

# Notice of 100<sup>th</sup> AGM

Notice is hereby given that the 100<sup>th</sup> Annual General Meeting (AGM) of J. K. Cotton Limited will be held on Wednesday, September 27, 2023 at 03.00 PM (IST) through video conferencing (VC)/ Other Audio Visual Means (“OAVM”) to transact the following business in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs:

## **ORDINARY BUSINESS**

### **1. To receive, consider and adopt**

- a) **the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditor’s thereon; and**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditor’s thereon, be and are hereby received, considered and adopted.”

- b) **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditor’s thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditor’s thereon, be and are hereby received, considered and adopted.”

### **2. To appoint a director in place of Mr. Satish Chandra Gupta (DIN 01595040), who retires by rotation and, being eligible, offers himself for re-appointment as a Director liable to be retire by rotation.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Satish Chandra Gupta (DIN 01595040), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## **SPECIAL BUSINESS**

### **3. Appointment of Statutory Auditor to fill Casual Vacancy**

To consider the appointment of M/s S S Kothari Mehta & Company, Chartered Accountants (FRN: 000756N) as Statutory Auditors of the Company w.e.f. 29<sup>th</sup> August, 2023 till the conclusion of 100th Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. P.L. Tandon & Company, Chartered Accountants (Firm Registration No.000186C) 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 139(8) of the Companies Act, 2013 read with the applicable Rules of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of the Audit Committee and Board of Directors through resolution passed on 29<sup>th</sup> August, 2023 M/s S S Kothari Mehta & Company, Chartered Accountants (FRN: 000756N), be and are hereby

appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.L. Tandon & Company, Chartered Accountants (Firm Registration No.000186C).

**RESOLVED FURTHER THAT** M/s S S Kothari Mehta & Company, Chartered Accountants (FRN: 000756N), be and are hereby appointed as Statutory Auditors of the Company from 29<sup>th</sup> August, 2023, until the conclusion of the ensuing Annual General Meeting of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s S S Kothari Mehta & Company, Chartered Accountant, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

**4. Appointment of Statutory Auditor**

To consider the appointment of M/s S S Kothari Mehta & Company, Chartered Accountants (FRN: 000756N), Statutory Auditors of the Company for a continuous period of five (05) years 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 provisions of Section 139,142 and all other applicable provisions of the Companies Act, 2013 read with the applicable Rules of the Companies (Audit and Auditors) Rules 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and upon recommendation of the Audit Committee and Board of Directors through resolution passed on 29<sup>th</sup> August,2023, M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N) be and are hereby appointed as the Statutory Auditor of the Company for a continuous term of five (05) consecutive year to hold office from the conclusion of ensuing 100<sup>th</sup> Annual General Meeting till the conclusion of 105<sup>th</sup> Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s S S Kothari Mehta & Company, Chartered Accountants, plus applicable taxes, out of pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them”.

**5. Ratification of remuneration payable to Cost Auditor for the F.Y. 2022-23**

**To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand Only) excluding applicable Tax payable to M/s Jitender, Navneet & Company, Cost Accountants, Kanpur, for conducting cost audit of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is hereby ratified.”

**6. Ratification of remuneration payable to Cost Auditor for the F.Y. 2023-24**

**To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand Only) excluding applicable Tax payable to M/s Jitender, Navneet & Company, Cost Accountants, Kanpur, for conducting cost audit of the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

**7. Appointment of Mr. Tarun Garg (DIN: 00637800) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,150,152 and 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. TARUN GARG (DIN: 00637800) who was appointed as an Additional Director (Non-Executive Independent Director) on the Board of the Company in the meeting held on May 10<sup>th</sup>, 2023 and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from May 10<sup>th</sup>, 2023 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Mr. Sushil Kumar Goyal, Chief Financial Officer and Ms. Swati Srivastava, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary proper or expedient to give effect to above resolutions.”

