



JSE/EGM-2/2025-2026

03.04.2025

To
**BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001**

Dear Sirs,

Ref: SCRIP CODE NO. 516078

Sub: EGM Notice and Newspaper Advertisement of Notice of EGM.

The Company's Extraordinary General Meeting is scheduled to be held on, **Thursday, the 24th of April of 2025 at 10.30 AM** which has been informed to the stock exchange vide our letter **JSE/EGM- 1/2025-2026** dated **01.04.2025**.

In this regard, Copy of EGM notice and Newspaper advertisement of Notice of EGM are enclosed for your reference.

Thanking you

Yours faithfully,
FOR JUMBO BAG LIMITED.

**G S ANILKUMAR
MANAGING DIRECTOR AND COMPLIANCE OFFICER**

"IF YOU ARE SATISFIED TELL OTHERS, IF NOT TELL US"



NOTICE OF 01st /2025-26 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st /2025-26 Extraordinary General Meeting of the members of Jumbo Bag Limited ('Company') will be held on Thursday, 24th April, 2025, At 10.30 AM IST through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following:

SPECIAL BUSINESS

1. APPROVAL FOR ISSUANCE OF 6,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER / PROMOTER GROUP AND TO CERTAIN IDENTIFIED NON-PROMOTERS OF THE COMPANY:

To consider and, if thought fit, to give assent/dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot up to **6,00,000 Fully Convertible Warrants** ("Warrants") to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its date of allotment of warrants as per ICDR Regulations for cash at price of Rs. 61/- each per warrant, aggregating to **3,66,00,000 (Rupees Three crores Sixty Six Lakhs Only)**, ranking in all respects pari-passu with the existing equity shares of the Company, to the persons mentioned at S. Nos 1 to 8 (collectively referred to as the "Investors") to promoters and certain other identified non promoter persons/entities at such price (including premium) being not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, on preferential allotment basis, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.":



S. NO	NAME	CATEGORY	NUMBER OF Warrants
1	G S Anilkumar	Promoter	1,20,000
2	G A Darshan	Public	30,000
3	G V Gopinath	Promoter Group	90,000
4	G Sangeetha	Promoter Group	60,000
5	G S Sridhar	Promoter Group	45,000
6	G S Srinivas	Promoter Group	75,000
7	G S Vijayalakshmi	Promoter Group	75,000
8	G S Jwala	Promoter Group	1,05,000
TOTAL			6,00,000

"RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- i. The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2018.
- ii. The balance 75% of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.
- iii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants ("Warrant Exercise Period");
- iv. The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment thereof, in one or more tranches
- v. Warrants and/or the equity shares to be allotted upon conversion shall be under lock in for such periods as may be prescribed by the SEBI ICDR Regulations.



- vi. Warrants so allotted under this resolution shall not be sold or transferred, in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- vii. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- viii. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- ix. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- x. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xi. Warrants shall be issued and allotted by the Company only in dematerialized form;

"RESOLVED FURTHER THAT in accordance SEBI ICDR Regulations, the **"Relevant Date"**, for determining the minimum price of the Share Warrants being allotted to the Proposed Allottees, on a preferential basis, is Tuesday i.e. **25TH March, 2025**, being the date, which is 30 (Thirty) days prior to the EGM."

"RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid-up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."



"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares issued on conversion of said warrants with the stock exchange(s), and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto."

BY ORDER OF THE BOARD OF DIRECTORS

DATE: 25.03.2025
PLACE: CHENNAI

G S ANILKUMAR
MANAGING DIRECTOR
DIN: 00080712



Note:

- The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated May 5, 2022, January 13, 2021, December 8, 2021, December 14, 2021, April 8, 2020, April 13, 2020 and May 5, 2020, General Circular No. 02/2022 dated 05.05.2022, and General Circular No. 10/2022 dated 28.12.2022 and General Circular No 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of the Extraordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM without physical presence of the members at a deemed venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- The Register of Members and Share Transfer Books of the Company will remain closed from 17th April , 2025 to 23rd April , 2025 (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.
- In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/PoD 2/P/CIR/2023/4 dated January 5, 2023, Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.jumbobaglimited.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- 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.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for assistance in this regard.



- Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice

E Voting & its procedures:

1. Members will be able to attend the EGM through VC / OAVM as per the instructions mentioned in Point (iv) of Instruction for shareholders for remote e-voting of this notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA above mentioned circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and vote. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the EGM has been uploaded on the website of the Company at www.jumbobaglimited.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 9.00 a.m. on Monday April 21st, 2025 and will end at 5.00 p.m. on Wednesday, 23rd April 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th April, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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 shareholder's/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/ website 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.



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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click



	<p>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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR 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"> • If both the details are not recorded with the depository, please enter the member id / folio number in the Dividend Bank details field.



- 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 Jumbo Bag 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. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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.



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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 csjbl@blissgroup.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 murali@cameoindia.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at csjbl@blissgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xvi) The Company has appointed M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, 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 during the EGM 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.

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

ITEM NO 1.

ISSUANCE OF 6,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER / PROMOTER GROUP AND TO CERTAIN IDENTIFIED NON-PROMOTERS OF THE COMPANY.

The Board of Directors of the Company ("Board") in their meeting held on 25th March 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 6,00,000 fully convertible warrants at an issue price of Rs. 61/-, aggregating up to Rs. 3,66,00,000 on preferential basis to the Proposed Allottees in accordance with the provisions of SEBI ICDR Regulations.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V of the SEBI ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1. Objects of the issue:

The main objective of the issue is for the requirement of the additional capital for the expansion of the business and exploring new market areas.

2. Intention of promoters/directors/ key management persons to subscribe to the offer:

To meet the objects of the issue, the below mentioned promoters have shown their interest to subscribe to the warrants.



S. NO	NAME	CATEGORY	NUMBER OF WARRANTS
1.	G S Anilkumar	Promoter	1,20,000
2.	G V Gopinath	Promoter Group	90,000
3.	G Sangeetha	Promoter Group	60,000
4.	G S Sridhar	Promoter Group	45,000
5.	G S Srinivas	Promoter Group	75,000
6.	G S Vijayalakshmi	Promoter Group	75,000
7.	G S Jwala	Promoter Group	1,05,000

3. Relevant date:

The Relevant Date in accordance with Chapter V of SEBI (ICDR) Regulations is Tuesday, 25th March, 2025 (i.e. 30 days prior to the date of EGM).

4. Pricing of the issue:

The Equity Shares of the Company are listed at the BSE Limited ("BSE"). The issue of equity shares to the Promoters & Non-Promoters will be at Rs. 61 per Equity Share (including a premium of Rs. 51) which is higher than the calculated price in accordance with the Regulation 164 & 76 of the SEBI (ICDR) Regulations. (Being frequently traded shares)

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of warrants on preferential basis shall be at Rs. 61/- each. The said valuation report is available at Company website link www.jumbobaglimited.com

5. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No	Name of the Proposed Allottees	Current status	Proposed status
1.	G S Anilkumar	Promoter	Promoter
2.	G A Darshan	Public	Promoter
3.	G V Gopinath	Promoter Group	Promoter Group
4.	G Sangeetha	Promoter Group	Promoter Group
5.	G S Sridhar	Promoter Group	Promoter Group
6.	G S Srinivas	Promoter Group	Promoter Group
7.	G S Vijayalakshmi	Promoter Group	Promoter Group
8.	G S Jwala	Promoter Group	Promoter Group



6. Proposed time within which the allotment shall be completed:

In terms of ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Sr. No	Name of the Proposed Allottees	Ultimate Beneficial owner
1.	G S Anilkumar	G S Anilkumar
2.	G A Darshan	G A Darshan
3.	G V Gopinath	G V Gopinath
4.	G Sangeetha	G Sangeetha
5.	G S Sridhar	G S Sridhar
6.	G S Srinivas	G S Srinivas
7.	G S Vijayalakshmi	G S Vijayalakshmi
8.	G S Jwala	G S Jwala

8. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottees consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as mentioned in table below pursuant to the aforesaid issue.

