

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U17111UP1924PLC000275

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACJ3417B

(ii) (a) Name of the company

J. K. COTTON LIMITED

(b) Registered office address

KAMLA TOWER
KANPUR
Uttar Pradesh
208001
India

(c) *e-mail ID of the company

harshit@jkcotton.com

(d) *Telephone number with STD code

05122371478

(e) Website

www.jkcotton.com

(iii) Date of Incorporation

24/10/1924

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	B.G.K. INFRASTRUCTURE DEVELOPERS	U70102DL2007PTC171915	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	48,334,388	48,334,388	48,334,388
Total amount of equity shares (in Rupees)	500,000,000	483,343,880	48,343,880	483,343,880

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	50,000,000	48,334,388	48,334,388	48,334,388
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	483,343,880	48,343,880	483,343,880

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,550,000	0	0	0
Total amount of preference shares (in rupees)	455,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
6% Non Cumulative Redeemable Preference Shares				
Number of preference shares	4,525,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	452,500,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8.5% Non Cumulative Redeemable Preference Shares				
Number of preference shares	25,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,500,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,103,840	22,473,910	23577750	235,777,500	235,777,500	
Increase during the year	0	24,756,638	24756638	247,566,380	247,566,380	0

i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	24,756,638	24756638	247,566,380	247,566,380	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify NIL				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify NIL				0	0	
At the end of the year	1,103,840	47,230,548	48334388	483,343,880	483,343,880	
Preference shares						
At the beginning of the year	0	4,381,720	4381720	438,172,000	438,172,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	4,381,720	4381720	438,172,000	438,172,000	0
i. Redemption of shares	0	4,381,720	4381720	438,172,000	438,172,000	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE088U01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,230,537,928

(ii) Net worth of the Company

832,577,093

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	28,284,099	58.52	0	
	(ii) Non-resident Indian (NRI)	11,547	0.02	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	

5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,696,228	20.06	0	
10.	Others	0	0	0	
	Total	37,991,874	78.6	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,048,497	2.17	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	99,142	0.21	0	
5.	Financial institutions	6,739	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,143,426	18.92	0	

10.	Others	TRUSTS AND SOCIETIES	44,710	0.09	0	
		Total	10,342,514	21.4	0	0

Total number of shareholders (other than promoters)

7,437

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7,444

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	7
Members (other than promoters)	7,436	7,437
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	2	0	49.73	0
B. Non-Promoter	1	5	0	6	0	0
(i) Non-Independent	1	0	0	1	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	2	6	49.73	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ABHISHEK SINGHANIA	00087844	Managing Director	24,039,099	
KRISHNA BEHARI AGARWAL	00339934	Director	5	12/05/2022
JAGANNATH GUPTA	00397952	Director	0	
RAVINDRA KUMAR TADWA	00159472	Director	0	17/08/2022
MAYANK KHANNA	00443170	Director	0	
SATISH CHANDRA GUPTA	01595040	Director	0	
SANJAY KUMAR JAIN	01014176	Whole-time director	0	30/04/2022
VEDANG HARI SINGHANIA	08948420	Director	0	26/04/2022
HARSHIT GUNANI	ATIPG8557F	Company Secretary	6	12/05/2022

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MAYANK KHANNA	00443170	Additional director	30/10/2021	Appointment
SATISH CHANDRA GUPTA	01595040	Additional director	30/10/2021	Appointment
NIDHIPATI SINGHANIA	00171211	Director	23/06/2021	Cessation
ASHOK GUPTA	00135288	Director	31/10/2021	Cessation
KRISHNA DAS GUPTA	00374379	Director	06/11/2021	Cessation
PADAM KUMAR JAIN	00176945	Director	12/05/2021	Cessation
VIKAS GARG	09365431	Additional director	30/10/2021	Appointment
VIKAS GARG	09365431	Additional director	29/03/2022	Cessation
SONALI AGARWAL	BDIPA0994D	CFO	31/01/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Postal Ballot	27/07/2021	7,446	42	98.27
Annual General Meeting	28/09/2021	7,446	43	46.33
Postal Ballot	14/02/2022	7,446	25	92.27

