



# JCT LIMITED

## JCT LIMITED

[CIN – L17117PB1946PLC004565]

Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)

Tel: 01882-258780; FAX: 01882-258059

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 Thursday, the 29th day of February, 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 Sell substantial part of the undertaking of the Company i.e. ‘Filament Yarn Manufacturing Plant’ situated at Village Chohal, Distt. Hoshiarpur, Punjab and ‘Cotton Manufacturing Plant’ situated at Phagwara, Distt. Kapurthala, Punjab pursuant to the provisions of Section 180(1)(a) of the Companies act, 2013 and rules made thereunder.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell its Plant & Machinery and other assets of the ‘Filament Unit Manufacturing Plant’ situated at Village Chohal, Distt. Hoshiarpur, Punjab and ‘Cotton Manufacturing Plant’ situated at Phagwara, Distt. Kapurthala, Punjab either the whole or substantially the whole of the such Assets of the Company on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as

the Board in its absolute discretion thinks fit at such price not below the Book Value in the Books of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, Mr. Samir Thapar, Chairman and Managing Director of the Company be and is hereby authorised to negotiate, settle the terms and conditions for the sale of the undertaking of the Company i.e. Company's Plant, manufacturing filament yarn and other asset lying at Village Chohal, Distt. Hoshiarpur and Plant manufacturing cotton situated at Phagwara, Distt. Kapurthala, Punjab and sign and execute the requisite Agreement for sale, sale deed and such other documents as may be found necessary, modify or amend the documents so executed where necessary and present the documents so signed by him on behalf of the Company for registration before the Registrar or sub Registrar of Assurances and admit execution of the documents and do all such other acts deeds and things as are incidental or consequential thereto."

**2. To Sell whole or substantially the whole of the Land and Building situated at Village Chohal and Village Baroti, both in Distt. Hoshiarpur, Punjab pursuant to the provisions of Section 180(1)(a) of the Companies act, 2013 and rules made thereunder.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell its Land & Building admeasuring 1755 Kanal 17 Marla situated at Village Chohal, Distt. Hoshiarpur, Punjab and area admeasuring 951 Kanal and 02 Marla situated at Village Baroti, Distt. Hoshiarpur, Punjab either the whole or substantially the whole of the such Land and Building of the Company on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit at such price not below the Book Value in the Books of the Company.

**RESOLVED THAT** Mr. Samir Thapar, Chairman and Managing Director of the Company be and is hereby authorised to negotiate, settle the terms and conditions and the most advantageous price for the sale of the Company's such land and building situated at Village Chohal, Distt. Hoshiarpur, Punjab and Village Baroti, Distt. Hoshiarpur, Punjab and sign and execute the requisite Agreement for sale, sale deed and such other documents as may be found necessary, modify or amend the documents so executed where necessary and present the documents so signed by him on behalf of the Company for registration before the Registrar or sub Registrar of Assurances and admit execution of the documents and do all such other acts deeds and things as are incidental or consequential thereto."

**3. To Shift the Registered Office of the Company from Village Chohal, Distt. Hoshiarpur 146024, Punjab to G.T. Road, Phagwara, Distt. Kapurthala 144401, Punjab.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from its present address i.e. Village Chohal, Distt. Hoshiarpur 146024, Punjab to G.T. Road, Phagwara, Distt. Kapurthala 144401, Punjab within the same state but outside the city/town or village.

**RESOLVED FURTHER THAT** Mr. Samir Thapar, Chairman Cum Managing Director or Ms. Mukulika Sinha, Director of the Company, be and is hereby authorized to sign and file e-form INC 22 and other documents with the Ministry of Corporate Affairs, Registrar of Companies, and to do all such acts, deeds, matters and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

**4. To Regularise the appointment of Ms. Mukulika Sinha (DIN: 10422588) as the Regular Director of the Company.**

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

**“RESOLVED THAT** Ms. Mukulika Sinha (DIN: 10422588) who was appointed as an Additional Director (Executive) of the company, with effect from 17.12.2023 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Regular Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013, based on the recommendation of Nomination and Remuneration Committee who will be liable to retire by rotation, in the forthcoming annual general meeting of the company.”

