759), as independent director of the Company:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Ms. S. Subhashini (DIN: 03561759), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designated as an Independent Director of the Company, for a period of 5 years with effect from 30th May, 2017.

RESOLVED FURTHER THAT Sri. G.S Anil Kumar (DIN: 00080712), Managing Director and Sri. G.P.N Gupta (DIN: 00086174) Whole-Time Director be and are hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution."

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for alteration of Articles of Association of the Company:**

"RESOLVED THAT pursuant to the provisions of sections 14 and other applicable provisions of the Companies Act, 2013, as amended from time to time, approval of the Shareholders be and is hereby granted for deletion of Clause 146 and 147 in the Articles of Association as under:

Common Seal

146. The Board shall provide a common seal of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the registered office of the Company and committed to the custody of the Directors of Principal Officers.

Affixture of Common Seal

147. The seal shall not be affixed to any instrument except by authority of a resolution of the Board or Committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by two Directors, and the Secretary in whose presence the seal shall have been fixed or such other person as may from time to time be authorised by the board and provided nevertheless that only instrument bearing the seal of the company issue for valuable consideration shall be binding on the Company issued notwithstanding any irregularity touching the authority to issue the same provided also counter signature of the Chairman or the joint Chairman or other authorised person shall not be necessary in the case of instrument executed in favour of the Chairman or the joint Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company and suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The proxy form duly stamped and executed should be deposited / lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
3. Members / Proxies should bring the Attendance slip duly completed, signed and stamped for attending the meeting. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
5. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the re-appointment and appointment of Directors as mentioned under item no. 2, 4 and 5 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to special business at the meeting, is annexed hereto.
8. Members are requested to intimate the Company, queries, if any, regarding the accounts/notice, not less than seven days before the meeting to enable the management to keep the required information readily available at the meeting.



9. The Register of Members and Share Transfer Books of the Company will remain closed from 2nd September, 2017 to 8th September, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015 entered into with the Stock Exchanges.
10. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
11. The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository participant to enable us to send all the communications via email.
12. Annual Report 2017 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant (s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 are being sent by the permitted mode
13. Members may note that the Notice of the 27th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website www.jumbobaglimited.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection between working hours 11.00 A.M to 1.00 P.M. except on holidays. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at csjbl@blissgroup.com.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, the Registrar & Share Transfer Agent of the Company.

15. **E Voting & its Procedure:**

Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 27th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E-Voting is optional.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 1st September, 2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Tuesday, 5th September, 2017 and will end at 5.00 p.m. on Thursday, 7th September, 2017. The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jumbobaglimited.com and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi. Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form 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)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details is not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on <Company Name> on which you choose to vote.
- xi. 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
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders i.e. other than Individuals, HUF, NRI etc. are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from s. no. (i) to s. no. (xvii) above to cast vote.
- The voting period begins on 05.09.2017 and ends on 07.09.2017. 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 01.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

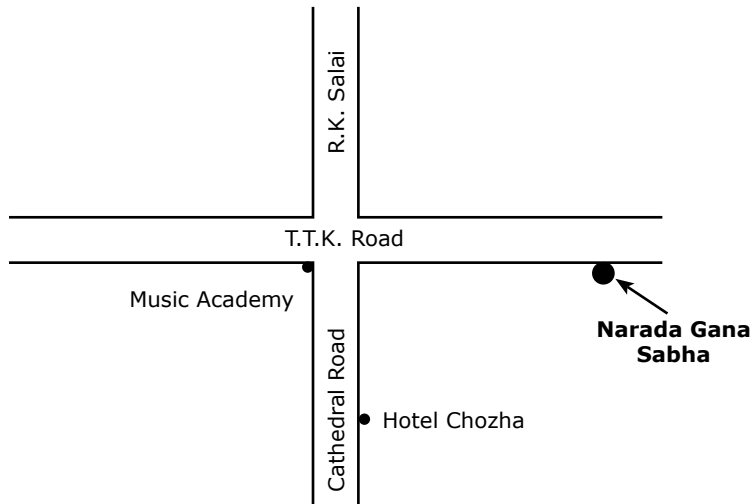


- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" i.e. one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relating to demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e. voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

For your immediate reference, we also give below the location / route map to reach the venue of the Annual General Meeting of the Company.



