

## J. K. COTTON LIMITED

### SUMMARY OF PROCEEDINGS OF 100<sup>TH</sup> ANNUAL GENERAL MEETING

Ms. Swati Srivastava, Company Secretary welcomed the Shareholders to the 100<sup>th</sup> Annual General Meeting (AGM) of the Company and informed that the meeting was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") pursuant to General Circular No.10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") read together with other Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and relevant provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder.

She further informed that the Notice along with Annual Report for the Financial Year 2022-23 has already been sent by electronic means to the Members whose email-ids were registered with the Company or Depository Participants ("DPs") or the Company's Registrar and Share Transfer Agent ("RTA") viz Alankit Assignments Ltd. and the same were taken as read.

#### REGISTERS / DOCUMENTS AVAILABLE FOR INSPECTION DURING THE AGM

The documents as referred in the AGM Notice including Register of Members, Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested were made available electronically for inspection by the members during this AGM.

#### DIRECTORS PRESENT

Mr. Abhishekh Singhania, Chairman & Managing Director of the Company, chaired the Meeting and introduced the other Board members and Key Executives attended the meeting through video conferencing as per the details provided herein below:

- ❖ Mr. Ashish Singh Chauhan, Non-Executive Non-Independent Director of the Company;
- ❖ Mr. Manecsh Mansingka, Non-Executive Non-Independent Director of the Company;
- ❖ Mr. Mayank Khanna, Non-Executive Independent Director of the Company;
- ❖ Mr. Satish Chandra Gupta, Non-Executive Non-Independent Director of the Company;
- ❖ Mr. Tarun Garg, Non-Executive, Independent Director of the Company;
- ❖ Mr. Sushil Kumar Goyal, Chief Financial Officer of the Company.

#### OTHER REPRESENTATIVES (JOINED THE MEETING THROUGH VIDEO CONFERENCING)

- ❖ Mr. Prithi Pal Singh-Partner, M/s P.L. Tandon and Company, Chartered Accountants, Statutory Auditor;



# J. K. Cotton Ltd.

GSTIN : 09AAACJ3417B1Z2  
CIN : U17111UP1924PLC000275  
Website : www.jkcotton.com

Phone : +91-512-2371478 to 81  
Fax : +91-512-2332665  
E-mail : jkcm.ho@jkcotton.com

Registered Office & Head Office :  
Kamla Tower, Kanpur - 208 001 (U.P.) INDIA

- ❖ Ms. Varuna Mittal-Proprietor, M/s Varuna Mittal & Associates, Company Secretaries, Secretarial Auditor and scrutinizer for the e-voting process (remote e-voting and e-voting at the AGM) for this AGM.

## QUORUM

The Company Secretary confirmed that the requisite quorum was present and thereafter the Chairman & Managing Director declared that the meeting was validly constituted and called the meeting to order and addressed the Members attending through VC/OAVM and delivered his speech.

## RESOLUTIONS CONTAINED IN THE NOTICE DATED AUGUST 29, 2023

Thereafter, the following businesses were considered at the meeting:

S.No.	Agenda	Type of Resolution* (Ordinary/Special)	Mode of Voting
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with reports of the Board of Directors' and Auditors' thereon;  b. the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors' thereon.	Ordinary	Remote e-voting prior and evoting During the AGM
2	To appoint a director in place of Mr. Satish Chandra Gupta (DIN 01595040), who retires by rotation and, being eligible, offers himself for re-appointment as a Director liable to be retire by rotation.	Ordinary	Remote e-voting prior and evoting During the AGM
<b>SPECIAL BUSINESS</b>			
3	Appointment of Statutory Auditor to fill Casual Vacancy	Ordinary	Remote e-voting prior and evoting During the AGM
4	Appointment of Statutory Auditor	Ordinary	Remote e-voting prior and evoting During the AGM
5	Ratification of remuneration payable to Cost Auditor for the F.Y. 2022-23	Ordinary	Remote e-voting prior and evoting During the AGM



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6	Ratification of remuneration payable to Cost Auditor for the F.Y. 2023-24	Ordinary	Remote e-voting prior and evoting During the AGM
7	Appointment of Mr. Tarun Garg (DIN: 00637800) as an Independent Director	Special	Remote e-voting prior and evoting During the AGM
8	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company	Ordinary	Remote e-voting prior and evoting During the AGM
9	To approve the change in the name of the company and consequent amendment in Memorandum and Articles of Association of the Company	Special	Remote e-voting prior and evoting During the AGM

*\*Note: The aforesaid resolutions were passed with requisite majority.*

## AUDITORS' REPORT

Ms. Swati Srivastava, Company Secretary, informed that the Statutory Auditor's reports are free from qualifications and are self-explanatory and do not call for any further clarification and hence, may be taken as read. However, there were three observations in the Secretarial Audit Report but the same does not have any material adverse effect on functioning of the company.

