



JINDAL COTEX LIMITED

REGD. OFFICE: VPO JUGIANA, G.T. ROAD, LUDHIANA-141420
Ph: 0161-6603555 Fax: 0161-2510843, CIN NO: L17115PB1988PLC021084
Website: www.jindalcotex.com; Email: cs@jindalcotex.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **JINDAL COTEX LIMITED** will be held on Tuesday, the 1st day of March, 2016 at 9:00 A.M. at the Registered Office of the company at V.P.O. Jugiana, G.T. Road, Ludhiana 141 420 to transact the following Special Business:-

1. To consider, and if thought fit, to pass with or without modifications(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made thereunder, to the extent notified, the Securities and Exchange Board of India including the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India(Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 as amended (the “Takeover Regulations) and any other guidelines and clarifications issued by any other competent authority from time to time to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the company, Listing Agreement entered into by the company with the Stock Exchanges where the equity shares of the company are listed (the “Stock Exchange”) and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Boards of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches, 1,44,00,000 warrants (Equity Warrants”) on a preferential basis to Mrs. Manu Jindal within the Promoters group (as defined in the ICDR Regulations) and V. S. Yarns Private Limited, Non-Promoter, each convertible into one equity share of face value of Rs. 10/- each (the “Equity shares”) at a price of Rs. 10/- each (Rs. Ten only) each aggregating to Rs.14,40,00,000/- (Rs. Fourteen Crores Forty Lacs only) on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares pursuant to the exercise of the Equity Warrants is 30th January, 2016 which is 30 days prior to the date of this Extraordinary General Meeting i.e. 1st March, 2016 and the floor price so calculated is Rs. 9.96 (Rs. Nine rupees and ninety six paise only)

RESOLVED FURTHER THAT the said equity warrants convertible into equity shares shall be issued and allotted by the company within 15 days from the date of passing of this resolution provided that where the allotment of the said equity warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to the following terms:

- i) The equity shares to be so allotted on exercise the equity warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the company. The equity warrants may be exercised by the equity warrants holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- ii) A equity warrant subscription price equivalent to 25% of the issue price of the equity shares will be payable at the time of subscription to the equity warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the company to be adjusted and appropriated against the issue price of the equity shares. A equity warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the equity warrant holder(s) at the time of exercising the equity warrant.
- iii) The issue of equity shares arising from the exercise of the equity warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the equity warrant holder(s) does not exercise the equity warrants within 18 months from the date of allotment of the equity warrants, equity warrants shall lapse and the amount paid shall stand forfeited by the company.
- v) The equity warrants issued and allotted will be transferable within the Promoters Group subject to the approval of the Board and such other approvals as may be necessary.
- vi) The equity shares to be issued and allotted by the company on exercise of the equity warrants in the manner aforesaid shall rank pari passu in all the respects including dividend with the existing equity shares of the company.
- vii) The equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to Preferential Issues.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares of the company as may be required to be issued and allotted upon exercise of the option in the warrants held by the holder(s) of the warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity warrants and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to file necessary papers with the stock exchanges and regulatory authorities and execution of any documents on behalf of the company and to represent the company before any government authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**By order of the Board of Directors
For Jindal Cotex Limited**

**(Yash Paul Jindal)
Wholetime Director
DIN: 01923862**

**Place: Ludhiana
Date : 30th January, 2016**

NOTES FOR THE MEMBER'S ATTENTION

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on his/her behalf at the meeting. The proxy need not be a member of the company. The proxy in order to be effective must be deposited at the Registered Office of the Company at least 48 hours before the time for the meeting. The blank Proxy form is enclosed. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
2. Members/Proxies should fill the attendance slip and hand over the same at the entrance for attending the meeting.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which set out details relating special business to be transacted at the meeting is annexed hereto.
4. Electronic copy of the notice of the aforesaid Extraordinary General Meeting of the company is being sent to all the members whose email IDs are registered with the company unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the company is being sent in the permitted mode.
5. The members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar & Transfer Agent, M/s. Bigshare Services Private Limited, Mumbai.