Name of the Proposed Allottees	Pre- Preferential Allotment		Allotment of warrants	Post Preferential Allotment (Assumed Full Conversion of Warrants into Equity Shares)	
	Holding	%	Nos	Holding	%
G S Anilkumar	32,550	0.39 %	1,20,000	1,52,550	1.82 %
G A Darshan	0	0	30,000	30,000	0.35 %
G V Gopinath	28,000	0.33 %	90,000	1,18,000	1.40 %
G Sangeetha	19,167	0.23 %	60,000	79,167	0.94 %
G S Sridhar	31,550	0.38 %	45,000	76,550	0.91 %
G S Srinivas	31,550	0.38 %	75,000	1,06,550	1.27 %
G S Vijayalakshmi	6,000	0.07 %	75,000	81,000	0.96 %
G S Jwala	6,800	0.08 %	1,05,000	1,11,800	13.35 %
	1,55,617	1.86 %	6,00,000	7,55,617	21 %



9. PCS CERTIFICATE:

A Certificate from M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, till the last date for receipt of the postal ballot forms from the shareholders. This certificate is also placed on the website of the Company at the following link <https://www.jumbobaglimited.com/wp-content/uploads/2025/04/Valuation-Report.pdf> & <https://www.jumbobaglimited.com/wp-content/uploads/2025/04/In-Principle-Approval.pdf>

10. Lock-in period:

- The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations
- The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of warrants as specified under Regulation 167(6) of the SEBI ICDR Regulations.

11. Shareholding pattern of the company before and after the issue:

The Shareholding pattern giving the present position and also considering full allotment of Warrants to Promoters arising out of the conversion thereof, as per Resolution of the Notice is given below:

SHP as on 31.12.2024:

S. No.	Category	Pre-Issue		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	381750	4.56	981750	10.94
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	3185517	38.04	3185517	38.04
	Sub Total(A)(1)	3567267	42.60	4167267	46.44



2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Other (specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3567267	42.60	4167267	46.44

S. No.	Category	Pre Issue		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Any Other (specify)	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Banks	100	0.00	100	0.00
	Sub-Total (B)(1)	100	0.00	100	0.00
2	Non-institutions				
(a)	Bodies Corporate	432255	5.16	432255	4.82
(b)	Non Resident Indians (NRIs)	13506	0.16	13506	0.15
(c)	Foreign Companies	-	-	-	-
(d)	Individuals	3766346	44.98	3766346	41.97
(e)	IEPF	364827	4.36	364827	4.07
(f)	Any other (specify)	-	-	-	-
	Hindu Undivided Family (HUF)	229399	2.74	229399	2.56
	Clearing Members	-	-	-	-
	TRUST	-	-	-	-
	Sub-Total (B)(2)	4806333	57.4	4806433	53.57



(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4806433	57.4	4806433	53.57
	TOTAL (A)+(B)	8373700	100	8973700	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	8373700	100	8973700	100

12. Change in management/ control:

The issue of Warrants and their conversion into equivalent number of equity shares will not result in any change in the management or control of the Company. As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

13. Undertakings:

- The promoters/other investors are familiarized with the SEBI Takeover Regulations and undertake to comply with all the applicable provisions of the said regulations if conversion of warrants into Equity shares triggers an obligation to make an open offer.
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share

to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.



- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

16. Principal terms of assets charged as securities: Not Applicable.

None of the Directors, Key Managerial Personnel of the Company or their relatives except the list of allottees and to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members through EGM.

By Order of the Board of Directors

Date: 25.03.2025

Place: Chennai

**G S ANILKUMAR
MANAGING DIRECTOR
DIN:00080712**

Registered Office:

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