

RESULT OF POSTAL BALLOT

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

Sr. No.	Type of Resolution	Description of resolution
1	Special Resolution	To make inter corporate investments , give loans and guarantees and to provide securities in excess of the limits prescribed in Section 186 of the Companies Act, 2013
2	Ordinary Resolution	Appointment of Shri Ashok Gupta as a Managing Director of the Company to hold office for a period of one year with effect from 10th November, 2020 upto 9th November, 2021

Based on the Scrutinizer's Report dated January 20, 2021 of Shri S.K. Gupta of M/s. S.K. Gupta & Co., Company Secretaries (FCS No. 2589, C.P. No. 1920), the result of the Postal Ballot was declared at 2:00 P.M. on January 21, 2021 at the Registered Office of the Company as follows:



J. K. Cotton Ltd.

CIN: U17111UP1924PLC000275
Website: www.jkcotton.com

Phone : 0512 - 2371478 to 81
Fax : 0512 - 2332665
E-mail : jkcm.ho@jkcotton.com

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

1. TO MAKE INTER CORPORATE INVESTMENTS , GIVE LOANS AND GUARANTEES AND TO PROVIDE SECURITIES IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013

Particulars	No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A. The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	52	6,62,85,051	98.35	100
B. The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	--	--	--	--
TOTAL (A+B)	52	6,62,85,051	98.35	100

* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as: 1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.
1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

2. APPOINTMENT OF SHRI ASHOK GUPTA AS A MANAGING DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF ONE YEAR WITH EFFECT FROM 10TH NOVEMBER, 2020 UPTO 9TH NOVEMBER, 2021

Particulars	No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A. The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	52	6,62,85,051	98.35	100
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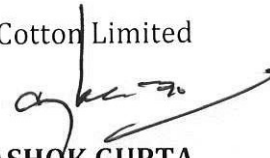
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1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

The Scrutinizer's Report dated January 20, 2021 is attached herewith.

Place : Kanpur

Date : 21st January, 2021

For J. K. Cotton Limited


ASHOK GUPTA

MANAGING DIRECTOR

DIN: 00135288



Mill Office : Lala Kamlapat Road, Jarib Chowki, Kanpur - 208012

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

E-mail : jkcm.mo@jkcotton.com • marketing@jkcotton.com



S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
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Upper Floor, 37/17
Westcott Building,
The Mall,
Kanpur-208001
Phone: (O) 2315123
Cell: 9415042137
E-mail :sk_gupta1@rediffmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Managing Director
J.K. Cotton Limited
Kamla Tower,
Kanpur – 208001 (U.P.)

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed by the Board of Directors of **J.K. COTTON LIMITED** (the 'Company') as a Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated 15th December, 2020, do hereby submit my Report as under:-

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the Shareholders on the Special and Ordinary Resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast through e-voting in 'favour' or 'against' the resolutions.

2(i) Due to intermittent non-availability of postal and courier services on account of threat posed by COVID-19 pandemic situation and in accordance with the Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17 /

2020 dated 13th April, 2020 and 33/2020 dated 28th September, 2020 and other applicable rules framed under the Act and pursuant to Rule 20 and 22(3) of the Companies (Management and Administration) Rules, 2014, the Company issued a public notice by way of advertisement published on 20th December, 2020 in Financial Express (English Newspaper) and in Jansatta (Hindi Newspaper) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot / e-voting shall be sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company and regarding the completion of dispatch of Postal Ballot Notice by e-mail and containing all the matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

- (ii) The Company has on 18th December, 2020 completed the dispatch of Postal Ballot Notice dated 15th December, 2020 by sending an e-mail to the Members who have registered their email IDs with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Transfer Agent i.e. Jaykay Enterprises Limited ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited (NSDL) as on Friday, 11th December, 2020, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.