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Mr. Samir Thapar, Chairman Cum Managing Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**5. To Appoint Ms. Mukulika Sinha (DIN: 10422588) as the Whole time Director of the Company and to fix her remuneration pursuant to the provisions of Section 203, 196 and 197 of the Companies Act, 2013 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 a **Special Resolution:**

**“RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee pursuant to Sections 196, 197, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (LODR) Regulations, 2015, approval of the members be and is hereby accorded for the appointment of Ms. Mukulika Sinha (DIN 10422588) as a Whole Time Director of the Company for a period of five years from 01.03.2024, on the remuneration and on such terms and conditions as set out below

with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Ms. Mukulika Sinha.

- i. Salary at the rate of Rs. 40,00,000/- per annum (Rupees Forty Lacs only) w.e.f 01.03.2024 which may be reviewed by the Board.
- ii. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company.
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and her family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and her family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by her on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by her in accordance with the rules and policies of the Company.

**6. To Regularise the Appointment of Mr. Gurbir Singh (DIN: 03148569) 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, approval of the members be and is hereby accorded, to appoint Mr. Gurbir Singh (DIN: 03148569) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f. 01.03.2024 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, Chairman Cum Managing Director of the Company or Ms. Mukulika Sinha, 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, Chairman Cum Managing Director of the Company or Ms. Mukulika Sinha, Director of the Company for the time being be and are hereby severally

authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

**7. To Regularise the Appointment of Mr. Ronnie Baath (DIN: 02090650) 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, approval of members be and is hereby accorded, to appoint Mr. Ronnie Baath (DIN: 02090650) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f. 01.03.2024 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, Chairman Cum Managing Director of the Company or Ms. Mukulika Sinha, 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, Chairman Cum Managing Director of the Company or Ms. Mukulika Sinha, Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required.”

By order of the Board  
For JCT Limited

**SAMIR** Digitally signed  
by SAMIR  
**THAPA** THAPAR  
Date:  
R 2024.02.07  
20:47:21 +05'30'

*Samir Thapar*  
(Chairman and Managing Director)  
(DIN: 00062287)

Place: Hoshiarpur  
Dated: 07.02.2024

## **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 7 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meetings held on 07.02.2024 considered the special businesses under Item No. 1 to 7, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
  - 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 and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.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:-**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 26<sup>th</sup> February, 2024 at (9:00 A.M IST) and ends on 28<sup>th</sup> February, 2024 (5:00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> February, 2024 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, 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.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**(iv)** In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>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 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800</p>

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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; [jctsecretarial@jctltd.com](mailto:jctsecretarial@jctltd.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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for 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 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 EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 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.
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 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.

10. 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**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 22<sup>nd</sup> February, 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. 22<sup>nd</sup> February, 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 cdsi 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. Mr. Anuj Rai Bansal, Practicing Company Secretary and Proprietor of Anuj 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 CDSL; such Results will also be forwarded to BSE Limited, Mumbai.
- i. 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 [advisors.india@hotmail.com](mailto:advisors.india@hotmail.com).
- j. 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.
- k. 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).
- l. 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.
- m. 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.

- n. 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).
- o. 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 Company has a manufacturing unit of Filament Yarn situated at Village Chohal, Distt. Hoshiarpur, 146024 Punjab. The manufacturing activities of such unit were suspended with effect from 1<sup>st</sup> September, 2023 due to some unavoidable circumstances which was beyond the control of the management and operative activities were kept in abeyance since 01<sup>st</sup> September 2023. The Suspension of such activities of the plant was reported to the Stock Exchange dated 04.09.2023.

Due to such interruption and termination of manufacturing activities of the Plant situated at Village Chohal, Distt. Hoshiarpur, Punjab the Company suffered huge losses from such unit which impacted the financial position of Company as a whole and manufacturing activities of another plant manufacturing cotton located at G.T. Road, Phagwara, Distt. Kapurthala, 144401 Punjab also got impacted. Therefore to recompense such losses it is proposed to sell the Plant and Machinery and other assets of the Unit manufacturing filament yarn situated at Village Chohal, Distt. Hoshiarpur 146024, Punjab and further plant manufacturing cotton situated at G.T. Road, Phagwara, Distt. Kapurthala, 144401 Punjab.

