

J. K. COTTON LIMITED

CIN: U17111UP1924PLC000275

Registered Office: Kamla Tower, Kanpur-208001, U.P., India

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

E-mail: abhishek.pandey@jkorg.co.in

Website: www.jkcotton.com

NOTICE OF 99TH ANNUAL GENERAL MEETING

Notice is hereby given that the 99th Annual General Meeting of J. K. Cotton Limited will be held on Friday, 30th September 2022, at 02.00 P.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 Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with Report of Auditors thereon.
3. To appoint a Director in place of Shri Abhishek Singhania (DIN- 00087844), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors M/s P.L. Tandon & Co., Chartered Accountants, Kanpur (ICAI Registration No. 000186C), be and are hereby appointed as Statutory Auditors of the Company, at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT M/s P.L. Tandon & Co., Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Annual General Meeting till the conclusion of the 104th Annual General Meeting 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."

SPECIAL BUSINESS:

5. **Appointment of Shri Satish Chandra Gupta (DIN: 01595040), 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 Satish Chandra Gupta (DIN: 01595040), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.10.2021 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 ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Satish Chandra Gupta for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT any of the Director(s) of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Appointment of Shri Mayank Khanna (DIN: 00443170) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Mayank Khanna (DIN: 00443170), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors in its meetings held on 30.10.2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-22 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, for the period of 5 years w.e.f 30.10.2021 and not liable to retire by rotation.

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

7. Appointment of Shri Ashish Singh Chauhan (DIN: 08145398), 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 Ashish Singh Chauhan (DIN: 08145398), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12.05.2022 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 ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Ashish Singh Chauhan for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. Appointment of Shri Maneesh Mansingka (DIN: 00031476), 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 Maneesh Mansingka (DIN: 00031476), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.08.2022 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 ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing candidature of Shri Maneesh Mansingka for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Director(s) of the Company and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. To consider and if thought fit to pass the following Resolution whether with or without modification(s) as Special Resolution;

"RESOLVED THAT pursuant to section 42(5) and other applicable provisions of the Companies Act, 2013 if any and corresponding rules there to consent of the Company be and is hereby accorded to withdraw the Preferential Issue of 7,50,000 6% Non-Convertible Redeemable Preference Shares of Rs 100/- each approved by the Shareholders on Private Placement basis on 14th February, 2022."

"RESOLVED FURTHER THAT any of the Director(s) of the Company is be and hereby authorized to take such further steps, acts, deeds, things to give effect to the aforesaid Resolution and file necessary e-form(s) with the Ministry of Corporate Affairs (MCA)"³

10. Approval of Related Party Transactions with Jaykay Enterprises Limited pursuant to Section 188 of Companies Act, 2013

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to provide Development Management services to M/s Jaykay Enterprises Limited, 'a related party' for developing its land situated at SPRC, Kota, Rajasthan-324003 admeasuring approx. 34 acres provided that the aforesaid services to be provided shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company may alter and vary the terms and conditions of the aforesaid providing of services to the Related Party including renewal thereof from time to time on such terms and conditions as may be deemed fit by the Board of Directors of the Company at its absolute discretion without being required to seek further approval of the members of the Company and the approval of the members shall be deemed to have been expressly accorded to the Board by the authority of this resolution."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary and expedient to give effect to this resolution."

Place: Kanpur
Date: 06/09/2022

By Order of the Board of Directors
For J.K.Cotton Limited
Sd/-
(Abhishek Singhanian)
Managing Director

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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 **Friday, September 23, 2022 to Friday, September 30, 2022 (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.
6. The tenure of M/s Gupta Vaish & Co., Chartered Accountants, Kanpur (ICAI Registration No. 005087C), as the Statutory Auditors of the Company will expire on this Annual General Meeting. Accordingly, the Board of Directors, based on the proposal of the Management and the recommendations of the Audit Committee, in its meetings held on August 10, 2022 have considered and recommended the appointment of M/s P.L. Tandon & Co. Chartered Accountants (ICAI Registration No. 000186C), as Statutory Auditors of the Company for the term 5 years, subject to approval of members in this Annual General Meeting.
7. 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 23 September, 2022 through email on abhishek.pandey@jkorg.co.in and 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.
8. 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.
9. 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.
10. Since the AGM will be held through VC/OAVM, the route map to the venue is not annexed to this Notice.
11. **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. 2/2022 dated May 5, 2022 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022. (collectively referred to as "MCA Circulars"). 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 May 5, 2022 read with Circular dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 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

