



# JCT LIMITED

## JCT LIMITED

[CIN – L17117PB1946PLC004565]

Registered Office: G.T. Road, Phagwara, Dist. Kapurthala, Punjab 144401 (Punjab)

Tel: 01824-521500

Website: [www.jct.co.in](http://www.jct.co.in); Email ID: [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com)

### **NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

To

The Members of JCT Limited

NOTICE is hereby given that pursuant to provisions of Section 101 of the Companies Act, 2013, (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that an Extra-Ordinary General Meeting (EGM) of the Members of JCT Limited will be held on Tuesday, the 27th day of August, 2024 at 02.00 P.M. through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business(s) as Special Business:

#### **SPECIAL BUSINESS**

1. To Regularise the Appointment of Ms. Arpita (DIN: 10607060) as the Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, Schedule IV and SEBI Regulations for the term of five years.

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, the approval of members be and is hereby accorded, to appoint Ms. Arpita (DIN: 10607060) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f. 27.08.2024 to hold office for the period of five financial years at sitting fees as may be decided by the Board.”

“**RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and

papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

“**RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**2. To Regularise the Appointment of Mr. Apurve Mehra (DIN: 06512837) as the Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, Schedule IV and SEBI Regulations for the term of five years.**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, the approval of members be and is hereby accorded, to appoint Mr. Apurve Mehra (DIN: 06512837) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f 27.08.2024 to hold office for the period of five financial years at sitting fees as may be decided by the Board.”

“**RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

“**RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

**3. To Regularise the Appointment of Mrs. Shivani Bansal (DIN: 02762952) as the Non-Executive Director of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and SEBI Regulations.**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149 and 152 of the Companies Act 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereof) and provisions of the Articles of Association of the Company and SEBI (LODR)

Regulations, 2015, the approval of members be and is hereby accorded, to appoint Mrs. Shivani Bansal (DIN:02762952) as the Non-Executive Director on the Board of the Company w.e.f. 27.08.2024 at sitting fees as may be decided by the Board.”

**“RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**“RESOLVED FURTHER THAT** Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

By order of the Board  
For JCT Limited

Mukulika Sinha  
Digitally signed  
by Mukulika  
Sinha  
Date: 2024.08.06  
17:50:39 +05'30'

*Mukulika Sinha*  
(Whole time Director)  
(DIN: 10422588)

Place: Phagwara  
Dated: 06.08.2024

**NOTES FOR MEMBERS' ATTENTION:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 1 to 3 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meetings held on 31.07.2024 considered the special businesses under Item No. 1 to 3, be transacted at the EGM of the Company.
2. **General instructions for accessing and participating in the EGM through VC/OAVM facility and voting through electronic means including remote e-Voting**
  - a. The MCA by Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2021 and 10/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 28th September 2020, 31st December 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022 and 28th December 2022 respectively (“MCA Circulars”) and SEBI by Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023 respectively (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the registered office of the Company.

- b. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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/EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 EGM will be provided by NSDL.
  - c. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 1000 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 EGM without restriction on account of first come first served basis.
  - d. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - e. 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 EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
  - f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.jct.co.in](http://www.jct.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - g. The EGM 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 and MCA Circular No. 10/2022 dated December 28<sup>th</sup>, 2022.
  - h. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- 3. Instructions for Members for Remote e-Voting are as under and joining General meeting are as under:-**

The remote e-voting period begins on Saturday, 24<sup>th</sup> August, 2024 at (9:00 A.M IST) and ends on Monday, 26<sup>th</sup> August, 2024 at (5:00 P.M IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20<sup>th</sup> August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> August, 2024.

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="667 779 1466 1360">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="667 1367 1466 1528">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="667 1535 1466 1942">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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>

redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://www.cdslindia.com) home page. 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 where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and



a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bansal.bulbul@gmail.com](mailto:bansal.bulbul@gmail.com) with a copy

marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com). The same will be replied by the company suitably.
6. 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 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM 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 (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the EGM 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 EGM/AGM.

9. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **Other Guidelines for Members**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> August, 2024.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by email and holds shares as on the cut-off date i.e. 20<sup>th</sup> August, 2024 may obtain the User ID and password by sending a request to the Company's email address: [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on nsdl website.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- e. CS Bulbul Bansal, Practicing Company Secretary and Proprietor of Bulbul Bansal & Associates, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f. During the EGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the EGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the EGM.
- g. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM 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 resolution has 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 EGM, who shall then countersign and declare the result of the voting forthwith.
- h. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.jct.co.in](http://www.jct.co.in) under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to BSE Limited, Mumbai.
- i. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the EGM, are being sent only by email to the Members. Therefore, those Members, whose email address is not

registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.com).
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- j. The Notice of the EGM, will be available on the website of the Company at [www.jct.co.in](http://www.jct.co.in) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- k. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- l. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1<sup>st</sup> April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- m. Electronic copy of all the documents referred to in the accompanying Notice of the EGM and the Explanatory statement shall be available for inspection in the Investor Section of the website of the Company at [www.jct.co.in](http://www.jct.co.in).
- n. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/re-appointment at the EGM, forms integral part of the Notice of the EGM.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Board in its meeting held on 30.05.2024 on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Arpita (DIN: 10607060) as an Additional Independent Director for a term of five years with effect from 30.05.2024 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Ms. Arpita (DIN: 10607060), as an Independent Director for a term of five years commencing from 27.08.2024. Further, Ms. Arpita shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

### **Brief Profile of Director**

Ms. Arpita has a Bachelor Degree in Commerce and has experience of over 4 years in all Corporate and Secretarial Law Matters and Drafting, Negotiating and vetting of various Legal Contracts, Agreements and Documents. She has further enriching experience in responding to various Compliance matters and complying with fast changing rules and regulations.