#### **8. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

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 13 read with Section 61 and 64 of the Companies Act, 2013 (“the Act”) Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 95,50,00,000 (Rupee Ninety-Five crore Fifty Lacs only) divided into 500,00,000 (Five Crore) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty-Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only) to Rs. 120,50,00,000 /- (Rupee One Hundred Twenty Crore Fifty Lacs Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only) each ranking pari passu in all respect with the existing shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause 5 of the Memorandum of Association of the Company by substituting in its place, the following:-

**“5. The Authorized Share Capital of the Company is Rs. 120,50,00,000 /- (Rupee One Hundred Twenty Crore Fifty Lacs Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only). with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.”**

**RESOLVED FURTHER THAT** any Director or Mr. Sushil Kumar Goyal, Chief Financial Officer and Ms. Swati Srivastava, Company Secretary of the Company be and are hereby severally authorized to sign and file necessary e-Forms with the concerned Registrar of Companies (ROC, Kanpur) and to do all such acts, deeds and things and take all such steps as may be necessary proper or expedient to give effect to above resolutions.”

**9. TO APPROVE THE CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the recommendation of the Board and pursuant to provisions of section 4, 13 and 14 of the Companies Act, 2013 (the ‘Act’) read with Rule 29 of the Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), pursuant to the Articles of Association of the Company, subject to approval of the Registrar of Companies, the consent of the shareholders of the Company be and is hereby accorded, to change the name of the Company from ‘J.K. Cotton Limited’ to “JK Urbanscapes Limited/ JK Urbanscapes Developers Limited” or any other name approved by Central Registration Centre (“CRC”), Ministry of Corporate Affairs’ (“MCA”).

**RESOLVED FURTHER THAT** in accordance with the recommendation of the Board and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, Clause 1 of the Memorandum of Association of the Company be substituted with the following:

The name of the Company is ‘JK Urbanscapes Limited/ JK Urbanscapes Developers Limited.

**RESOLVED FURTHER THAT** in accordance with the recommendation of the Board and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable laws, the name ‘J.K. Cotton Limited’ wherever appearing in the Articles of Association of the Company be substituted by the new name of the Company, ‘JK Urbanscapes Limited/ JK Urbanscapes Developers Limited’.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to perform all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For J. K. Cotton Limited**

**Sd/-**

**Swati Srivastava  
Company Secretary**

**Membership No. 48654**

**Date: August 29,2023**

**Place: New Delhi**

## Notes

1. In continuation framework prescribed by the Ministry of Corporate Affairs (“MCA”) vide general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including general circular nos. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, have permitted the holding of the AGM through VC / OAVM. Hence, the 100<sup>th</sup> AGM of the Company is being held through VC/ OAVM. The deemed venue for 100<sup>th</sup> AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself/herself. Such proxy/proxies need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’) relating to the Special Business to be transacted at the Annual General Meeting (‘AGM’) is annexed hereto and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
4. In compliance with MCA Circular No. 10/2022 dated December 28, 2022, the Financial Statements including Board’s Report, Auditor’s Reports and other documents required to be attached therewith (together referred to as Annual Report for the financial year 2022-23) and Notice of AGM are being sent in electronic mode to those Members whose e-mail address is registered with the Company, Company’s Registrar and Transfer Agent or the Depository Participant(s) and to all other persons so entitled as on the cut-off date i.e. August 25th, 2023.
5. The Notice of the 100th AGM along with complete Annual Report for the financial year 2022-23 are also available on the website of the Company at [www.jkcotton.com](http://www.jkcotton.com). Members are requested to download the Annual Report and Notice of the AGM from the website of the Company. Members can attend and participate in the AGM through VC/OAVM facility only. The Notice of the 100th AGM and Annual Report are also available on the website of Central Depository Services (India) Limited (“CDSL”)(agency for providing e-voting including remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com). Members who wish to obtain physical copies of the above documents may write to us at [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and to RTA at [jsingla@alankit.com](mailto:jsingla@alankit.com) mentioning their Folio No./ DP ID and Client ID.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 20<sup>th</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023. (Both Days Inclusive) for the purpose of Annual General Meeting.
7. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is providing the facility of e-Voting (including remote e-Voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to avail its services for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system during the remote e-Voting period as well as e-voting during the AGM will be provided by CDSL.
8. Institutional/ Corporate Members (i.e., other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutinizer by e-mail through its registered e-mail address at [vmcorporatofilings@gmail.com](mailto:vmcorporatofilings@gmail.com) with copies marked to the Company at [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and to the RTA at [jsingla@alankit.com](mailto:jsingla@alankit.com).