As per provisions of Section 180(1)(a) of the Companies Act, 2013 if a Company wants to sell, or otherwise dispose of the whole or substantially the whole of the undertaking of the company then special resolution shall be passed for the same.

Therefore the approval of the members is sought for the abovesaid item to be passed as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out in Item No 1 of the Notice for approval by the members.

### **Item No. 2**

The Company is under financial stress due to continuing losses arising from the suspension of its manufacturing activities and therefore to pay off its debt, the Board has proposed to sell some of its unproductive assets to improve its financial position. The Company has an investment in land and building situated at Village Chohal, Distt. Hoshiarpur, Punjab and further at Village Baroti, Distt. Hoshiarpur, Punjab. To focus on its productive and remunerative assets, your Board intends to sell whole or substantially the whole of the land and building of the company and further its sale or disposing off shall attract the provisions of Section 180(1)(a) of the Companies Act, 2013.

Therefore the approval of the members is sought for the abovesaid item to be passed as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out in Item No 2 of the Notice for approval by the members.

### **Item No. 3**

The Company's present Registered Office is located at Village Chohal, Distt. Hoshiarpur, Punjab. But due to suspension of business activities at the Company's Unit located at such address and further the proposal of the Company to sell or otherwise dispose of whole or substantially whole of the plant and machinery or other assets of the plant located at Village Chohal, Distt. Hoshiarpur, Punjab it is not feasible or suitable to keep the Registered Office of the Company at same place.

Therefore the Board of Directors have recommended to change the Registered Office Address from Village Chohal, Distt. Hoshiarpur 146024, Punjab to G.T. Road, Phagwara, Distt. Kapurthala 144401, Punjab where the Company's another unit manufacturing tafta textile is located. It is advisable and will be most suitable and viable if the Registered Office of the Company is situated at G.T. Road, Phagwara, Distt. Kapurthala 144401, Punjab.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out in Item No 3 of the Notice for approval by the members.

### **Item No. 4**

The Board under the provisions of Section 161 of the Companies Act, 2013 has appointed Ms. Mukulika Sinha (DIN: 10422588) as the Additional Director of the company in its meeting held on 16.12.2023 who shall hold office upto the date of next General Meeting of the Company. The Company has received from Ms. Mukulika Sinha, (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Companies Act, 2013.

The Board upon recommendation of the Nomination and Remuneration Committee, based on the skills, rich experience, knowledge, continued valuable guidance of above said Director to the management recommended to regularize the appointment of the said Director as a Regular Director pursuant to the provisions of the Section 152 of the Companies Act, 2013 and rules made thereunder.

The Directors recommend the resolution as set out in item 4 for approval to be passed as an ordinary resolution.

None of the Directors and Key Managerial Personnel including their respective relatives other than those mentioned in the respective resolutions and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

### **Item No. 5**

The Board upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 203, 196, 197 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (LODR) Regulations, 2015 has recommended the appointment of Ms. Mukulika Sinha (DIN: 10422588) as a Whole time Director of the Company keeping in view her rich experience, skills, knowledge and guidance which is beneficial for the Company, for the term of five years at the remuneration of Rs. 40,00,000/- (Rupees



Forty Lacs only) per annum plus other perks and allowances subject to the approval of members in the General Meeting.

### **Brief Profile of Director**

Ms. Mukulika Sinha has been working as VP Strategy and Business development for more than 6 years in the Company while establishing direct fabric export business with the customers in US and Europe and has further a wide and diverse experience of more than 16 years in the field of marketing and press. She has worked as Marketing and PR Officer and Press Coordinator in big brands like Burberry and Salvatore Ferragamo which entailed to Marketing Strategy, Media buying and Brand Communication. Her rich experience in the field shall help the Company catering the marketing needs and further help in the growth of the Company to greater extent.

Ms. Mukulika Sinha shall be a Director liable to retire by rotation.

The Directors recommend the resolution as set out in item 5 for approval to be passed as a special resolution.

None of the Directors and Key Managerial Personnel including their respective relatives other than those mentioned in the respective resolutions and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

A brief profile of Ms. Mukulika Sinha as required under Secretarial Standards on General Meeting (SS - II) and Regulations 36(3) of the SEBI (LODR) Regulations, 2015 is provided in the annexure to this Notice.