Owing to such wide experience in her field, her contribution to the Company shall be beneficial which shall strive for the Company towards future growth and development. Her skill and advice shall be beneficial for the Company.

Ms. Arpita has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Ms. Arpita fulfils the conditions specified in the Act, for her appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Ms. Arpita is annexed to this Notice. Ms. Arpita does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Ms. Arpita and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Directors recommend the resolution as set out in item 1 for approval to be passed as an ordinary resolution.

## **Item No. 2**

The Board in its meeting held on 30.05.2024 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Apurve Mehra (DIN: 06512837) as an Additional Independent Director for a term of five years with effect from 30.05.2024 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Apurve Mehra (DIN: 06512837), as an Independent Director for a term of five years commencing from 27.08.2024. Further, Mr. Apurve Mehra shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

### **Brief Profile of Director**

Mr. Apurve Mehra has a wide experience of more than 19 years in Pharmaceuticals, Healthcare and Medicine Field and is the Founder of Biogetica (Natural and Bio-medicines provider with free online Doctor consultants). Being the founder of Biogetica which adds the experience of marketing as well, will help the Company in abundance.

Owing to such varied experience in his field, his skill, knowledge and participation and involvement will help the Company manifold which shall be beneficial for the Company in the field of marketing and other varied fields.

Mr. Apurve Mehra has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Apurve Mehra fulfils the conditions specified in the Act, for his appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Apurve Mehra is annexed to this Notice. Mr. Apurve Mehra does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Apurve mehra and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Directors recommend the resolution as set out in item 2 for approval to be passed as an ordinary resolution.

### **Item No. 3**

The Board in its meeting held on 30.05.2024 on the recommendation of the Nomination & Remuneration Committee pursuant to the provisions of the Section 149 and 152 of the Companies Act 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules 2014 and SEBI (LODR) Regulations, 2015 had appointed Mrs. Shivani Bansal (DIN: 02762952) as an Additional Non-Executive Director with effect from 30.05.2024 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mrs. Shivani Bansal (DIN: 02762952), as a Non-Executive Director of the Company commencing from 27.08.2024.

### **Brief Profile of Director**

Mrs. Shivani Bansal has a Bachelor Degree in Commerce and has a rich experience of over 22 years in Taxation, Listing, NBFC Approvals and Takeovers.

Mrs. Shivani Bansal's experience and knowledge in her field will provide the financial and other assistance to the Company and her advice shall further help the Company to achieve growth and compliance with the variable finance and taxes.

Mrs. Shivani Bansal has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mrs. Shivani Bansal fulfils the conditions specified in the Act, for her appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that she is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mrs. Shivani Bansal is annexed to this Notice. Mrs. Shivani Bansal does not hold any shares/securities in the Company, either in her individual capacity or on a beneficial basis for any other person.

Except Mrs. Shivani Bansal and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Directors recommend the resolution as set out in item 3 for approval to be passed as an ordinary resolution.

### **Profile of Directors seeking appointment/re-appointment at the Extra Ordinary General Meeting pursuant to Secretarial Standards on General Meeting (SS - II) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Particulars</b>	<b>Ms. Arpita</b>	<b>Mr. Apurve Mehra</b>	<b>Mrs. Shivani Bansal</b>
<b>DIN</b>	10607060	06512837	02762952
<b>Date of Birth</b>	11.12.1997	08.12.1973	22.12.1980
<b>Date of First Appointment</b>	30.05.2024	30.05.2024	30.05.2024



<b>Expertise in specific Functional area</b>	Corporate and Secretarial Law	Healthcare, Pharma and Marketing	Taxation, Finance and Takeover
<b>Qualification</b>	Bachelor of Commerce	Education from University of Michigan	Bachelor of Commerce
<b>Shareholding in the Company</b>	Nil	Nil	Nil
<b>Relationship with other KMPs</b>	Nil	Nil	Nil
<b>No. of Board Meetings attended by the Director during the FY 2023-24</b>	NA	NA	NA
<b>Board Membership of other listed Companies</b>	Nil	Nil	Nil
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	Member	Audit Committee Yes	Nil
		Nomination and Remuneration Committee	
		Stakeholders Relationship Committee	

By order of the Board  
For JCT Limited

**Mukulika Sinha**  
Digitally signed by Mukulika Sinha  
Date: 2024.08.06 17:51:07 +05'30'

*Mukulika Sinha*  
(Whole time Director)  
(DIN: 10422588)

Place: Phagwara  
Dated: 06.08.2024