## SPEAKER SHAREHOLDERS

One shareholder registered himself as speaker shareholder did not joined the meeting and therefore there was no Q&A Session during the AGM.

## VOTING BY THE MEMBERS

The members were apprised that all item nos. 1 to 9 of the Notice dated August 29, 2023 had been voted by the Members through remote e-Voting from Sunday, September 24, 2023 to Tuesday, September 26, 2023.

Ms. Swati Srivastava further informed that the members who have not casted / unable to vote during remote e-voting period, can cast their vote in the next 15 minutes after the conclusion of this AGM.

She also informed that Ms. Varuna Mittal, Practicing Company Secretary, Proprietor of M/s Varuna Mittal & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process for this AGM in a fair and transparent manner and her decision will be final with regard to validity and results of the e-voting.



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## RESULT OF VOTING (REMOTE E-VOTING PRIOR AND E-VOTING DURING THE AGM)

The Chairman mentioned that the results of voting shall be announced within the prescribed timelines from the conclusion of this AGM. He authorized Ms. Swati Srivastava, Company Secretary & Compliance Officer or Mr. Sushil Kumar Goyal, Chief Financial Officer of the Company, to declare the result of the voting.

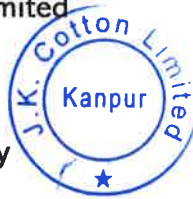
## COMMENCEMENT & CONCLUSION OF THE AGM

The meeting commenced at 3:00 P.M. (IST) and concluded at 3:19 P.M. (IST) excluding evoting time of 15 minutes.

Thanking you

For J. K. Cotton Limited

  
Swati Srivastava  
Company Secretary  
M.No. 48654



Mill Office : Lala Kamlapat Road, Jarib Chowki, Kanpur - 208012  
Phones : +91 512 3067382 83 • Fax : +91 512 3067384



# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 100<sup>th</sup> Annual General Meeting of J.K. Cotton Limited

The Chairman

**J. K. Cotton Limited**

Kamla Tower, Kanpur, Uttar Pradesh 208001

Date of Meeting: September 27, 2023

Day of Meeting: Wednesday

Time of Meeting: At 03.00 P.M. (IST)

Dear Sir,

I, Varuna Mittal, proprietor of M/s. Varuna Mittal & Associates, Company Secretaries having office at A 14, Naya Bazar, Najafgarh, New Delhi-110043, was appointed as Scrutinizer of M/s. **J. K. Cotton Limited ("Company")** for scrutinizing the remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 100th Annual General Meeting ("**the Meeting/ AGM**") convened through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") in respect of the resolutions set out in the notice of the Meeting dated August 29, 2023.

Pursuant to the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs (hereinafter referred to as "circulars"), the Company has sent the Annual Reports including Notice of the 100th AGM only through e-mails in compliance with above-mentioned circulars to those members whose names appeared in the register of members of the Company as on Friday, August 25, 2023 and to members whose e-mail IDs were registered with the Company, Registrar and Transfer Agent ("RTA") and Depository Participants ("DPs"). The Company gave an additional facility to the members to register their e-mail ids with the RTA, Company or their DPs by giving newspaper advertisement dated September 1, 2023 in Business Standard (English), all editions and Aaj (Hindi), Kanpur edition in terms of relevant circulars. The Company had also given the newspaper advertisement dated September 5, 2023 in Business Standard (English), all editions and Aaj (Hindi), Kanpur edition as per Rule 20 of Companies (Management and Administration) Rules, 2014, confirming on the completion of dispatch of Notice of AGM to the members.

The Company had appointed Central Depository Services (India) Limited ("CDSL") for providing the facility of the electronic voting and for participation in the AGM through VC/OAVM.

The remote e-voting period commenced on Sunday, September 24, 2023 (10:00 A.M. IST) and ends on Tuesday, September 26, 2023 (5:00 P.M. IST) and the CDSL e-voting platform was blocked

The Company also provided E-Voting Facility at the meeting to the members who participated/ attended the AGM through VC/OVAM to enable such members to cast their votes if they had not casted their vote earlier through remote E-voting.

