

RESULT OF POSTAL BALLOT

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings (SS 2) read with the General Circular No. 20/2021 dated December 08, 2021 (in continuation to the Ministry of Corporate Affairs General Circular No. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021), in relation to "Clarification on passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder on account of COVID -19 Extension of timeline-reg." issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, approval of the members of the Company was sought for resolutions proposed as specified in Postal Ballot Notice dated 15th December, 2020 through voting by Postal Ballot (Remote E-voting).

Sr. No.	Type of Resolution	Description of resolution
1	Special Resolution	To approve Issue of 7,50,000, 6% Non-Convertible Redeemable Preference Shares of Rs. 100/- each (NCRPS) to M/s. J.K. Traders Limited on Private Placement Basis
2	Ordinary Resolution	To approve the appointment of M/s. KMG & Co., Chartered Accountants, as Management Consultants and for holding of Office or Place of Profit in the Company
3	Special Resolution	To approve the appointment of Mr. Sanjay Kumar Jain (DIN:01014176) as Whole-time Director, designated as Director - Strategy & Finance of the Company for a period of three years with effect from 1st October, 2021 to 30th September, 2024 and approval of the terms of appointment

Based on the Scrutinizer's Report dated February 15, 2022 of Shri S.K. Gupta of M/s. S.K. Gupta & Co., Company Secretaries (FCS No. 2589, C.P. No. 1920), the result of the Postal Ballot was declared at 4:00 P.M. on February 15, 2022 at the Registered Office of the Company as follows:



J. K. Cotton Ltd.

GSTIN : 09AAACJ3417B1Z2

CIN: U17111UP1924PLC000275

Website: www.jkcotton.com

Phone : 0512 - 2371478 to 81

Fax : 0512 - 2332665

E-mail : jkcm.ho@jkcotton.com

Registered Office & Head Office :

Kamla Tower, Kanpur - 208 001 (U.P.) INDIA

1. TO APPROVE ISSUE OF 7,50,000, 6% NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS. 100/- EACH (NCRPS) TO M/S. J.K. TRADERS LIMITED ON PRIVATE PLACEMENT BASIS

Particulars		No. of Members 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 who voted with Assent (Favour) for the Resolution	25	44596183	92.27	100
B.	The Members who voted with Dissent (Against) for the Resolution	0	0	0	0
TOTAL (A+B)		25	44596183	92.27	100

*Paid-up Share Capital includes 200 Equity Shares of Rs. 10/- each which are partly paid up to the extent of Rs. 9/- per share, the holder whereof has not participated in e-voting process as per EVSN 220115003.

2. TO APPROVE THE APPOINTMENT OF M/S. KMG & CO., CHARTERED ACCOUNTANTS, AS MANAGEMENT CONSULTANTS AND FOR HOLDING OF OFFICE OR PLACE OF PROFIT IN THE COMPANY

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Share Capital*	% of votes cast to Total votes cast
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Mill Office : Lala Kamlapat Road, Jarib Chowki, Kanpur - 208012

Phones : 0512-3067382-83 • Fax : 0512-3067384



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3. To approve the appointment of Mr. Sanjay Kumar Jain (DIN:01014176) as Whole-time Director, designated as Director – Strategy & Finance of the Company for a period of three years with effect from 1st October, 2021 to 30th September, 2024 and approval of the terms of appointment

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Share Capital*	% of votes cast to Total votes cast
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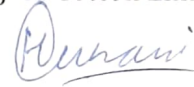
*Paid-up Share Capital includes 200 Equity Shares of Rs. 10/- each which are partly paid up to the extent of Rs. 9/- per share, the holder whereof has not participated in e-voting process as per EVSN 220115003.

The Scrutinizer's Report dated February 15, 2022 is attached herewith.

Place : Kanpur

Date : 15th February, 2022

For J. K. Cotton Limited



Harshit Gunani

Company Secretary



Mill Office : Lala Kamlapat Road, Jarib Chowki, Kanpur - 208012
Phones : 0512-3067382-83 • Fax : 0512-3067384



S. K. GUPTA

F.C.S.

