

## **J. K. Cotton Limited**

CIN: U17111UP1924PLC000275

**Registered Office:** Kamla Tower, Kanpur-208 001, U.P., India

**Tele. No.:** (0512)2371478-481 **Fax :** (0512) 2332665

**E-mail:** [harshit@jkcotton.com](mailto:harshit@jkcotton.com) **Website:** [www.jkcotton.com](http://www.jkcotton.com)

### **NOTICE OF 98<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 98th Annual General Meeting of J. K. Cotton Limited will be held on Tuesday, 28<sup>th</sup> September 2021, at 11.00 A.M through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Shri Ashok Gupta (DIN 00135288), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **Appointment of Shri Abhishek Singhania (DIN-00087844) as a Director**

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

**“RESOLVED THAT** Shri Abhishek Singhania (DIN: 00087844), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25/03/2021 in terms of Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Abhishek Singhania for the office of Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **Appointment of Shri Vedang Hari Singhania (DIN-08948420) as a Director**

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

**“RESOLVED THAT** Shri Vedang Hari Singhania (DIN: 08948420 ), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29.06.2021 in terms of Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Vedang Hari Singhania for the office of Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **Appointment of Shri Sanjay Jain (DIN-01014176) as a Director**

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

**“RESOLVED THAT** Shri Sanjay Jain (DIN: 01014176), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29.06.2021 in terms of Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Sanjay Jain for the office of Director, be and is hereby appointed as a Director of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**6. Approval of Remuneration of Shri Ashok Gupta (DIN-00135288) as a Non-Executive Non-Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V, and all other applicable provisions of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment (s) thereof, for time being in force) and all Guidelines , Circulars and Notifications on managerial remuneration issued by the Central Government from time to time, Articles of Association of the Company and such other consent(s), permission(s) or approval(s) as may be required from appropriate authorities, approval of the members of the Company be and is hereby accorded for payment of remuneration to Shri Ashok Gupta (DIN 00135288), Non-Executive Non-Independent Director, for a period of one year from 01.07.2021 to 30.06.2022 on the terms and conditions be as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the Board)/Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit and as may be acceptable to Shri Ashok Gupta notwithstanding that the remuneration so paid may exceed the limits laid down under Section 197(1) read with Schedule V to the Companies Act, 2013 considering his seniority, service contribution to the functioning of the Board/Committees of the Board and in such other manner as the Board of the Company may from time to time determine and the aforesaid remuneration shall be inclusive of all services rendered by him not being services of professional nature whatsoever as may be delegated by the Board/Committee from time to time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the members and the approval of the members of the company shall be deemed to have been given thereto expressly by the authority of this resolution.”

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

Place: Kanpur  
Date: 9<sup>th</sup> August, 2021

Harshit Gunani  
Company Secretary

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## **NOTES:**

1. 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.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material fact annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday the September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive)** for the purpose of Annual General Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent in respect of their shareholding by mentioning folio nos., etc. Form of change of address is also available on website of the company i.e. [www.jkcotton.com](http://www.jkcotton.com).
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21 September, 2021 through email on [harshit@jkcotton.com](mailto:harshit@jkcotton.com) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
7. 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.
8. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
9. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
10. **Instructions for shareholders for Remote e-voting and e-voting during AGM are as under**
  1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  3. 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

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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

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report has been uploaded on the website of the Company i.e. [www.jkcotton.com](http://www.jkcotton.com) The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. The Notice of AGM along with Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

## THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on September 25, 2021 at 9:00 am and ends on September 27, 2021 at 5:00 pm. 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 21, 2021 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) **All the demat account holders** have been provided the facility of e-voting **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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>



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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to 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 DP ID 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 on to [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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use their first two letters of their names followed by the Serial Number.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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 as mentioned in instruction (v).</li> </ul>

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 wherein 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 resolutions of 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 [harshit@jkcotton.com](mailto:harshit@jkcotton.com) 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 e-voting 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. 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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [harshit@jkcotton.com](mailto:harshit@jkcotton.com) 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 [harshit@jkcotton.com](mailto:harshit@jkcotton.com) 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 shareholders 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 [harshit@jkcotton.com](mailto:harshit@jkcotton.com) and [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com)
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 022- 23058738 and 022-23058542/43.

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,



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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 on 022-23058542/43.

11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
12. 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. .
13. The Scrutinizer shall submit his report to the Chairman. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after declaration of the results by the Chairman or a person authorized by him in this behalf.

Subject to receipt of requisite number of votes, the Resolutions shall deemed to be passed on the date of the Annual General Meeting i.e. Tuesday, September 28, 2021.