The members holding shares as at the close of business hours on Wednesday, September 20, 2023 ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

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## **VARUNA MITTAL & ASSOCIATES**

### **COMPANY SECRETARIES**

Subsequently, the electronic voting was unblocked on September 27, 2023 around 08:27 P.M in the presence of two witnesses, Mr. Shubham Jain R/o P 9/1, Residential Colony, KV No. 3, Naraina Cantt, New Delhi 110010 and Ms. Amlsha Goel R/o House No. 168, Nawada Bazar, Najafgarh, New Delhi 110043 who are not in the employment of the Company.

The votes cast through electronic voting, which were incomplete and/ or otherwise found defective, if any, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Companies Act, 2013, rules made there-under and relevant circulars relating to electronic voting on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution(s).

Based on the data downloaded from official website of CDSL for the electronic voting, I now submit our consolidated report thereon.

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

The result of the voting is as under:

**1. TO RECEIVE, CONSIDER AND ADOPT:**

- a. THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

	Particulars	REMOTE E-VOTING		E-VOTING AT THE AGM		Total	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	47	37351163	1	100	48	37351263	100
Against	0	0	0	0	0	0	0
Total	47	37351163	1	100	48	37351263	100

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**VARUNA MITTAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**b. THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR  
THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023 TOGETHER WITH REPORT OF  
AUDITORS THEREON. (Ordinary Resolution)**

	Particulars	REMOTE E-VOTING		E-VOTING AT THE AGM		Total	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	37351162	1	100	47	37351262	100
Against	1	1	0	0	1	1	0.00
Total	47	37351163	1	100	48	37351263	100

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**VARUNA MITTAL & ASSOCIATES**  
**COMPANY SECRETARIES**

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SATISH CHANDRA GUPTA (DIN 01595040), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS DIRECTOR LIABLE TO RETIRE BY ROTATION.  
(Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	37351162	0	0	46	37351162	100
Against	1	1	1	100	2	101	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 3. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	37351162	1	100	47	37351262	100
Against	1	1	0	0	1	1	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 4. APPOINTMENT OF STATUTORY AUDITOR (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	37351162	1	100	47	37351262	100
Against	1	1	0	0	1	1	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 5. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE F.Y. 2022-23 (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	47	37351163	1	100	48	37351263	100
Against	0	0	0	0	0	0	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 6. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE F.Y. 2023-24 (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	47	37351163	1	100	48	37351263	100
Against	0	0	0	0	0	0	0
Total	47	37351163	1	100	48	37351263	100

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**VARUNA MITTAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**7. APPOINTMENT OF MR. TARUN GARG (DIN: 00637800) AS AN INDEPENDENT DIRECTOR (Special Resolution)**

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	46	37351162	0	0	46	37351162	100
Against	1	1	1	100	2	101	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 8. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
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Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
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Favour	46	37351162	1	100	47	37351262	100
Against	1	1	0	0	1	1	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

### 9. TO APPROVE THE CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (Special Resolution)

	Particulars	REMOTE E-VOTING		E-VOTING		Total	
		Number of member voted	Votes held by them	Number of member voted	Votes held by them	Number of member voted	Votes held by them
	Number of Members & Shares held by them	47	37351163	1	100	48	37351263
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Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	<b>No. of Valid Votes Cast</b>	47	37351163	1	100	48	37351263

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
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Against	1	1	0	0	1	1	0
Total	47	37351163	1	100	48	37351263	100

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# VARUNA MITTAL & ASSOCIATES

## COMPANY SECRETARIES

1. The Chairman or any other person authorised by him may accordingly declare the result thereof.
2. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.
3. Based on the aforesaid results, the resolutions as mentioned above and in the Notice of AGM have been passed with requisite majority on Wednesday, September 27, 2023.

Thanking you,  
Yours faithfully,

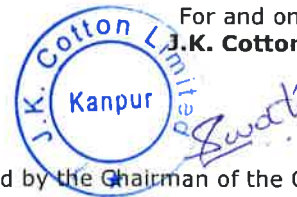
**For Varuna Mittal & Associates**  
Company Secretaries  
FRN: S2020DE762400  
Peer Review Certificate No.: 2745/2022

Varuna Mittal  
Digitally signed  
by Varuna Mittal  
Date: 2023.09.30  
09:42:54 +05'30'

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

Place: Delhi  
Date: 30.09.2023

Countersigned by:  
For and on behalf of  
**J.K. Cotton Limited**



(Chairman / Company Secretary Authorised by the Chairman of the Company)

Place: Delhi  
Date: 30.09.2023