

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
**J.K. Cotton Limited**  
Kamla Tower,  
Kanpur – 208001 (U.P.)

Dear Sir,

I, S.K.Gupta, Company Secretary in practice, have been appointed by the Board of Directors of **J.K. Cotton Limited** (the 'Company') as a Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated 14<sup>th</sup> June, 2021, do hereby submit my Report as under:-

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the Shareholders on the Ordinary and Special Resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast through e-voting in 'favour' or 'against' the resolutions.
- 2(i) Due to intermittent non-availability of postal and courier services on account of threat posed by COVID-19 pandemic situation and in accordance with the Ministry of Corporate Affairs General Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April, 2020, 33/2020 dated 28<sup>th</sup> September, 2020

and 39/2020 dated 31<sup>st</sup> December, 2020 other applicable rules framed under the Act and pursuant to Rule 20 and 22(3) of the Companies (Management and Administration) Rules, 2014, the Company issued a public notice by way of advertisement published on 26<sup>th</sup> June, 2021 in 'Financial Express' (English Newspaper) New Delhi and Mumbai editions and in 'Jansatta' (Hindi Newspaper) Lucknow edition giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot / e-voting shall be sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company and regarding the completion of dispatch of Postal Ballot Notice by e-mail and containing all the matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

- (ii) The Company has on 25<sup>th</sup> June, 2021 completed the dispatch of Postal Ballot Notice dated 14<sup>th</sup> June, 2021 by sending the e-mail to the Members who have registered their email IDs with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Transfer Agent i.e. Jaykay Enterprises Limited ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited (NSDL) as on Friday, 18<sup>th</sup> June, 2021, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.
3. The Company has in light of the MCA Circulars, offered facility to the members who have not registered their email address and in consequence could not receive the Postal Ballot Notice to temporarily get their email address registered, by contacting or writing a mail to Jaykay Enterprises



Limited, the Registrar and Share Transfer Agent at the email Id [prabhat.mishra@jaykayenterprises.com](mailto:prabhat.mishra@jaykayenterprises.com) and [harshit@jkcotton.com](mailto:harshit@jkcotton.com) and follow the registration process as guided thereafter. Post successful registration of the email address, the members would get soft copy of the Notice and the procedure for remote e-voting along with the User Id and Password to enable remote e-voting for the Postal Ballot. In case of any queries, members may write to [investor.services@jkcement.com](mailto:investor.services@jkcement.com).

4. The physical copy of the Postal Ballot Notice along with the Postal Ballot Forms and postage pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Hence, the communication of the 'Assent' or 'Dissent' by the Members took place through the remote e-voting process only.
5. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. [https:// www.jkcotton.com](https://www.jkcotton.com) and on the e-voting website of the CDSL i.e. <https://www.evotingindia.com> and will also be available on the website of Jaykay Enterprises Limited, the Registrar and Share Transfer Agents of the Company i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com). The results of the Postal Ballot through remote e-voting will also be made available on these websites.
6. The Company has offered remote e-voting through Central Depository Securities Limited ('CDSL') and our report contains the details of voting through remote e-voting only.
7. The facility of e-voting remained open from 9.00 A.M. on Monday, 28<sup>th</sup> June, 2021 to 5.00 P.M. on Tuesday, 27<sup>th</sup> July, 2021.

8. We have unblocked the votes cast through remote e-voting in the presence of Ms. Divya Saxena and Ms. Kamini Gupta who were not in the employment of the Company.

9. Summary of result of Remote e-voting on Postal Ballot is given below:

**1. Ordinary Resolution to approve increase in Authorised Share Capital of the Company**

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	41	6,62,26,260	98.27	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	1	1	Negligible	Negligible
<b>TOTAL (A+B)</b>		<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>

\* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-

1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.

1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

**Result:** As the votes cast by the members in favour of the proposed resolution are more than the votes cast against the resolution, the ordinary resolution has been passed with requisite majority as per the provisions of Section 114(2) of the Companies Act, 2013.

**2. Ordinary Resolution for approval of alteration in Capital Clause of Memorandum of Association of the Company**

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	41	6,62,26,260	98.27	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	1	1	Negligible	Negligible
	<b>TOTAL (A+B)</b>	<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>
<p>* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-</p> <p>1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.</p>					



1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

**Result:** As the votes cast by the members in favour of the proposed resolution are more than the votes cast against the resolution, the ordinary resolution is passed with requisite majority as per the provisions of Section 114(1) the Companies Act, 2013.

**3. Ordinary Resolution to contribute to Charitable and other Funds exceeding the limits prescribed under the Companies Act, 2013**

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	41	6,62,26,260	98.27	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	1	1	Negligible	Negligible
	<b>TOTAL (A+B)</b>	<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>
<p>* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-</p> <p>1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.</p>					



1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

**Result:** As the votes cast by the members in favour of the proposed resolution are more than the votes cast against the resolution, the ordinary resolution is passed with requisite majority as per the provisions of Section 114(1) the Companies Act, 2013.

**4. Special Resolution to increase the total overall limit of remuneration payable to the Managerial Personnel of the Company**

Particulars	No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A. The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	41	6,62,26,260	98.27	100
B. The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	1	1	Negligible	Negligible
<b>TOTAL (A+B)</b>	<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>

\* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-

1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.

1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

**Result:** As the votes cast by the members in favour of the proposed resolution are more than three times of the votes cast against the resolution, the special resolution has been passed with requisite majority as per the provisions of Section 114(2) of the Companies Act, 2013.

**5. Special Resolution for appointment of Shri Abhishek Singhania (DIN:00087844) as Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2024**

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	42	6,62,26,261	98.27	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	0	0	0	0
	<b>TOTAL (A+B)</b>	<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>



*\* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-*

*1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.*

*1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.*

**Result:** As the votes cast by the members in favour of the proposed resolution are more than three times of the votes cast against the resolution, the special resolution has been passed unanimously as per the provisions of Section 114(2) of the Companies Act, 2013.

**6. Special Resolution for approval of Scheme of loan for Managing and Whole Time Directors**

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	41	6,62,26,260	98.27	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the	1	1	Negligible	Negligible

Resolution					
<b>TOTAL (A+B)</b>	<b>42</b>	<b>6,62,26,261</b>	<b>98.27</b>	<b>100</b>	
<i>* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-</i>					
<i>1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.</i>					
<i>1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.</i>					

**Result:** As the votes cast by the members in favour of the proposed resolution are more than three times of the votes cast against the resolution, the special resolution has been passed with requisite majority as per the provisions of Section 114(2) of the Companies Act, 2013.

10. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

11. You may accordingly declare the results of the e-voting for Postal Ballot.

Thanking you,  
Yours Faithfully,

(S.K.GUPTA)

Practising Company Secretary

F.C.S -2589

C.P – 1920

UDIN: F002589C000700211

Place: Kanpur

Date: 28<sup>th</sup> July, 2021

Countersigned by

(ABHISHEK SINGHANIA)

Chairman and Managing Director

DIN: 00087844