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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 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. 2/2022 dated May 5, 2022 read with 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. 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.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and MCA Circular No. 2/2022 dated May 5, 2022 read with 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.
8. In compliance with the aforementioned MCA Circulars, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAV M ARE AS UNDER:

- (i) The voting period begins on **September 27, 2022 at 10:00 am** and ends on **September 29, 2022 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 23, 2022** 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.

Log in 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 Shareholder sholding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting 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 & 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/LINK IN TIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option here the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.

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Individual Shareholders (holding securities in demat mode) log in through their Depository Participants	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 re directed 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 above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to log in through Depository i.e. CDSL and NSDL

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact: CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact: NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.:18001020990 and 1800224430

(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 onto the e-voting website 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 DPID 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 onto www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digital alpha numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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.
Dividend Bank Details OR 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">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).

- (vi) After entering the said 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 where in 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 resolution so for 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 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.

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- 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 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 abhishek.pandey@jkorg.co.in and 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 at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at abhishek.pandey@jkorg.co.in and 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 abhishek.pandey@jkorg.co.in and 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.

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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 share holders 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 abhishek.pandey@jkorg.co.in and investorservices@jaykayenterprises.com or RTA at jksingla@alankit.com marking CC to Company
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 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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to 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 along with 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 be deemed to be passed on the date of the Annual General Meeting i.e. Friday, September 30, 2022.

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. 23rd September, 2022.
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 30th September, 2019, 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.

J. K. Cotton Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 30th October, 2021 appointed Shri Satish Chandra Gupta (DIN: 01595040) as Additional Director of the Company to hold office up to 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 Satish Chandra Gupta having rich and varied business experience and the Board considers that this appointment as an Additional Director of the Company would immensely benefit the Company.

Shri Satish Chandra Gupta 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 Satish Chandra Gupta 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 Satish Chandra Gupta 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:

Name of the Director	Shri Satish Chandra Gupta
DIN	DIN: 01595040
Date of Birth	15/11/1944
Nationality	Indian
Date of Appointment on the Board	30.10.2021
Qualification	Satish is an IT industry veteran. With over 55 years of experience, he brings a wealth of knowledge and market perspective to the table.
Expertise in Specific functional area	Satish is an IT industry veteran. With over 55 years of experience, he brings a wealth of knowledge and market perspective to the table. He started his career with IBM World Trade Corporation in India in 1965. After spending 13 years in IBM, he moved to CMC Limited and spent another 12 years in CMC. He joined JK Technosoft Limited (JKT) in the year 1990 and since then he is continuing with JK Group. Currently, he is Executive Director of JKT and is also on the board of various public and private companies.
Terms and conditions of Appointment or re-appointment	Director
Number of shares held in the Company	NIL
List of the directorship held in other Companies*	1. Diensten Tech Limited 2. J K Techno soft Limited 3. Bala shree Property Consultants Private Limited 4. Manphul Trading And Finance Company Private Limited 5. J K Infrastructure Developers Private Limited
Number of Board Meeting attended during the year	5
Chairman/Member in the Committees of the Boards of Companies in which he is Director	Chairman of Corporate Social Responsibility Committee of J K Technosoft Limited

J. K. Cotton Ltd.

ITEMNO.6: -

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at its Meeting held on 30th October, 2021 appointed Shri Mayank Khanna Gupta (DIN: 00443170) as Additional Director (Independent) 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 Mayank Khanna 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 Mayank Khanna 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 Mayank Khanna for the office of Independent 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 Mayank Khanna 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:

Name of the Director	Shri Mayank Khanna
DIN	DIN-00443170
Date of Birth	31/05/1976
Nationality	Indian
Date of Appointment on the Board	30.10.2021
Qualification	MBA in Marketing from Swinburne University, Melbourne, Australia Diploma in European Marketing from ESC, Rouen, France B.Com from Sydenham College of Commerce & Economics, Bombay Schooling from the prestige boarding school The Scindia School, Gwalior
Expertise in Specific functional area	Has been engaged in manufacturing of biscuits for Parle for the last 21 years and is the leading contract manufacturer for M/s. Parle Products Pvt. Ltd.
Terms and conditions of Appointment or re-appointment	Non-Executive, Independent Director
Number of shares held in the Company	NIL
List of the directorship held in other Companies*	1. Annakut Biscuit Company Private Limited 2. Annapurna Baked Products Private Limited 3. Merchants Chamber of Uttar Pradesh 4. Annapurna Bakers (India) Private Limited 5. Zima Foods Private Limited
Number of Board Meeting attended during the year	5
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	1. Zima Foods Private Limited 2. Annakut Biscuit Company Private Limited, 3. Annapurna Baked Products Private Limited 4. Annapurna Bakers (India) Private Limited 5. Merchants Chamber Of Uttar Pradesh. (Advisor – Young Entrepreneur Committee)

J. K. Cotton Ltd.

ITEM NO 7:-

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 12th May, 2022 appointed Shri Ashish Singh Chauhan (DIN: 08145398) 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 Ashish Singh Chauhan 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 Ashish Singh Chauhan 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 Ashish Singh Chauhan 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 Ashish Singh Chauhan 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:

Name of the Director	Shri Ashish Singh Chauhan
DIN	DIN-08145398
Date of Birth	09/08/1981
Nationality	Indian
Date of Appointment on the Board	12.05.2022
Qualification	Bachelor of Science, Licentiate from IRDA (Life Insurance) and is DOEACC "A" level qualified
Expertise in Specific functional area	He has over 17 years vast experience in operations and has been associated with companies like TATA AIG Life Insurance Company Ltd., Bajaj Allianz Life Insurance Co. Ltd. and Shriram Group.
Terms and conditions of Appointment or re-appointment	Director
Number of shares held in the Company	NIL
List of the directorship held in other Companies*	1. JK Sporting Limited 2. Ujala Merchants And Traders Limited 3. Vijaystambh Traders Private Limited 4. Sarvashaktiman Traders Private Limited 5. Morning Glory Infra Limited 6. Favicon Consultancy Services Private Limited 7. Surya Commercials Limited 8. Shree Radhakrishna Mines & Minerals Company Private Limited 9. Quest Academics Private Limited
Number of Board Meeting attended during the year	Not Applicable
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	Chairperson Audit Committee Morning Glory Infra Limited Chairperson Nomination and Remuneration Committee Morning Glory Infra Limited Chairperson Corporate Social Responsibility Committee Morning Glory Infra Limited

J. K. Cotton Ltd.

ITEM NO 8: -

Based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 30th August, 2022 appointed Shri Maneesh Mansingka (DIN: 00031476), 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 Maneesh Mansingka, 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 Maneesh Mansingka, 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 Maneesh Mansingka 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 Maneesh Mansingka 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:

Name of the Director	Shri Maneesh Mansingka
DIN	DIN-00031476
Date of Birth	24.07.1972
Nationality	Indian
Date of Appointment on the Board	30.08.2022
Qualification	Graduate In Commerce
Expertise in Specific functional area	Mr. Maneesh Mansingka started his career in the year 1993 and since then held various prestigious positions. Mr. Mansingka is currently Managing Director of Shree Shubham Logistics Limited. One of the largest warehouse service providers in the Agri commodities space in India managing over 11 million square feet. Recently SSL was recognized and has been awarded by the Economic Times as "Champion of Rural Market of 2019. Amongst other positions held in various Companies he is also President and Director at Kalpataru Urbanscape LLP, part of Kalpataru Group
Terms and conditions of Appointment or re-appointment	Director
Number of shares held in the Company	NIL
List of the directorship held in other Companies*	<ol style="list-style-type: none">1. Singer India Limited2. Jaykay Enterprises Limited3. Agri Warehousing Service Providers (India) Association4. Surya Commercial Limited5. Pioneer Projects Limited6. Shree Shubham Logistics Limited7. J K Technosoft Limited8. Punarvasu Financial Services Private Limited9. B.G.K. Infrastructure Developers Private Limited10. Agriculture Skill Council of India11. Indamer Mjets Airport Services Private Limited
Number of Board Meeting attended during the year	Not Applicable
Chairman/ Member in the Committees of the Boards of Companies in which he is Director	<ol style="list-style-type: none">1 Shri Shubham Logistics Limited- Executive Committee- Member Risk Management Committee- Member2 Punarvasu Financial Services Pvt. Ltd.- Credit Committee of board- Member