9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members/list of beneficial owners as maintained by the Depositories/ Company will be entitled to vote.
10. Members attending the meeting through VC/OAVM including authorized representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purposes of reckoning the quorum under the provisions of Section 103 of the Act.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection in electronic form for the members during the AGM upon login at CDSL e-Voting system [www.evotingindia.com](http://www.evotingindia.com).
12. All documents referred to in the notice will also be available for inspection in electronic form without any fee by the members from the date of circulation of this notice up to the date of AGM on September 27th, 2023 during business hours. Members seeking to inspect such documents may send a request on the email id [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) at least two working day before the date on which they intend to inspect the document.
13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
14. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. Members holding shares in physical form may nominate a person in by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participant in case the shares held by them in dematerialized form and to the RTA in case the shares are held in physical form.
15. In respect of all the shares held by them whether singly or jointly. Members who hold shares in individual name are advised to avail nomination facility by filing their own interest. Blank form can be obtained from RTA on request. Members holding shares in dematerialised form may contact their respective DPs for registration of nomination.
16. Non-Resident Indian members are requested to inform the Company/ respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement;
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. The Company has designated an exclusive e-mail ID called [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com) for redressal of shareholder's complaints, then please write to us at above e-mail address.

**THE INTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on **September 24<sup>th</sup>, 2023 at 10:00 A.M.** and ends on **September 26<sup>th</sup>, 2023 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 20<sup>th</sup>, 2023** 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) The Members can join the AGM 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. The facility of participation

at the AGM through VC/OAVM will be made available for 1,000 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 AGM without restriction on account of first come first served basis.

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

Type of Shareholder	Login Method
<p>Individual Shareholders holding securities in dematerialized mode with CDSL Depository</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in dematerialized mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> in or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form.**

- 1) The shareholders should log onto the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL:16 digits beneficiary ID,
  - b. For NSDL:8 Character DPID 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 onto [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digital alpha numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <p>1. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use their sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field</li> </ul>

7. After entering the said details appropriately, click on “**SUBMIT**” tab.
8. 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 where in 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 resolution so for 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.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the <230826005>for the relevant <J. K. Cotton Limited >on which you choose to vote.
11. 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.
12. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
13. 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.
14. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. **Additional Facility for Non-Individual Shareholders and Custodians-Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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 AGM.
  1. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
  2. 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 [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email-id, mobile number at [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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 share holders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [swati.srivastava@jkorg.co.in](mailto:swati.srivastava@jkorg.co.in) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com) or RTA at [jksingla@alankit.com](mailto:jksingla@alankit.com) marking CC to Company
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

### General Guidelines for Members:

1. The voting period begins on **September 24th, 2023 at 10:00 A.M.** and ends on **September 26th, 2023 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 20th, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members can join the AGM 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. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 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 AGM without restriction on account of first come first served basis.
3. For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. The voting rights of the Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. **20<sup>th</sup> September, 2023**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **September 20th, 2023** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
6. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the notice and holding shares as on the cut-off date i.e. **September 20th, 2023**, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or to the Company. However, if he/she is already registered with CDSL for e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM.
7. The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
8. The Scrutinizer, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall, within two working days from conclusion of the AGM, submit a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
9. The results of the AGM shall be declared by the Chairman & Managing Director or any person duly authorized by him on this behalf, after the AGM within the prescribed time limits. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.
10. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jkcotton.com](http://www.jkcotton.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of the results by the Chairman or a person authorized by him in this behalf.
11. In terms of the Rule 9A(3)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014, Every holder of securities of an unlisted public company, who intends to transfer such securities on or after 30th September, 2019, shall get such securities dematerialized before the transfer. In view of the above, Members are advised to dematerialized shares held by them in physical form.

