

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING of the members of JUMBO BAG LIMITED will be held at Sri Thyaga Brahma Gana Sabha, Sri P. Obul Reddy Hall, Vani Mahal, No. 103, G.N. Chetty Road, T. Nagar, Chennai – 600 017 at 10.30 A.M. on Thursday, the 25th September, 2014 to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2014 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 who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Sri G. Radhakrishna, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 and the Rules made thereunder; Messrs. M. Srinivasan & Associates, Chartered Accountants, (Firm Registration No.004050S) be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Seventh AGM of the Company in the financial year 2016-17 (subject to ratification of the appointment by members at every AGM held after this AGM) on a remuneration as determined by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. K.J.M. Shetty (DIN : 00033296), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years, to hold office up to 31st March 2019, not liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. M. Rama Rao (DIN : 01172111), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office up to five consecutive years, to hold office up to 31st March 2019, not liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. M.V. Ananthakrishna (DIN : 00897536), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office up to five consecutive years, to hold office up to 31st March 2019, not liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Gaddam Kumar Reddy (DIN : 00090639), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office up to five consecutive years, to hold office up to 31st March 2019, not liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 73 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the Members, within limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to finalise the scheme for invitation and acceptance of fixed deposits from the Members and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

10. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. S. Subhashini, Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 22nd Annual General Meeting held on 24th September 2012 and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company be and hereby authorized and empowered to borrow, from time to time, any sum or sums of money from one or more banks, Financial Institutions, Investment Institutions, Non-Banking Financial Companies ('NBFC'), Corporations, Central or State Government, Body Corporate, Firms or any other person(s), in one or more tranches, at such intervals, and on such terms and conditions, whether by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non-fund based facility, in Indian Rupee or in Foreign Currency, whether secured or unsecured, notwithstanding, that the money to be borrowed together with the money already borrowed by the Company (apart from interest and charges accrued on the monies borrowed and the temporary loans obtained from the Company's Bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital and free reserves (the reserves not set apart for any specific purpose) of the Company, subject to the condition that the aggregate amount of such borrowings made and outstanding, at any point of time shall not exceed Rs.100 Crores (Rupees Hundred Crores), exclusive of interest and other charges.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to execute all such agreements, papers, deeds and other instruments or writings containing such conditions and covenants as it may think fit to give effect to the above mentioned resolution and to do all such acts, deeds, things, take all such steps, negotiate, discuss, finalize, accept, modify, execute, sign and deliver all such deeds, documents, writings, and papers as may be desired/ required to facilitate borrowing, of moneys, upto the limits as mentioned above, under the name and seal of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to exercise and / or delegate all or any of the aforesaid powers to a Committee of Directors/ Officers, one or more director/ Managing Director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.”

Registered Office:

“S.K.Enclave” No.4, (Old No.47)
Nowroji Road, Chetpet,
Chennai 600 031

**By Order of the Board of Directors
For Jumbo Bag Limited**

**P.PREMA SONA BHARATHI
COMPANY SECRETARY**

Date: 13.08.2014

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. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE MEETING.

2. Members/ Proxies should bring the Attendance slip duly filled in for attending the meeting. Members are requested to bring their copy of the Annual Report. No additional copies will be provided at the venue.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2014 to 25th September 2014 (both days inclusive).

6. The Ministry of Corporate Affairs has taken a Green Initiative, which permits the company to send Annual Report, Notice via E-mail to all the shareholders. It is requested that all the shareholders update/ furnish their E-Mail ID with their respective DPs which will enable the company to implement the Green Initiative and make such correspondences vide E-Mail in future.

7. Copies of the Annual Report 2014 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e mail addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company.

9. Members are requested to intimate to the Company queries if any regarding the accounts/ notice at least seven days before the meeting to enable the management to keep the required information readily available at the meeting.

10. Members may also note that the Notice of the 24th AGM and the Annual Report 2013-14 will be available on the Company's website; www.jumbobaglimited.com. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during working hours between 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.

