

VARUNA MITTAL & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZERS' REPORT

To
The Chairman
JK Urbanscapes Developers Limited
(formerly known as J. K. Cotton Limited)
Kamla Tower Kanpur Uttar Pradesh 208001

Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Notice dated February 17, 2024

Dear Sir,

I, Varuna Mittal, Proprietor of M/s. Varuna Mittal & Associates, Company Secretaries having office at A 14, Naya Bazar, Najafgarh, New Delhi-110043, was appointed as Scrutinizer by the Board of Directors of **JK Urbanscapes Developers Limited** (formerly known as J. K. Cotton Limited) for scrutinizing the postal ballot by way of e-voting means in respect of passing of the resolutions contained in the Postal ballot Notice dated February 17, 2024 ("**Notice**") in a fair and transparent manner.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to postal ballot by way of e-voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Notice, based on the data downloaded from website of Central Depository Services (India) Limited ("CDSL"), i.e. www.evotingindia.com, authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. Sunday, March 24, 2024 at 5:00 P.M. (IST).
3. The Members of the Company as on the "**cut-off date**" i.e. Friday, February 16, 2024 were entitled to vote on the proposed resolutions to be passed through postal ballot by way of e-voting means as set-out in the Notice of Postal Ballot and their shareholding as on cut-off date has been reckoned for the purpose of arriving at the results of the postal ballot.

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4. The e-voting period remained open from Saturday, February 24, 2024 at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Sunday, March 24, 2024 on the designated website of CDSL i.e. www.evotingindia.com.
5. On Friday, February 23, 2024, the Company had completed the dispatch of Postal Ballot notice to those Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the cut-off date i.e. February 16, 2024 received from Company/ Depositories/ Depository Participants/ Company's Registrars and Transfer Agents ('RTA') i.e., Alankit Assignments Limited. Pursuant to the provisions of Companies Act 2013, the Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with Company/Registrars and Transfers Agents of the Company with their Depository Participants. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
6. Further, we or the Company has not received any physical ballot form and accordingly, voting done through e-voting means only was considered for this report.
7. As per rule 20 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Newspaper Advertisements with respect to Postal Ballot Notice were published by the Company all editions of "**Business Standard**" (English Edition), and Kanpur edition of "**Aaj**" (Hindi Edition) on February 24, 2024 informing about the completion of dispatch of Postal Ballot notice to those Members who registered their e-mail id's with the depositories or with RTA of the Company and physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered along with other related matters mentioned therein.
8. I had monitored the process of e-voting through the scrutinizer's secured link provided by CDSL through its designated website.
9. After completion of e-voting on March 24, 2024, votes cast by the Members, were unblocked in the presence of two witnesses i.e. Ms. Rinky Chauhan R/o 433- A, Nyay Khand -3, Indirapuram, Ghaziabad 201014 and Mr. Shubham Jain R/o P-7/4, Residential Colony KV No. 3, Naraina, New Delhi 110010 who are not in the employment of the Company.

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10. The electronic data/records related to e-voting have been maintained and are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any, lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of CDSL i.e. www.evotingindia.com.
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

---Result to follow---

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ITEM NO. 1: RE-APPOINTMENT OF MR. ABHISHEK SINGHANIA AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY ("CMD") AND APPROVAL OF TERMS AND CONDITIONS THEREOF (AS AN ORDINARY RESOLUTION):

| | Particulars | E-VOTING | | Physical Ballot Voting | |
|------|---|---------------------------|--------------------|---------------------------|--------------------|
| | | Number of member(s) voted | Votes held by them | Number of member(s) voted | Votes held by them |
| | Number of Members & Shares held by them | 43 | 15510466 | 0 | 0 |
| Less | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less | Number of Members & abstained from voting | 0 | 0 | 0 | 0 |
| Less | Number of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 43 | 15510466 | 0 | 0 |

| Particulars | E-VOTING | | |
|--------------|-------------------------|--------------------|---------------------------------------|
| | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour | 41 | 15510434 | 99.9998 |
| Against | 2 | 32 | 0.0002 |
| Total | 43 | 15510466 | 100 |

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ITEM NO. 2: APPROVAL FOR SETTING THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

| | Particulars | E-VOTING | | Physical Ballot Voting | |
|------|---|---------------------------|--------------------|---------------------------|--------------------|
| | | Number of member(s) voted | Votes held by them | Number of member(s) voted | Votes held by them |
| | Number of Members & Shares held by them | 46 | 56529083 | 0 | 0 |
| Less | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less | Number of Members & abstained from voting | 0 | 0 | 0 | 0 |
| Less | Number of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 46 | 56529083 | 0 | 0 |

| Particulars | E-VOTING | | |
|--------------|-------------------------|--------------------|---------------------------------------|
| | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour | 44 | 56529051 | 99.9999 |
| Against | 2 | 32 | 0.0001 |
| Total | 46 | 56529083 | 100 |

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ITEM NO. 3: APPROVAL FOR THE CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

| | Particulars | E-VOTING | | Physical Ballot Voting | |
|------|---|---------------------------|--------------------|---------------------------|--------------------|
| | | Number of member(s) voted | Votes held by them | Number of member(s) voted | Votes held by them |
| | Number of Members & Shares held by them | 46 | 56529083 | 0 | 0 |
| Less | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less | Number of Members & abstained from voting | 0 | 0 | 0 | 0 |
| Less | Number of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 46 | 56529083 | 0 | 0 |

| Particulars | E-VOTING | | |
|--------------|-------------------------|--------------------|---------------------------------------|
| | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour | 44 | 56529051 | 99.9999 |
| Against | 2 | 32 | 0.0001 |
| Total | 46 | 56529083 | 100 |

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ITEM NO. 4: APPROVAL TO INCREASE THE LIMIT TO MAKE LOAN(S) OR GIVE GUARANTEE(S) OR PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) UNDER SECTION 186 OF THE COMPANIES ACT, 2013 (AS A SPECIAL RESOLUTION):

| | Particulars | E-VOTING | | Physical Ballot Voting | |
|------|---|---------------------------|--------------------|---------------------------|--------------------|
| | | Number of member(s) voted | Votes held by them | Number of member(s) voted | Votes held by them |
| | Number of Members & Shares held by them | 46 | 56529083 | 0 | 0 |
| Less | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 |
| Less | Number of Members & abstained from voting | 0 | 0 | 0 | 0 |
| Less | Number of Members & Votes not exercised/Partially exercised | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 46 | 56529083 | 0 | 0 |

| Particulars | E-VOTING | | |
|--------------|-------------------------|--------------------|---------------------------------------|
| | Number of members voted | Votes cast by them | % of total number of valid votes cast |
| Favour | 44 | 56529051 | 99.9999 |
| Against | 2 | 32 | 0.0001 |
| Total | 46 | 56529083 | 100 |

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14. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on March 24, 2024, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person authorized by him may accordingly declare the result of Postal Ballot process.

Thanking You,
Yours faithfully,

For Varuna Mittal & Associates
Company Secretaries
FRN: S2020DE762400
Peer Review Certificate No.: 2745/2022

Varuna Mittal
Membership No.: 57727
Certificate of Practice No.: 23575
UDIN: A057727E003635609

Date: 27.03.2024
Place: Delhi

Countersigned by:
For and on behalf of
JK Urbanscapes Developers Limited
(formerly known as J. K. Cotton Limited)

Swati Shrivastava
Company Secretary
(Authorized by the Chairman)