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

As required under Section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out material facts relating to business mentioned under Item 3 to 9 of the accompanying Notice and should be read as forming part of the Notice.

**ITEM NO. 3**

M/s. P.L. Tandon & Co., Chartered Accountants (Firm Registration No. 000186C), were appointed as Statutory Auditors of the Company at its 99th Annual General Meeting of the Company held on 30th September, 2022, for a term of consecutive five years commencing from the conclusion of 99th Annual General Meeting of the Company until the conclusion of 104th Annual General Meeting of the Company. However, they have resigned on 25<sup>th</sup> August, 2023 stating that "due to some re-occupations, they will not be in a position to continue as statutory auditor for J.K. Cotton Limited for financial year 2023-24. Accordingly, they have resigned as Statutory Auditors of the Company."

The members of the Audit Committee have taken into account the experience and expertise of M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), as Statutory Auditor of the Company and recommended them to the Board for appointment to fill casual vacancy caused by resignation of M/s. P.L. Tandon & Co., Chartered Accountants (Firm Registration No. 000186C) from 29<sup>th</sup> August, 2023 until the conclusion of the ensuing 100th Annual General Meeting of the Company.

In accordance with the provisions of Section 139(8) of the Companies Act, 2013, the casual vacancy caused by the resignation of the Statutory Auditors i.e. M/s. P.L. Tandon & Co., Chartered Accountants (Firm Registration No. 000186C) shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. Accordingly, in compliance with provisions of Section 139(8) and all other applicable provisions of the Companies Act, 2013 read with the applicable rules of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications) or re-enactment thereof, for the time being in force), the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meetings held on 29<sup>th</sup> August, 2023, have appointed M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), as the Statutory Auditors of the Company to fill the casual vacancy caused by the said resignation of M/s. P.L. Tandon & Co., Chartered Accountants (Firm Registration No. 000186C), from 29<sup>th</sup> August, 2023 until the conclusion of the ensuing 100<sup>th</sup> Annual General Meeting of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. S S Kothari Mehta & Company (FRN:000756N), plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, and recommended for the approval of Members by way of Ordinary Resolution at the ensuing 100th Annual General Meeting of the Company.

With respect to appointment of Statutory Auditors referred to in Item no. 3 and 4 of the Notice, the brief profile of the Auditors is as under:

M/s. S S Kothari Mehta & Company (FRN:000756N), is one of the leading firms of Chartered Accountants in India., it has Head Office in New Delhi and branch offices PAN India. The firm has vast experience of handling large corporate clients across different industries providing assurance services, company law matters, corporate and financial restructuring, financial advisory, risk advisory, valuations, taxation, etc. The Company has received letter of eligibility for the aforesaid appointment as statutory auditors in compliance with provisions of Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 from M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company and they have consented to act as statutory auditors of the Company to fill casual vacancy caused by resignation of M/s. M/s. P.L. Tandon & Co., Chartered Accountants, i.e. w.e.f. 29<sup>th</sup> August, 2023 until the conclusion of ensuing 100th Annual General Meeting of the Company.

Accordingly, consent of the members is being sought for appointment of Statutory Auditors as per the proposal contained in the Resolution set out at item no. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the members.

#### **ITEM NO. 4**

M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), appointed as Statutory Auditors of the Company to fill casual vacancy caused by resignation w.e.f. 29<sup>th</sup> August, 2023 until the conclusion of 100<sup>th</sup> Annual General Meeting of the Company.