11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Ms. P. Prema Sona Bharathi, Compliance Officer & Company Secretary at the Company's Registered Office. Members are requested to note that dividends not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred To Investor Education and Protection Fund. Members whose dividends remain unpaid are requested to check, whether they have en-cashed dividend warrants for earlier years. If the dividend warrants are not en-cashed, please apply for cheque/ demand draft in lieu of those dividend warrants before the last dates as indicated in the table:

| Dividend for the year ended | Rate of Dividend (%) | Dividend warrant dated | Date on which Unpaid amount is required to be transferred to Investor Education Protection Fund | Shareholders should apply latest by |
|------------------------------------|-----------------------------|-------------------------------|--|--|
| 31.03.2007 | 10 | 10.10.2007 | 13.12.2014 | 28.11.2014* |

| | | | | |
|------------|---|------------|------------|------------|
| 31.03.2008 | 5 | 08.10.2008 | 14.12.2015 | 30.11.2015 |
| 31.03.2009 | 6 | 12.10.2009 | 29.11.2016 | 17.11.2016 |

A sum of Rs.4,36,741/- which was lying as balance under unpaid dividend account for the year ended 31.03.2006 was credited to the Investor Education and protection fund on 27.11.2013 as required under Section 205A of the Companies Act, 1956.

*Members who have not collected their Dividend for the year ended 31.03.2007 are informed to collect the same before 28th November 2014 after which it will be credited to the Investor Education and Protection fund as required under Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956).

12. 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, 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 24th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 23rd August, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Friday, 19th September, 2014 and will end at 5.00 p.m. on Sunday, 21st September, 2014. The Company has appointed Mrs. Lakshmmi Subramaniam, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. E-Voting is optional. The procedure and instructions for the same are as follows:

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- 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.
- 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.
- Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form | For Members holding shares in 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 | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

| | |
|----------|--|
| Details# | |
|----------|--|

*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.

1. After entering these details appropriately, click on "SUBMIT" tab.
2. 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.
3. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
4. Click on <Company Name> on which you choose to vote.
5. 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.
6. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
7. 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.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
10. 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.
11. 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 19/09/2014 and ends on 21/09/2014. 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 23/08/2014, 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 relation 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 allowed 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.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.jumbobaglimited.com

Registered Office:

"S.K.Enclave" No.4, (Old No.47)
Nowroji Road, Chetpet,
Chennai 600 031

Date: 13.08.2014

**By Order of the Board
For Jumbo Bag Limited**

**P.PREMA SONA BHARATHI
COMPANY SECRETARY**

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.5

Mr. K.J.M. Shetty is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 28.05.2002. Mr. K.J.M. Shetty is a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, of the Board of Directors of the Company.

Mr. K.J.M. Shetty is a Director in the following Companies.

| S.No | Name of the Company | Designation |
|------|--|-------------|
| 1 | Savant India Institute Of Technology Private Limited | Director |
| 2 | Loyal Textile Mills Limited | Director |
| 3 | Vks Solutions Private Limited | Director |
| 4 | Endeka Ceramics India Private Limited | Director |

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. K.J.M. Shetty, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. K.J.M. Shetty, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term commencing from 25th September, 2014 and shall not be liable to retire by rotation. A notice has been received from a member proposing Mr. K.J.M. Shetty as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. K.J.M. Shetty fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. K.J.M. Shetty as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. K.J.M. Shetty as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. K.J.M. Shetty, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. K.J.M. Shetty, 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. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.6

Mr. M. Rama Rao is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 22.06.1992.

Mr. M. Rama Rao is a Director in the following Companies.

| S.No | Name of the Company | Designation |
|-------------|-------------------------------|--------------------|
| 1 | Surya Chandra Paper Mills Ltd | Managing director |
| 2 | Stilbene Biopharma Limited | Director |

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. M. Rama Rao, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. M. Rama Rao, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term commencing from 25th September, 2014 and shall not be liable to retire by rotation. A notice has been received from a member proposing Mr. M. Rama Rao as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. M. Rama Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. M. Rama Rao as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. M. Rama Rao as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M. Rama Rao, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. M. Rama 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. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.7

Mr. M.V. Ananthakrishna is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 31.05.2010. Mr. M.V. Ananthakrishna is a member of the Audit Committee, Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. M.V. Ananthakrishna is a Director in the following Companies.

| S.No | Name of the Company | Designation |
|-------------|--------------------------------------|---------------------|
| 1 | Andhra Chamber Of Commerce | Director |
| 2 | M K Raju Consultants Private Limited | Whole-time director |
| 3 | VBC Industries Ltd | Director |
| 4 | VBC Ferro Alloys Ltd | Director |
| 5 | VBC Power Company Limited | Director |

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and

he shall not be included in the total number of directors for retirement by rotation.