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/06/2021	8	4	50
2	29/06/2021	7	6	85.71
3	09/08/2021	8	6	75
4	23/09/2021	8	7	87.5
5	30/10/2021	8	6	75
6	23/12/2021	9	5	55.56
7	14/01/2022	9	4	44.44
8	10/02/2022	9	6	66.67
9	28/02/2022	9	5	55.56

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR COMMIT	28/06/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
2	NOMINATION	28/06/2021	3	3	100
3	STAKEHOLDER	29/06/2021	3	3	100
4	AUDIT COMMITTEE	29/06/2021	3	3	100
5	STAKEHOLDER	09/08/2021	4	3	75
6	NOMINATION	01/10/2021	4	4	100
7	NOMINATION	29/10/2021	4	4	100
8	AUDIT COMMITTEE	09/08/2021	4	3	75
9	STAKEHOLDER	30/10/2021	4	4	100
10	AUDIT COMMITTEE	30/10/2021	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2022
								(Y/N/NA)
1	ABHISHEK SINGH	9	9	100	0	0	0	Yes
2	KRISHNA BEHAR	9	9	100	14	12	85.71	Not Applicable
3	JAGANNATH	9	8	88.89	13	13	100	Yes
4	RAVINDRA KUMAR	9	8	88.89	11	11	100	Not Applicable
5	MAYANK KHANNA	4	3	75	0	0	0	Not Applicable
6	SATISH CHANDRA	4	0	0	0	0	0	Not Applicable
7	SANJAY KUMAR	7	0	0	0	0	0	Not Applicable
8	VEDANG HANNA	7	2	28.57	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHISHEK SINGHA	Managing Director	17,460,000	0	0	0	17,460,000
2	SANJAY KUMAR JAIN	WHOLE TIME DIRECTOR	2,770,002	0	0	5,000	2,775,002
3	ASHOK GUPTA	DIRECTOR	800,000	0	0	25,000	825,000
	Total		21,030,002	0	0	30,000	21,060,002

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SONALI AGARWAL	CHIEF FINANCIAL OFFICER	929,830	0	0	0	929,830
2	HARSHIT GUNANI	COMPANY SECRETARY	827,700	0	0	0	827,700
	Total		1,757,530	0	0	0	1,757,530

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNA BEHARI	INDEPENDENT	0	0	0	82,000	82,000
2	JAGANNATH GUPTA	INDEPENDENT	0	0	0	92,000	92,000
3	RAVINDRA KUMAR	INDEPENDENT	0	0	0	49,000	49,000
4	MAYANK KHANNA	INDEPENDENT	0	0	0	15,000	15,000
5	SATISH CHANDRA	DIRECTOR	0	0	0	5,000	5,000
6	VEDANG HARI SINHA	DIRECTOR	0	0	0	10,000	10,000
7	KRISHNA DAS GUPTA	INDEPENDENT	0	0	0	31,000	31,000
8	VIKAS GARG	DIRECTOR	0	0	0	5,000	5,000
9	ASHOK GUPTA	DIRECTOR	0	0	0	47,000	47,000
	Total		0	0	0	336,000	336,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRADEEP SINGH

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

25806

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 05 dated 30/10/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Abhishek Singhania
Digitally signed by
Abhishek Singhania
Date: 2022.11.30
11:06:12 +05'30'

DIN of the director

00087844

To be digitally signed by

Pradeep Singh
Digitally signed by
Pradeep Singh
Date: 2022.11.30
11:36:56 +05'30'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

64474

Certificate of practice number

25806

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings.pdf
mgt_8.pdf
UDIN.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Auto-approved By

DS Registrar of
Companies
uttar pradesh
kanpur 01
Digitally signed by DS Registrar of Companies
uttar pradesh kanpur 01
DN: cn=Registrar of Companies, o=Registrar of Companies, ou=Registrar of Companies, email=Registrar of Companies, serial=1, c=IN
Date: 2022.12.01 14:25:20 +05'30'