Accordingly, in compliance with provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the applicable rules of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meetings held on 29<sup>th</sup> August, 2023, and subject to the approval of members in the 100<sup>th</sup> AGM has decided to appoint M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), as the Statutory Auditor of the Company, for a continuous period of five (05) years commencing from the conclusion of 100<sup>th</sup> Annual General Meeting of the Company until the conclusion of 105<sup>th</sup> Annual General Meeting of the Company (i.e. from the FY 2023-24 until FY 2027-28), at a remuneration as may be mutually agreed to, between the Board of Directors and M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, and recommended for the approval of Members by way of Ordinary Resolution at the ensuing 100<sup>th</sup> Annual General Meeting of the Company. The Company has received letter of eligibility for the aforesaid appointment as statutory auditors in compliance with provisions of Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 from M/s S S Kothari Mehta & Company, Chartered Accountants (FRN:000756N), to give effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company and they have consented to act as statutory auditors of the Company for a continuous period of five (05) years, i.e. from conclusion of ensuing 100<sup>th</sup> Annual General Meeting of the Company until the conclusion of 105<sup>th</sup> Annual General Meeting of the Company (i.e. from FY 2023-24 until FY 2027-28).

Accordingly, consent of the members is being sought for appointment of Statutory Auditors as per the proposal contained in the Resolution set out at Item No. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in this Resolution.

#### **ITEM NO. 5**

##### **Ratification of remuneration to Cost Auditors for F.Y. 2022-23**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s Jitender, Navneet & Co, Cost Accountants, Kanpur, at remuneration of ` 1,50,000/- (Rupees One Lakh Fifty Thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2022-23.

In accordance with the provisions of Section 148(3) of Companies Act, 2013 read with rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

**ITEM NO. 6**

**Ratification of remuneration to Cost Auditors for F.Y. 2023-24**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Jitender,Navneet & Co, Cost Accountants, Kanpur, at remuneration of ` 1,50,000/- (Rupees One Lakh Fifty Thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2023-24.

In accordance with the provisions of Section 148(3) of Companies Act,2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

**ITEM NO. 7**

**Appointment of Mr. Tarun Garg as an Independent Director of the Company**

Mr. Tarun Garg, (DIN 00288460), was appointed as Independent Director of the Company with effect from May 10, 2023.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder the appointment of Independent Director(s) has to be approved at the meeting of shareholders of the Company by way of Special Resolution. Therefore, approval of the shareholders is sought for appointment of Mr. Tarun Garg, as Independent Director on the same terms and conditions as determined by the Board of Directors. Mr. Tarun Garg, if appointed as an Independent Director, will not be liable to retire by rotation as per Section 152 of the Act. Mr. Tarun Garg has furnished declaration of independence as specified in Section 149 of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

As required under the Secretarial Standard on General Meetings (SS-2), the relevant details in respect of the appointee are as under:-

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except Mr. Tarun Garg, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Brief Profile of Tarun Garg provided as under:

Name of Director	Tarun Garg
DIN	00637800
Date of Birth	12/10/1972
Nationality	Indian
Date of Appointment on Board	May 10, 2023
Qualification	Mr. Tarun Garg holds a bachelor's degree of Commerce from Kanpur University and has experience in field of finance and management. He has done his masters in Garment Manufacturing technology from NIFT, New Delhi.

Expertise in Specific functional area	Mr. Tarun Garg is an industrialist with an experience of more than 21 years in textile industry. He is the owner of Tarun Textiles and specializes in Management, Marketing Strategy and Leadership.
Terms and Conditions of Appointment or re-appointment	Tarun Garg (Independent Director) of the Company is appointed for a period of 5 years and can be re-appointed after 3 years from expiry of his said tenure.
Number of shares held in the company	Not Applicable
List of Directorship held in other companies	<ul style="list-style-type: none"> <li>• Tarun Infratech Private Limited</li> <li>• Techmedico Private Limited</li> <li>• Trayambakeshwar Exim Private Limited</li> </ul>
Number of Board Meeting held during the year	Not Applicable
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Not Applicable

#### **ITEM NO. 8**

The present Authorised Share Capital of the Company is Rs. 95,50,00,000 (Rupee Ninety-Five crore Fifty Lacs only) divided into 500,00,000 (Five Crore) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty-Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only).