Mr. M.V. Ananthakrishna, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. M.V. Ananthakrishna, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term commencing from 25th September, 2014 and shall not be liable to retire by rotation. A notice has been received from a member proposing Mr. M.V. Ananthakrishna as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. M.V. Ananthakrishna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. M.V. Ananthakrishna as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. M.V. Ananthakrishna, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M.V. Ananthakrishna, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. M.V. Ananthakrishna, 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. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.8

Mr. Gaddam Kumar Reddy is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 20.11.2004.

He holds 75,230 (0.90%) shares in the Company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Gaddam Kumar Reddy, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Gaddam Kumar Reddy, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term commencing from 25th September, 2014 and shall not be liable to retire by rotation. A notice has been received from a member proposing Mr. Gaddam Kumar Reddy as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Gaddam Kumar Reddy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Gaddam Kumar Reddy as an

Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Gaddam Kumar Reddy a, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gaddam Kumar Reddy, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Gaddam Kumar Reddy, 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. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.9:

The Board of Directors at their meeting held on August 13, 2014, have in-principle approved and recommended the invitation and acceptance of Fixed Deposits from the members pursuant to Sections 73 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the ongoing fund requirements of the Company. The Fixed Deposit program would be credit rated on an annual basis and the Company may provide deposit insurance cover, if required under the Act read with the said Rules. It is proposed to authorise the Board or a committee thereof to finalize the terms of Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

The Board commends the Resolution set out at Item No.9 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of any Fixed Deposits that may be placed with company by them, their relatives or by the companies/ institutions in which they are directors.

Item No.10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 as per the following details:

| Name of the Cost Auditor | Cost Audit Fees: |
|---------------------------------|---|
| Ms. Subhashini | Rs.75000/- plus service tax (inclusive of all out of pocket expenses) |

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the

Notice. The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No.11

In order to meet the requirements of Section 293 (1) (d) of the Companies Act, 1956 the shareholders had, in the Annual General Meeting held on 24th September 2012 authorized the Company to borrow sums in excess of paid capital and free reserves of the Company subject to a ceiling of Rs.100 Crores (other than temporary borrowings).

Section 180 of the Companies Act, 2013 (notified as on September 12, 2013) mandates that the aforementioned powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act. Further the Ministry of Corporate Affairs vide its circular no. 04 /2014 dated 25/03/2014 have stated that the resolution passed under section 293 of the Companies Act, 1956, prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act.

Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, without altering the borrowing limits already approved by way of the resolution passed earlier in the earlier Annual General Meeting.

Accordingly, the proposed resolution is placed before the shareholders for their approval. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution

Registered Office:

"S.K.Enclave" No.4, (Old No.47)
Nowroji Road, Chetpet,
Chennai 600 031

Date: 13.08.2014

By Order of the Board
For **Jumbo Bag Limited**

P.PREMA SONA BHARATHI
COMPANY SECRETARY

Additional information on directors recommended for appointment/ re-appointment as required under Clause 49 of the Listing Agreement

G.P.N. Gupta

Sri G.P.N. Gupta has been associated with the Company ever since its incorporation and held important positions in the company. His array of exposure has extended to areas like Project Planning and Execution, Finance, Costing and Cost Control, Commercial handling including contracts and Modern Management Initiatives, legal matters, Management Quality System, etc. By his rich and varied experience the company has benefited. Sri G.P.N. Gupta has been instrumental in the growth of the Company to its present level.

Sri G.P.N. Gupta holds a degree in Commerce. He has served the company for about 7 years as a Managing Director. He is the Chairman of Audit Committee and a member in Share Transfer Committee.

| Directorship in other companies | Membership/ Chairmanship of Board in other Companies |
|--|---|
| Stanpacks (India) Limited | Stanpacks (India) Limited |
| Ankur Learning Solutions Private Limited | |

G. Radhakrishna

Sri G. Radhakrishna has been guiding the company since incorporation. He has contributed by being the navigator to the company through the years. He is an industrialist with 38 years of experience.