Voting through electronic means;

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The voting period begins on Thursday, 25th February, 2016, 10:00 A.M. and ends on Monday, 29th February, 2016, 05:00 P.M. During this period shareholders' as on the cut-off date Wednesday, 24th February, 2016, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The instructions for e-voting are as under:
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders.
 - (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details or date of birth as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details instruction (5).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for the relevant Jindal Cotex Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Institutional Shareholders**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. 24th February, 2016.
4. M/s Reecha Goel & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
6. The results of e-voting shall be declared on or after EGM of the company. The results declared alongwith the Scrutinizer Report shall be placed on the company's website

www.jindalcotex.com and on the website of CDSL within two (2) days of passing of the resolution at the EGM of the company and communicated to BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS MENTIONED IN THE NOTICE CONVENING THE GENERAL MEETING

The objective of the proposed preferential allotment of equity warrants is to utilize the proceeds for long term working capital requirements of the company.

Salient features of the preferential issue of equity warrants are as under:

- The “Relevant date” as per the ICDR regulations for determining the minimum price for the preferential issue of equity warrants convertible into equity shares is 30th January, 2016, being 30 days prior to the date of this Extraordinary General Meeting i.e. 1st March, 2016.
- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of equity warrants is Rs. 9.96 (Rs. Nine rupees and ninety six paise), being higher of (a) the average of the high & low of the closing prices quoted on the BSE Stock Exchange for 26 weeks prior to the relevant date viz. Rs.7.63 (Rs. Seven rupees and sixty three paise) and (b) the average of the high & low of the closing prices quoted on the BSE Stock Exchange for 2 weeks prior to the relevant date viz. Rs. 9.96 (Rs. Nine rupees and ninety six paise).
- The company will receive 25% of the amount for preferential issue of equity warrants prior to the respective allotments.
- The equity warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches. At the time of exercise, the equity warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the equity warrants so being exercised.
- Post conversion of warrants (assuming full conversion) the increase in equity share capital would be Rs.14,40,00,000/- (Rs. Fourteen crores forty lacs only)
- This is the first preferential issue of securities by the company in this year no other persons have been allotted any securities on a preferential basis during current year.
- Mrs. Manu Jindal of Promoter group and another investor i.e. V.S. Yarns Private Limited, Non-Promoters have not held any equity shares in the company, since its incorporation.

The other information prescribed under regulation 73 of the ICDR Regulations is as follows:

a. Object of the preferential issue of equity warrants convertible into equity shares and details of utilization of proceeds:

The objective of the proposed preferential allotment of equity warrants convertible into equity shares is to utilize the proceeds for long term working capital requirements of the company.

b. Intention of the promoter/directors/key management personnel to subscribe to the proposed preferential issue convertible into equity shares:

Except Mrs. Manu Jindal of promoter group, who will be subscribing to equity warrants in the preferential issue, none of promoters, directors or key management personnel of the company intends to apply/subscribe to any of the equity warrants.

c. The shareholding pattern of the company before and after the preferential issue of equity warrants convertible into equity shares

Shareholding pattern of the company before and after the preferential issue of equity warrants is as follows:

S. No.	Category	Equity Shares			
		Pre—issue equity shareholding		After allotment of equity warrants on preferential basis	
		Number of shares	Percentage of holding	Number of shares	Percentage of holding
A.	Promoter's holding				
1.	Individual Promoters and Promoters Group	9604399	21.34	9604399	16.17
	Acquirer:				
	Manu Jindal	-	0.00	4400000	7.41
2.	Body Corporate	875500	1.95	875500	1.47
	Sub Total	10479899	23.29	14879899	25.05
B	Non-Promoters holding				
1.	Foreign Institutional Investors (FIIs)	13390600	29.75	13390600	22.54
2.	Bodies Corporate	7232594	16.07	7232594	12.18
	V. S. Yarns Pvt. Ltd.	-	0.00	10000000	16.83
3.	Indian Public	13537099	30.08	13537099	22.79
4.	Clearing Members	215632	0.48	215632	0.36
5.	Non Resident Indian (NRI)	136220	0.30	136220	0.23
6.	Overseas Body Corporate	11096	0.02	11096	0.02
	Sub Total	34523241	76.71	44523241	74.95
	Grand Total	45003140	100	59403140	100

Note:

The above post-issue shareholding pattern assumes that the Preferential issue of equity warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

d. Proposed time within which preferential issue of equity warrants shall be completed

As required under the ICDR Regulations, the preferential issue of equity warrants shall be completed within a period of 15 days from the date of passing of the special resolution, provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regular authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

e. The identity of the persons who are the ultimate beneficial owners of the equity warrants proposed to be allotted, the percentage of post preferential issue capital that may be held by them and change in control , if any, in the issuer consequent to the preferential issue:

S. No.	Name of the Allottees	PAN No.	% of post preferential issue capital
1	Manu Jindal	AAQPT0541B	7.41
2	V. S. Yarns Pvt. Ltd.	AABCD8578N	16.83

f. Change in control

As a result of the proposed preferential issue of equity warrants upon conversion into equity shares, there will be no change in the control of the company.

g. Lock-in –period

- i) The equity shares to be allotted on a preferential basis to Manu Jindal of promoters group, pursuant to exercise of options against each warrant, shall be subject to “lock-in for a period of three years from the date of trading approval for such equity shares in accordance with Regulation 78(1) of the ICDR Regulations.
- ii) The equity shares to be allotted on a preferential basis to the investor i.e.V. S. Yarns Pvt. Ltd., pursuant to exercise of options against each warrant, shall be subject to “lock-in for a period of one year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the ICDR Regulations.
- iii) Mrs. Manu Jindal and V. S. Yarns Pvt. Ltd., do not hold any equity share in the company at present, therefore, the provisions of Regulation 78(6) of the ICDR Regulations are not attracted.

h. Auditor’s certificate

A copy of the certificate from M/s Raj Gupta & Co., Chartered Accountants, the statutory auditors of the company, certifying that the above preferential issue of equity warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the Registered Office of the company during the working hrs between 9.00 A.M. to 5.00 P.M., except on holidays, upto the date of the Extraordinary General Meeting. Copies of the above mentioned statutory auditors certificate shall also be laid before the Extraordinary General Meeting.

Regulation 72(1)(a) of the ICDR regulations provides that the preferential issue of specified securities by a listed company would require approval of its shareholders by way of a special resolution . The Board, therefore, recommends the above mentioned resolution to be passed as a Special resolution.

None of the Directors, Key Managerial Persons(KMPs) of the company or any relatives of such Director or KMPs except Mrs.Manu Jindal shall be considered to be concerned or interested in the proposed resolution, except to the extent of shares held by any of them in the company.

**By order of the Board of Directors
For Jindal Cotex Limited**

**(Yash Paul Jindal)
Wholetime Director
DIN: 01923862**

**Place: Ludhiana
Date : 30th January, 2016**

JINDAL COTEX LIMITED
 CIN :17115PB1998PLC021084
 Registered Office:V.P.O. Jugiana, G.T. Road, Ludhiana – 141 420
ATTENDANCE SLIP

Ref. Folio/DP/ & Client No. _____

No. of shares held _____

I/We certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Extraordinary General Meeting of the company held on Tuesday, 1st day of March, 2016 at 9.00 A.M. at its Registered Office at V.P.O. Jugiana, G.T. Road, Ludhiana – 141 420.

Name of the Shareholder/Proxy
 (In Block Letter)

Signature of the Shareholder/Proxy

Note: Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request. Shareholder/Proxy desiring to attend the meeting should bring his copy of the Annual Report at the Extraordinary General Meeting.

Form No. MGT-11

CIN :17115PB1998PLC021084

JINDAL COTEX LIMITED

Registered Office:V.P.O. Jugiana, G.T. Road, Ludhiana – 141 420

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s) : _____

Registered Address: _____

Folio No./DP & Client Id: _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint:

1. Name & Address _____ Signature _____ or failing him/her
2. Name & Address _____ Signature _____ or failing him/her
3. Name & Address _____ Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Tuesday, 1st day of March, 2016 at 9.00 A.M. at its Registered Office at V.P.O. Jugiana, G.T. Road, Ludhiana and at any adjournment thereof in respect of the following resolution as are indicated below:-

S. No.	SPECIAL BUSINESS	Optional	
		For	Against
1	Preferential Issue of equity warrants convertible into equity shares of the company to Promoters and promoter group and persons other then promoters		

Signed this _____ day of _____ 2016 Signature -----

Affix Revenue Stamp

Signature of shareholder

Note: This form duly filled up, stamped and signed by the appointer must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.

If undelivered, please return to:

Bigshare Services Private Limited
(Unit: Jindal Cotex Limited)
E-2/3, Ansa Industrial Estate,
Saki-ViharRoad,Sakinaka,
Andheri(E), Mumbai - 400 072
Tel: +91-22-40430200