The Company plans infusion of additional equity shares of upto Rs. 25 crore by way of Rights Issue for meeting the expenditure towards further investment, expansion and modernization and for other general corporate requirements of the Company. The Board at its Meeting held on August 29, 2023 has accorded its approval to the proposal of capital infusion by way of right issue of equity shares to the existing shareholders, which necessitates increase of Authorised Share Capital of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 95,50,00,000 (Rupee Ninety Five crore Fifty Lacs only) divided into 500,00,000 (Five Crore) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only) to Rs. 120,50,00,000 /- (Rupee One Hundred Twenty Crore Fifty Lacs Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupee ten only) each and 45,50,000 (Forty Five lacs Fifty Thousand) Preference Shares of Rs. 100/- (Rupee hundred only) ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company., subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 8 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.



**ITEM NO. 9**

Since the revenue of the Company is from the real estate business and related activities, accordingly, the proposal was placed before the Board to change the name of the Company which itself reflect the main business of the Company.

The Board of Directors in its meeting held on 29th August 2023 accorded its approval to change the name of the Company **from 'J.K. Cotton Limited' to "JK Urbanscapes Limited/ JK Urbanscapes Developers Limited"** or any other name approved by Central Registration Centre ("CRC"), Ministry of Corporate Affairs' ("MCA). The Directors believe that the change in the name of the Company will aid in achieving enhanced branding of the services offered by the Company and to leverage the Brand "JK Urbanscape" to reach out to the customers effectually.

In accordance with Sections 13 and 14 of the Companies Act, 2013 (the 'Act'), the change of Company's name, including change in the Name clause of the Memorandum of Association and consequent change in the Articles of Association of the Company, respectively, requires approval of the Shareholders of the Company way of a Special Resolution.

The Board recommends the Special resolution set out at item no. 9 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of this Notice.

**By Order of the Board of Directors  
For J. K. Cotton Limited**

**Date: August 29,2023**

**Place: New Delhi**

**Sd/-  
Swati Srivastava  
Company Secretary  
Membership No. 48654**

**Annexure**

**Details of Directors seeking re-appointment at the ensuing Annual General Meeting, pursuant to Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are provided herein below:**

Name of Director	Mr. Satish Chandra Gupta
Age (years)	78
Relationship with other Directors and Key Managerial Personnel inter-se	Not applicable
Date of first Appointment on the Board	October 30, 2021
Qualification	Mr. Satish Chandra Gupta is an IT industry veteran. With over 56 years of experience, he brings a wealth of knowledge and market perspective to the table.
Expertise in specific functional areas/ Brief resume	Satish is an IT industry veteran. With over 56 years of experience, he brings a wealth of knowledge and market perspective to the table. He started his career with IBM World Trade Corporation in India in 1965. After spending 13 years in IBM, he moved to CMC Limited and spent another 12 years in CMC. He joined JK Technosoft Limited (JKT) in the year 1990 and since then he is continuing with JK Group. Currently, he is Executive Director of JKT and is also on the board of various public and private companies..
Terms and conditions of Appointment/re-appointment along with remuneration details	Mr. Satish Chandra Gupta is retiring by rotation and proposed to be re-appointed.
No. of shares held in the Company including shareholding as beneficial owner	Not Applicable
Remuneration last drawn	Not Applicable
Directorship held in other companies along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> <li>• Manphul Trading and Finance Company Private Limited</li> <li>• J K Technosoft Limited</li> <li>• Balashree Property Consultants Private Limited</li> <li>• Diensten Tech limited</li> <li>• J K Infrastructure Developers Private Limited</li> <li>• Genext Estates Private Limited</li> <li>• Welgrow Developers Private Limited</li> <li>• JK Defence &amp; Aerospace Limited</li> <li>• JK Digital &amp; Advance Systems Private Limited</li> <li>• Allen Reinforced Plastics Private Limited</li> </ul>
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held	<b>J K Technosoft Limited</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Chairman</li> </ul>
No. of Board Meetings attended during year	11 Board Meeting was attended during the year by him