14. 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. 21st September, 2021.
15. The Company has appointed M/s. Banthia & Co., (Prop. G. K. Banthia) of Kanpur, Practicing Company Secretaries (C.P. No. 1405) as the Scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
17. 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 2nd October, 2018, 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**

### **ITEM NO. 3: -**

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 25th March, 2021 appointed Shri Abhishek Singhania (DIN: 00087844) as Additional Director of the Company to hold office upto date of ensuing Annual General Meeting, which term may be extended by regularization of his appointment in the ensuing Annual General Meeting of the Company and further, he was designated by the Board as Chairman and Managing Director of the Company. The approval of the members to his appointment as Managing Director of the Company has already been obtained via Postal Ballot on 27<sup>th</sup> July, 2021.

Shri Abhishek Singhania having rich and varied business experience and the Board considers that his appointment as a Director of the Company would immensely benefit the Company.

Shri Abhishek Singhania is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act and Schedule V to the Companies Act, 2013. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Abhishek Singhania for the office of Director of the Company.

The Board of Directors recommends the resolution for your approval.

None of the Directors and / or Key Managerial Personnel except Shri Abhishek Singhania himself and their relatives may be deemed to be concerned or interested in the Resolution.

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

<b>Name of the Director</b>	<b>Abhishek Singhania</b>
<b>DIN</b>	DIN-00087844
<b>Date of Birth</b>	06.04.1973
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	25.03.2021
<b>Qualification</b>	Graduate in Commerce
<b>Expertise in Specific functional area</b>	Shri Abhishek Singhania (DIN-00087844) is the co-founder & has served as Managing Director of JK Technosoft Ltd ('JKT') and leads the company's global operations together with the Board and Management Team.  He has served as Special Executive in J.K. Cement Ltd. looked after Corporate Affairs at H.O. level till 31 <sup>st</sup> March, 2021
<b>Terms and conditions of appointment or re-appointment</b>	He was appointed as Additional Director w.e.f. 25 <sup>th</sup> March, 2021 and further designated as Chairman and Managing Director from 1 <sup>st</sup> April, 2021 by the Board in its meeting held on 25 <sup>th</sup> March, 2021. The approval of the members to his appointment as Managing Director of the Company has already been obtained via Postal Ballot on 27 <sup>th</sup> July, 2021. Now, it is proposed to regularize his appointment as a Director in the ensuing Annual General Meeting.
<b>Number of shares held in the Company</b>	67,48,484 equity shares (28.62%), 30,84,720 Preference Shares (70.40%)
<b>List of the directorship held in other Companies*</b>	1. Jaykay Enterprises Limited 2. J. K. Traders Limited 3. Manphul Trading and Finance Company Private Limited 4. J K Technosoft Limited 5. Udbhav Finance and Investment Company Private Limited 6. Dwarkadhish Finance and Investment Company Private Limited 7. PGA Securities Private Limited 8. Nebula3d Services Private Limited 9. Merchants Chamber of Uttar Pradesh 10. Uttar Pradesh Cricket Association 11. Diensten Tech Limited 12. Neumesh Labs Private Limited

# J. K. Cotton Ltd.

	13. B.G.K. Infrastructure Developers Private Limited
<b>Number of Board Meeting attended during the year</b>	One meeting of the Board of Directors of the company was attended by Shri Abhishek Singhania after his appointment as a Director with effect from 25 <sup>th</sup> March, 2021.
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	Member      Nomination and Remuneration Committee      JK Technosoft Limited Member      Stakeholders Relationship Committee      Jaykay Enterprises Limited

## **ITEM NO. 4: -**

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 29th June, 2021 appointed Shri Vedang Hari Singhania (DIN:08948420) as Additional Director of the Company to hold office upto date of ensuing Annual General Meeting, which term may be extended by regularization of his appointment in the ensuing Annual General Meeting of the Company.

Shri Vedang Hari Singhania having rich and varied business experience and the Board considers that his appointment as an Additional Director of the Company would immensely benefit the Company.

Shri Vedang Hari Singhania is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Vedang Hari Singhania for the office of Director of the Company.

The Board of Directors recommends the resolution for your approval.

None of the Directors and / or Key Managerial Personnel except Shri Vedang Hari Singhania himself and their relatives may be deemed to be concerned or interested in the Resolution.