ANNEXURE TO NOTICE**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item No. 4**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Renuka Mohan Rao (DIN: 07542045) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Ms. Renuka Mohan Rao holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Ms. Renuka Mohan Rao as a Director of the Company. The Company has also received a declaration from Ms. Renuka Mohan Rao confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Renuka Mohan Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. Renuka Mohan Rao fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Ms. Renuka Mohan Rao is a law graduate and joined in Indian Overseas Bank as Probationary Officer in the year 1971. After heading various branches and regions she rose to become a General Manager of Indian Overseas Bank. She was a senior Consultant with Universal Sampo General Insurance and holding the position of Chairperson of the Selection for Indian Banking Personnel Selection which is the recruiting agency for banking related positions. Ms. Renuka Mohan Rao's rich professional experience and background will be a valuable asset to the company and the Board.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no.4 of the Notice for appointment of Ms. Renuka Mohan Rao as an Independent Director, not liable to retire by rotation.

A copy of the draft letter of appointment setting out the terms and conditions for appointment is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.jumbobaglimited.com.

Except Ms. Renuka Mohan Rao, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5

On the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company re-designated Ms. S. Subhashini (DIN: 03561759) an Non-Executive Director in the Company as an Independent Director to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the Annual General Meeting ("AGM").

Ms. S. Subhashini was appointed as a non-executive director of the Company on 27/03/2015 and she is eligible for being appointed as an Independent Director. The Company has received a declaration from Ms. S. Subhashini confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. S. Subhashini is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. S. Subhashini fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Smt. S. Subhashini is a Cost and Management Accountant having a decade of experience in handling Statutory Cost Audits and compliances of various Corporate, Special audits of Large Tax payers, Structuring of their costing modules and integration with ERP, process study, Indirect Taxation and transfer pricing. She is also an insurance professional having a decade of experience in public sector Insurance Company in underwriting,



claims and independently handled finalization of Divisional accounts. Smt. Subhashini's rich professional experience and background will be a valuable asset to the company.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no.5 of the Notice for re-designation of Ms. S. Subhashini as an Independent Director, not liable to retire by rotation.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.jumbobaglimited.com.

Except Ms. S. Subhashini, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Item No. 6

Pursuant to Companies Amendment Act, 2015 use of Common seal has been made optional for companies. The Company has to execute various agreements, documents etc. towards its business matters including for its trading business, borrowing purposes and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA.

Pursuant to Sec 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 6 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

Articles of Association of the Company is available for inspection by the members at the AGM and it shall be so made available for inspection in physical form during normal business hours on working days at the Registered Office of the company at "S.K. Enclave", New No.4 (Old No.47), Nowroji Road, Chetpet, Chennai – 600 031.

AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL MEETINGS INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED IN ITEM NO. 2, 4 AND 5 IS GIVEN BELOW:

Name of Director	Sri. G.P.N Gupta	Ms. Renuka Mohan Rao	Ms. S. Subhashini
Date of Birth / Age	71	66	41
Qualification	Graduate in Commerce	Graduate in Law	Cost and Management Accountant
Experience	48 years	46 years	21 years
Terms and Conditions of Appointment	-	Appointed as independent Director of the Company for a period of 5 years with effect from 09.02.2017	Appointed as independent Director of the Company for a period of 5 years with effect from 30.05.2017
Date of First Appointment	29/11/1990	09/02/2017	27/03/2015
Expertise in specific General Functional area	Corporate Finance and General Management	Banking and General Business Management	Cost Accounting and General Management
Shareholding in the Company	115873	Nil	Nil
Relationship with other directors and KMP	Brother of G Radhakrishna, non-executive director in the Company	Nil	Nil
No. of Board meetings attended during FY17	6	2	6
List of outside Directorships held	1. STANPACKS (INDIA) LIMITED. 2. ANKUR LEARNING SOLUTIONS PRIVATE LIMITED	1. EQUITAS TECHNOLOGIES PRIVATE LIMITED	1. KENSPIRE ADVISORS PRIVATE LIMITED. 2. DRONA VENTURES INDIA PRIVATE LIMITED
Chairman / Member of the Committee of the Board of Directors of the Company	1. Audit Committee-Member 2. Stakeholders' Relationship Committee – Member 3. Share Transfer Committee - Member	1. Audit Committee-Member	Nil
chairman or member of the committee of directors of other public companies in which he or she is a director	<u>STANPACKS (INDIA) LIMITED</u> 1. Audit Committee-Member 2. Nomination and Remuneration committee – Member 3. Stakeholders' Relationship Committee – Member 4. Share Transfer Committee - Member	Nil	Nil