S.K. Gupta & Co.

Company Secretaries

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Upper Floor, 37/17

Westcott Building,

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Kanpur-208001

Cell: 9415042137

E-mail :sk_gupta1@rediffmail.com

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 14th January, 2022, 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 General Circular No. 20/2021 dated December 08, 2021 (in continuation to the Ministry of Corporate Affairs General Circular No. 14/ 2020 dated April 8,



2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15,2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021), in relation to "Clarification on passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder on account of COVID -19 Extension of timeline-reg." issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Act and 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 16th January, 2022 in 'Financial Express' (English Newspaper) and in 'Jansatta' (Hindi Newspaper) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot 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 i.e. Alankit Assignments Limited ("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 14th January, 2022 completed the dispatch of Postal Ballot Notice dated 14th January, 2022 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. Alankit Assignments Limited ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited (NSDL) / Central Depository



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Services Limited ('CDSL') as on Friday, 14th January, 2022, 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 the Company through email at harshit.gunani@jkorg.co.in 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 rta@alankit.com and harshit.gunani@jkorg.co.in.
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>. 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 Sunday, 16th January, 2022 to 5.00 P.M. on Monday, 14th February, 2022.

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. Special Resolution to approve Issue of 7,50,000, 6% Non-Convertible Redeemable Preference Shares of Rs. 100/- each (NCRPS) to M/s. J.K. Traders Limited on Private Placement Basis.

Particulars		No. of Members 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 who voted with Assent (Favour) for the Resolution	25	44596183	92.27	100
B.	The Members who voted with	0	0	0	0

	Dissent (Against) for the Resolution				
	TOTAL (A+B)	25	44596183	92.27	100

**Paid-up Share Capital includes 200 Equity Shares of Rs. 10/- each which are partly paid up to the extent of Rs. 9/- per share, the holder whereof has not participated in e-voting process as per EVSN 220115003.*

Result: As all the votes were cast by the members in favour of the proposed resolution and no votes were cast against the resolution, the special resolution has been passed unanimously as per the provisions of Section 114(2) of the Companies Act, 2013.

2. Ordinary Resolution to approve the appointment of M/s. KMG & Co., Chartered Accountants, as Management Consultants and for holding of Office or Place of Profit in the Company.

Particulars	No. of Members 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 who voted with Assent (Favour) for the	25	44596183	92.27	100

	Resolution				
B.	The Members who voted with Dissent (Against) for the Resolution	0	0	0	0
	TOTAL (A+B)	25	44596183	92.27	100

**Paid-up Share Capital includes 200 Equity Shares of Rs. 10/- each which are partly paid up to the extent of Rs. 9/- per share, the holder whereof has not participated in e-voting process as per EVSN 220115003.*

Result: As all the votes were cast by the members in favour of the proposed resolution and no votes were cast against the resolution, the ordinary resolution is passed unanimously as per the provisions of Section 114(1) the Companies Act, 2013.

3. **Special Resolution to approve the appointment of Mr. Sanjay Kumar Jain (DIN:01014176) as Whole-time Director, designated as Director – Strategy & Finance of the Company for a period of three years with effect from 1st October, 2021 to 30th September, 2024 and approval of the terms of appointment.**



S. K. GUPTA

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Result: As all the votes were cast by the members in favour of the proposed resolution and no votes were cast against the resolution, the special



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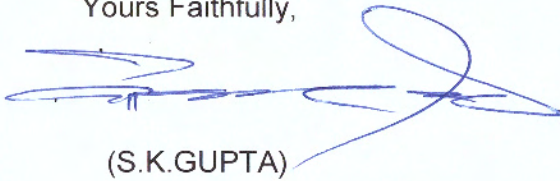
resolution has been passed unanimously as per the provisions of Section 114(2) of the Companies Act, 2013.

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

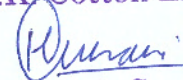
UDIN: F002589C002586016

Place: Kanpur

Date: 15th February, 2022

Countersigned by

For J.K. Cotton Limited



Company Secretary

(HARSHIT GUNANI)

Company Secretary

A.C.S - 32680