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

<b>Name of the Director</b>	<b>Shri Vedang Hari Singhania</b>
<b>DIN</b>	DIN-08948420
<b>Date of Birth</b>	26/12/1997
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	29.06.2021
<b>Qualification</b>	Bsc in Business Administration
<b>Expertise in Specific functional area</b>	<b>Shri Vedang Hari Singhania</b> (DIN-08948420) is a Bsc in Business Administration and is currently working as a Program Manager in J. K. Technosoft Limited
<b>Terms and conditions of appointment or re-appointment</b>	Promoter, Non-Executive, Non-Independent
<b>Number of shares held in the Company</b>	NIL
<b>List of the directorship held in other Companies*</b>	1    Diensten Tech Limited 2    J. K. Traders Limited
<b>Number of Board Meeting attended during the year</b>	None
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	None

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## **ITEM NO. 5: -**

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 29th June, 2021 appointed Shri Sanjay Jain (DIN: 01014176) as Additional Director of the Company to hold office upto date of ensuing Annual General Meeting, which term may be extended by regularization of his appointment in the ensuing Annual General Meeting of the Company.

Shri Sanjay Jain having rich and varied business experience and the Board considers that his appointment as an Additional Director of the Company would immensely benefit the Company.

Shri Sanjay Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Sanjay Jain for the office of Director of the Company.

The Board of Directors recommends the resolution for your approval.

None of the Directors and / or Key Managerial Personnel except Shri Sanjay Jain himself and their relatives may be deemed to be concerned or interested in the Resolution.

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

<b>Name of the Director</b>	<b>Shri Sanjay Jain</b>
<b>DIN</b>	DIN-01014176
<b>Date of Birth</b>	27-10-1966
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	29.06.2021
<b>Qualification</b>	B Com (Hons) from Shriram College of Commerce, Delhi – 1987 Chartered Accountancy – 1990; Diploma in Business Finance – ICFAI -1992
<b>Expertise in Specific functional area</b>	Mr. Sanjay Kumar Jain has a wide experience of 31 years in Corporate Finance and Investor Relations and has worked in Agribusiness, Media and Alcobev sectors. He has been Director at Taj Capital Partners Pvt. Limited since August 2005. Formerly started his career in 1990 from JM financial & Investment Consultancy Services Ltd. New Delhi; after that joined Ranbaxy Laboratories Limited, Price water house Coopers Limited. Between 2000-2005, he worked with Rabobank India (Subsidiary of Rabobank, Netherlands), New Delhi and was Director & Head Relationship Management, North India, Local Corporates & Government Group. He also worked as financial advisor to New Delhi Television Ltd. (NDTV) and Consultant to Warburg Pincus (Private Equity).
<b>Terms and conditions of appointment or re-appointment</b>	Non-Executive Non-Independent
<b>Number of shares held in the Company</b>	NIL
<b>List of the directorship held in other Companies*</b>	1. Shree Shubham Logistics Limited 2. Taj Capital Partners Private Limited 3. PGA Securities Private Limited 4. Sarth Agbev And Energy Private Limited 5. B.G.K. Infrastructure Developers Private Limited
<b>Number of Board Meeting attended during the year</b>	None
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	None

## **ITEM NO. 6: -**

The Board of Directors of the Company is of the view that it is necessary that adequate remuneration should be given to the deserving Non-Executive Directors so as to compensate them for their time, attention and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company. Accordingly, approval of the Members is sought by way of a Special Resolution under Section 196, 197, 198 of the Companies Act, 2013 and Schedule V for payment of remuneration to Shri Ashok Gupta, Non-Executive Non-Independent Director of the Company who is not in whole-time employment of the Company a consolidated amount of Rs. 2 Lacs per month and reimbursement of out of pocket expenses incurred during performance of his duties as Non-Executive Director in accordance with the aforesaid provisions of the Act, to be paid in such amounts or proportions and in such manner as the Board of Directors of the Company may from time to time determine on the basis of the recommendations of the Nomination and Remuneration Committee of the Board.

Shri Ashok Gupta (DIN: 00135288), Non-Executive Non-Independent Director of the Company bring with him significant professional expertise and rich experience across various functional areas. He is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and considering the past services rendered by him the Nomination & Remuneration Committee in its meeting held June 28, 2021 and Board of Directors in its meeting held on June 29, 2021 approved the payment of remuneration for a period of one year commencing from July 1, 2021 to June 30, 2022 on the terms and conditions set out in the Board Resolution, subject to the approval of the members of the Company in General Meeting.

A summary of the said terms and conditions relating to remuneration of Shri Ashok Gupta as a Non-Executive Non-Independent Director are as follows:

Term of Appointment: For a period from July 1, 2021 to June 30, 2022.