### **Item No. 6**

The Board in its meeting held on 07.02.2024 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Gurbir Singh (DIN: 03148569) as an Additional Independent Director for a term of five years with effect from 07.02.2024 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Gurbir Singh (DIN: 03148569), as an Independent Director for a term of five years commencing from 07.02.2024. Further, Mr. Gurbir Singh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

### **Brief Profile of Director**

Mr. Gurbir Singh has a wide experience of 9 years as a Civil Engineer in serving the various projects of Government of Punjab and further a rich experience of 10 years as an entrepreneur which shall be instrumental and valuable for the growth of the Company. He has been a Founder Director of Sports & Estate, Genesis Global School, Noida from 2009 to 2014 and further a Founder Director of Administration, Sports & Student Welfare, BML Munjal University, Gurgaon from 2014 to 2020. He has been a member of Indian Shooting Team for more than 20 years and has participated in the various Olympics, Asian and Commonwealth Games.

He has been associated with Lanco Group of Companies as an Independent Director since the year 2010.

Owing to such a rich experience in his field, his contribution to the Company shall be numerous which shall strive for the Company towards future growth and development. His intellectual advice shall be beneficial for the Company.

Mr. Gurbir Singh 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. Gurbir Singh 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. Gurbir Singh is annexed to this Notice. Mr. Gurbir Singh 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. Gurbir Singh 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 6 for approval to be passed as an ordinary resolution.

### **Item No. 7**

The Board in its meeting held on 07.02.2024 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Ronnie Baath (DIN: 02090650) as an Additional Independent Director for a term of five years with effect from 07.02.2024 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Ronnie Baath (DIN: 02090650), as an Independent Director for a term of five years commencing from 07.02.2024. Further, Mr. Ronnie Baath Singh shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

### **Brief Profile of Director**

Mr. Ronnie Baath has a Masters degree in Business Administration from California State University, Bakersfield USA. He has worked on various power projects both with Indian and International Clients. He has consulted for 125 MW Hydro Electric Power Project and has further supported the US Defense Contractor in the execution of US Army Corps of Engineers Project to upgrade and rebuild the power generation infrastructure in Iraq.

Mr. Ronnie Baath has also assisted the US Company in setting up of secure anti-terrorist railway platform as a part of project initiated by the Government of India.

Mr. Ronnie Baath's enormous experience in his field will provide expert advice and knowledge to the Company which shall yield good opportunities for the Company and further help the Company in its development and growth.

Mr. Ronnie Baath 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. Ronnie Baath 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. Ronnie Baath is annexed to this Notice. Mr. Ronnie Baath 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. Ronnie Baath 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 7 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. Mukulika Sinha</b>	<b>Mr. Gurbir Singh</b>	<b>Mr. Ronnie Baath</b>
<b>DIN</b>	10422588	03148569	02090650
<b>Date of Birth</b>	26.09.1984	20.02.1951	01.03.1963
<b>Date of First Appointment</b>	17.12.2023	07.02.2024	07.02.2024
<b>Expertise in specific General Functional area</b>	PR and Marketing	Civil Engineering, Entrepreneurial and Business	Project Manager and Consultancy
<b>Qualification</b>	Bachelor of Commerce, Business Commerce, General from University of Calcutta. Digital Marketing Startegies: Data Automation, AI and Analytics from Kellog Executive Education.	I.S.C. (Cambridge) – The Lawrence School, Sanawar, H.P. B. E. (Civil Engg.) – Punjab University	Bachelor of Commerce from Panjab University, India Masters in Business Administration from California State University – Bakersfield, USA
<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	Nil
		Nomination and Remuneration Committee	
		Stakeholders Relationship Committee	
			Nil

By order of the Board  
For JCT Limited

**SAMIR**  
**THAP**  
**AR**

Digitally signed  
by SAMIR  
THAPAR  
Date: 2024.02.07  
20:48:21 +05'30'

*Samir Thapar*  
*(Chairman & Managing Director)*  
*(DIN: 00062287)*

Place: Hoshiarpur  
Dated:07.02.2024