J. K. Cotton Ltd.

ITEM NO 9

Section 42 of the Companies Act, 2013 and Rules thereto provide for private placement of securities subject to the Approval of the Shareholders, accordingly the Company decided to issue on private placement basis 7,50,000 6% Non-Convertible Redeemable Preference Shares of Rs 100/- each. The same was duly approved by the Shareholders of the Company on 14th February, 2022 as per requirement of Sec 42 of the aforesaid Act. The Company may either issue and allot the shares in terms of offer or invitation in this connection or it may withdraw or abandon such preferential issue in terms of sub-sec 5 of the sec 42 of the said Act.

The Board of Directors in its Meeting held on 6th September, 2022 decided to withdraw the said preferential issue subject to approval of the Shareholders in terms of said sub section 5.

Shri Abhishek Singhanian, Chairman and Managing Director and Shri Ashish Singh Chauhan, Director may deemed to be concerned or interested directly or indirectly in the aforesaid Resolution.

Accordingly, Board recommends for Approval of Shareholders of the Company on Item No 9 .of the Notice calling Annual General Meeting of the Company by means of Special Resolution.

Item No. 10

Jaykay Enterprises Limited wants to develop its land at SPRC, Kota, Rajasthan-324003 admeasuring approx. 34 acres. Keeping in view of this it has approached J.K. Cotton Limited to avail 'development management services'. J.K. Cotton Limited being a related party falling within the definition of related party under section 2(76) of the Companies Act 2013. Shri Abhishek Singhanian is the Chairman & Managing Director of your Company and he is also the Promoter as well as Chairman & Managing Director of Jaykay Enterprises Limited and Shri Maneesh Mansingka is Director of your company and he is also Director of Jaykay Enterprises Limited. Consequently, Jaykay Enterprises Limited falls within the ambit of related party transaction under the provisions of Section 188 of the Companies Act, 2013.

The value of proposed aggregate transactions with Jaykay Enterprises Limited during the financial year 2022-2023 is likely to exceed the said threshold limit, requiring Shareholders approval by means of Ordinary Resolution.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Jaykay Enterprises Limited in the financial year 2022-23.

None of the Directors and Key Managerial Personnel of the Company, except Shri Abhishek Singhanian Chairman & Managing Director and Shri Maneesh Mansingka are concerned or interested in the above transaction and therefore, they are not entitled to vote on the resolution as per provisions of Section 188 of the Companies Act, 2013.

The Board of Directors recommends resolution as set out in item No. 10 for approval of the members of the Company by way of passing an Ordinary Resolution.

Information pursuant to Sub-rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014

1	Name of the Related Party	M/s JAYKAY ENTERPRISES LIMITED
2	Name of the director or key managerial personnel who is related, if any and nature of relationship.	1.Shri Abhishek Singhanian is the Chairman and Managing Director of your Company and he is also the Promoter as well as the Chairman and Managing Director Jaykay Enterprises Limited 2. Shri Maneesh Mansingka Director of your Company and he is also the Director of Jaykay Enterprises Limited.
3	Nature, material terms, monetary value and particulars of the contract or arrangement.	Nature of Contract: It is proposed to provide development management services to Jaykay Enterprises Limited in respect of its property (ies) situated at SPRC premises, DCM Road, Kota, Rajasthan-324003 on such terms and conditions as may be agreed to between the parties which is likely to exceed the threshold limit set under sec 188 of the

		Companies Act 2013 and falling under the category of Material Related Party Transaction.	
		Duration of the Agreement	transaction is of a recurring nature
		Monthly Expenditure: To be finalized as per proposed agreement between the parties	
4	Any other information relevant or important for the members to take a decision on the proposed resolution.	The transaction is proposed to be entered in to on arm's length basis and in ordinary course of business.	