Terms of Remuneration: As per recommendations of the Nomination and Remuneration Committee and the resolution duly passed in the Meeting of Board of Directors held on June 28, 2021 and June 29, 2021, respectively, the remuneration proposed is as follows: -

- A. Consolidated Salary (all inclusive): Rs. 2,00,000/- (Rs. Two Lac Only) per month as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors;
- B. Facility of Mediciclaim - As per Company's Policy

In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

Other Terms & Conditions:

- A. He shall be entitled to sitting fee for attending the meeting of the Board or Committee thereof.
- B. The Company and/or Shri Ashok Gupta may terminate this appointment by giving three calendar months' prior notice in writing to either party;

The details as required under Schedule V (Part II) (Section II) of the Companies Act, 2013 are annexed herewith.

The Ministry of Corporate Affairs has on March 18, 2021, notified certain amendments to the provisions of Companies Act, 2013 which allows payment of remuneration to the Non-Executive Directors, including Independent Directors (referred as "NEDs") in the event of no profits or inadequate profits in any financial year. Schedule V has also been amended suitably to include enabling provisions and limits for allowing payment of remuneration to the NEDs in the event of no profit or inadequate profit.

Further, the approval has already been put up for the approval of Shareholder via Postal Ballot vide Postal Ballot Notice dated 14<sup>th</sup> June, 2021 to increase the individual and overall limit of managerial remuneration payable to the managerial personnel and other Directors of the Company from the Financial Year 2021-22 onwards notwithstanding that the remuneration so paid may exceed the limits laid down under Section 197(1) read with Schedule V of the Companies Act, 2013." The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

Shri Ashok Gupta and his relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of the remuneration that may be received by him. None of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.



# J. K. Cotton Ltd.

## STATEMENT PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

### I. GENERAL INFORMATION

GENERAL INFORMATION					
(i)	Nature of Industry	Real Estate			
(ii)	Date of commencement of Commercial Production	The Company is in operation since 1924.			
(iii)	Financial Performance based on given indicators				
		Particulars	F.Y. 2018-19 (Rs. In Lacs)	F.Y. 2019-20 (Rs. In Lacs)	F.Y. 2020-21 (Rs. In Lacs)
		Turnover	1484.58	2308.29	6586.91
		Net Profit	464.49	10.79	2515.67
(iv)	Foreign investments or collaboration, if any	NIL			

### II. INFORMATION ABOUT THE NON-EXECUTIVE DIRECTOR WHOSE REMUNERATION IS BEING APPROVED:

(i)	<b>Background details</b>	Shri Ashok Gupta is a Qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance.
(ii)	<b>Past remuneration</b>	Not Applicable
(iii)	<b>Recognition or rewards</b>	Shri Ashok Gupta is already serving the Company as Non-Executive Director since eight years. He also served as Managing Director of the Company for a short span of time from 10.11.2020 to 31.03.2021. Shri Ashok Gupta is also held the position of Managing Director of Jaykay Enterprises Limited till 30.06.2021.
(iv)	<b>Job Profile and his suitability</b>	Shri Ashok Gupta through his active participation in the discussions at the Meetings of the Board of Directors has been guiding the Management in the matters relating to supervision and control of the overall affairs and operations of the Company. He is involved in an advisory capacity in the policy planning, vision and strategy and long term development activities of the Company.
(v)	<b>Remuneration proposed</b>	As stated in the special resolution at Item No. 6 of this Notice.
(vi)	<b>Comparative remuneration profile of the Industry</b>	The remuneration as proposed of Shri Ashok Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses.
(vii)	<b>Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any</b>	Shri Ashok Gupta does not holds any Shares (Equity or Preference) of the Company and except for the payment of remuneration and sitting fees which he receives for attending meetings of the Board/Committees of the Company, he does not have any other pecuniary relationship with the Company.

### III. OTHER INFORMATION:

(i)	<b>Reasons of loss or inadequate profits</b>	As per Audited Balance Sheet of the Company as on 31.03.2021, the Company earned a Net Profit (before Tax) amounted to Rs. 33.33 Crores. However, the Company has carried forward losses to the tune of Rs. 67.98 Crores as on 31.03.2021, which are likely to be set off against profits of the coming years. The proposed remuneration, therefore exceed the ceiling mentioned in the Section-II Part-II of Schedule V.
(ii)	<b>Steps taken or proposed to be taken for improvements</b>	The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation is also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
(iii)	<b>Expected increase in productivity and profits in measurable terms</b>	It is expected that during current financial year the turnover and profitability of the Company will improve significantly in the coming years considering the present performance and future outlook.