3. The Company has in light of the MCA Circulars, offered facility to the members who have not registered their email address and in consequence could not receive the Postal Ballot Notice to temporarily get their email

address registered, by contacting or writing a mail to Jaykay Enterprises Limited, the Registrar and Share Transfer Agent at the email Id prabhat.mishra@jaykayenterprises.com and harshit@jkcotton.com and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the User Id and Password to enable remote e-voting for the Postal Ballot. In case of any queries, members may write to investor.services@jkcement.com.

4. The physical copy of the Postal Ballot Notice along with the Postal Ballot Forms and postage pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Hence, the communication of the 'Assent' or 'Dissent' by the Members took place through the remote e-voting process only.
5. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. [https:// www.jkcotton.com](https://www.jkcotton.com) and on the e-voting website of the CDSL i.e. <https://www.evoting.com> and will also be available on the website of the Jaykay Enterprises Limited, Registrar and Share Transfer Agents of the Company i.e. www.jaykayenterprises.com .The results of the Postal Ballot through remote e-voting will also be made available on these websites.
6. The Company has offered Postal Ballot by remote e-voting through M/s Central Depository Securities Limited ('CDSL') and our report contains the details of voting through remote e-voting only.
7. The facility of e-voting remained open from 9.00 A.M. on Monday, 21st December, 2020 to 5.00 P.M. on Tuesday, 19th January, 2021.

8. We have unblocked the votes cast through remote e-voting in the presence of Ms. Divya Saxena and Ms. Kamini Gupta who were not in the employment of the Company.

9. Summary of result of Remote e-voting on Postal Ballot is given below:

1. Special Resolution to make inter corporate investments, give loans and guarantees and to provide securities in excess of the limits prescribed in Section 186 of the Companies Act, 2013.

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	52	6,62,85,051	98.35	100
B.	The Members (Equity + Preference) who voted with Dissent (Against) for the Resolution	--	--	--	--
	TOTAL (A+B)	52	6,62,85,051	98.35	100

* As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-

1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.

1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

Result: As the votes cast by the members in favour of the proposed resolution are more than three times of the votes cast against the resolution, the special resolution has been passed as per the provisions of Section 114(2) of the Companies Act, 2013.

2. Ordinary Resolution for Appointment of Shri Ashok Gupta as a Managing Director of the Company to hold office for a period of one year with effect from 10th November, 2020 upto 9th November, 2021.

Particulars		No. of Members (Equity + Preference) who voted electronically	Total No. of votes cast*	% of Total votes cast to Paid-up Share Capital	% of votes cast to Total votes cast
A.	The Members (Equity + Preference) who voted with Assent (Favour) for the Resolution	52	6,62,85,051	98.35	100
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	TOTAL (A+B)	52	6,62,85,051	98.35	100

S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
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Upper Floor, 37/17
Westcott Building,
The Mall,
Kanpur-208001
Phone: (O) 2315123
Cell: 9415042137

E-mail :sk_gupta1@rediffmail.com

** As per the provisions of Section 47 of the Companies Act, 2013, the voting rights of the Equity and Preference Shares are calculated as follows:-*

1 (One) Equity Share of Rs. 10/- each equivalent to 1 (One) vote.

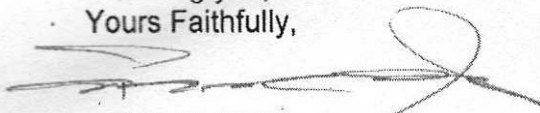
1 (One) Preference Share of Rs. 100/- each equivalent to 10 (Ten) votes.

Result: As the votes cast by the members in favour of the proposed resolution are more than the votes cast against the resolution, the ordinary resolution is passed as per the provisions of Section 114(1) the Companies Act, 2013.

10. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the Chairman / Managing Director considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Managing Director / Company Secretary for safe keeping.

11. You may accordingly declare the results of the e-voting for Postal Ballot.

Thanking you,
Yours Faithfully,



(S.K.GUPTA)
Practising Company Secretary
F.C.S -2589
C.P - 1920
UDIN: F002589B002103138

Countersigned by



(ASHOK GUPTA)
Managing Director
DIN: 00135288

Place: Kanpur
Date: 20th January, 2021