Sri G. Radhakrishna is the Chairman of Share Transfer Committee and Stakeholders' Relationship Committee and a member in the Nomination and Remuneration Committee.

| Directorship in other companies | Membership/ Chairmanship of Board in other Companies |
|--|---|
| Stanpacks (India) Limited | NIL |
| Pravan Designers & Constructions Private Limited | |

Sri K.J.M. Shetty

Sri K.J.M. Shetty is a retired IAS officer with rich experience in management and administration for more than 44 years in Central, State Governments and Public Sector Undertakings.

Sri K.J.M. Shetty holds Master's degree in Law from Madras Law College. He is the Chairman of the Audit Committee and a member in the Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the company.

| Directorship in other companies | Membership/ Chairmanship of Board in other Companies |
|--|---|
| Savant India Institute of Technology Private Limited | Loyal Textile Mills Limited |
| Loyal Textiles Mills Limited | Gateway Distriparks Limited |
| Gateway Distriparks Limited | |
| Gateway Distriparks (South) Private Limited | |
| VKS Solutions Private Limited | |

| | |
|---------------------------------------|--|
| Endeka Ceramics India Private Limited | |
|---------------------------------------|--|

Sri M. Rama Rao

Sri M. Rama Rao is an industrialist with over 35 years of experience in the field of packaging. He is the Managing Director of M/s. Surya Chandra Paper Mills Limited. He has been associated with the company since its incorporation.

| Directorship in other companies | Membership/ Chairmanship of Board in other Companies |
|--|---|
| Surya Chandra Paper Mills Limited | NIL |
| Stilbene Biopharma Limited | |

Sri M.V. Ananthkrishna

Sri M.V. Ananthkrishna is a Principal Consultant in Management and Governance Consulting Private Limited - MaGC™ (Formerly NCR Consultants Limited - NCRCL), a Management Consulting firm, formed in 1999.

Prior to joining NCRCL, Sri Ananthkrishna was Executive Director of M K Raju Consultants Private Limited (MKRC) with over 28 years experience involved in computer aided financial analysis, turnaround and monitoring of sick companies, Executive Information Systems, Cost Improvement Programs, Energy Conservation, Energy Strategy for onsite power generation, CHP and Biomass Gasification. He has done consulting assignments all over India, South East Asia and USA. He has travelled extensively in India as well as abroad.

He was responsible for Setting up in record time, the Design Automation Centre for Texas Instruments Inc., USA a world leader in semiconductors, making it the first multinational with a 100% Export Oriented Software Design Centre, wholly owned by a Foreign Company in 1985. He was a member of the consulting team in Policy Planning & Evaluation Inc. Virginia, USA for a project for the Environmental Protection Agency in the US.

Sri M. V. Ananthkrishna is a CMC (Certified Management Consultant) & FIMC (Fellow of Institute of Management Consultants) CMC & FIMC are international credentials of a professional management consultant, awarded in accordance with global standards of the International Council of Management Consulting Institutes (ICMCI). He obtained an MBA from The Ross School of Business, University of Michigan, Ann Arbor (1983) & BE in Electronics and Communications from College of Engineering, Guindy, University of Madras (1980). He is the Chairman of the Nomination and Remuneration Committee and a member of Audit Committee and Stakeholders' Relationship Committee

| Directorship in other companies | Membership/ Chairmanship of Board in other Companies |
|--|---|
| Andhra Chamber of Commerce | VBC Ferro Alloys Limited |
| M.K. Raju Consultants Private Limited | |
| VBC Industries Limited | |
| VBC Ferro Alloys Limited | |
| VBC Power Company Limited | |

Sri Gaddam Kumar Reddy

He is an NRI practicing medicine in UK with over 20 years of experience in his field of specialization. He holds 75230 shares (less than 1%) in the company.

DIRECTORS' INTEREST

The Directors of the Company may be deemed to be concerned or interested to the extent of shares held by them in the Company as given in the table below:

| Name of the Director | No. of Shares | % Holding |
|-----------------------------|----------------------|------------------|
| K.J.M. Shetty | NIL | NA |
| G.P.N. Gupta | 1,15,873 | 1.38 |
| G. Radhakrishna | 99,495 | 1.19 |
| M.V. Ananthakrishna | NIL | NA |
| M. Rama Rao | NIL | NA |
| Dr. Gaddam Kumar Reddy | 75,230 | 0.90 |
| G.S. Anil Kumar | 32,550 | 0.39 |
| G.P. Ramraj | 33,500 | 0.40 |