



JINDAL COTEX LIMITED

Regd. Off.: VPO Jugiana, G.T. Road, Ludhiana (PB) 141017
Works : Village Mandiala Kalan, P.O. Bija, Tehsil Khanna, Distt. Ludhiana (PB) 141412
(T) +91 161 2511840 CIN : L17115PB1998PLC021084
✉ info@sjgroup.in 🌐 www.jindalcotex.com

Dated: 04.12.2020

To
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Listing Department,
National Stock Exchange Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051

Subject: Notice of 23rd Annual General Meeting

Symbol: JINDALCOT/JINDCOT Series: EQ ISIN: INE904J01016

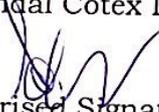
Dear Sir/Madam,

Please find enclosed herewith copy of the Notice of 23rd Annual General Meeting of the company scheduled to be held on Wednesday, 30th day of December, 2020 at 9.30 A.M. at the Registered office of the company.

This is for your information and record.

Thanking you,

Yours faithfully
For Jindal Cotex Limited


(Authorised Signatory)

**NOTICE**

NOTICE is hereby given that the 23rd Annual General Meeting of the members of JINDAL COTEX LIMITED will be held on Wednesday, 30th day of December, 2020 at 9.30 A.M. at the Registered Office at Village Mandiala Kalan, P.O. Bija, Tehsil Khanna, District Ludhiana, to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2020 and Profit & Loss Account for the year ended on that date together with the reports of the Director's and Auditor's thereon
2. To appoint a director in place of Mr. Sandeep Jindal (DIN : 01639743) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-

"RESOLVED THAT Board of Directors of the Company on the recommendations of the Audit Committee has approved the appointment of M/s. Gurvinder Chopra and Co., Cost Accountants (Firm Registration No. 100260) as Cost Auditors of the company for the financial year 2020-21 at a remuneration of Rs. 25,000/- (Rupees Twenty five Thousand only) plus applicable Goods and service tax and out-of-pocket expense.

RESOLVED FURTHER THAT the Shareholders hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for approving recommendation of Audit Committee, for appointment and remuneration of Rs. 25,000/- (Rupees Twenty five Thousand only) plus applicable Goods and service tax and out of pocket expenses of M/s Gurvinder Chopra and Co., Cost Auditor(s) to conduct the audit of the cost records of the Company for the financial year 2020-21.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution".

**BY ORDER OF THE BOARD
FOR JINDAL COTEX LIMITED**

Place: Ludhiana
Dated: 4th December, 2020

(Sandeep Jindal)
Managing Director
DIN: 01639743

NOTES:

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 instrument appointing 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 10% of the total share capital of the company carrying voting rights. A proxy shall not have a right to speak at the Annual General Meeting and shall not be entitled to vote except on a poll.

2. The relative explanatory statement pursuant to section 102(1) of the Companies Act, 2013 relating to special business to be transacted at the Annual General Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 25th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive).
4. The relevant details as required under the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
5. Members desiring any information as regards to accounts are requested to write to the company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
6. 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.
7. The members are requested to intimate changes, if any, pertaining to their email address, postal address, Permanent Account Number (PAN), Bank details such as name of the bank, branch detail, bank account no. MICR code, IFSC code etc., to their DP, in case shares are held by them in electronic form and to the company/ Registrar & Transfer Agent, M/s Bigshare Services Private Limited, Mumbai in case shares are held by them in physical form.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number by every participant in the securities market. Members holding shares in electronic form are, therefore, to submit their PAN to the depository participants with whom they maintained their demat account. Members holding shares in physical form should submit their PAN to the company/registrar and share transfer agent of the company.
9. Annual accounts and related documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the



Registered Office of the company.

- 10. In line with the MCA General Circular dated May 5, 2020, the Notice of the 23rd AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company /Depositories and has been uploaded on the Company's website www.jindalcotex.com for their download.
- 11. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares. Members can contact the company or Registrar and Share Transfer Agent for assistance in this regard.
- 12. To support the "Green Initiative", Members who have not yet registered their e-mail address are requested to register the same with their DPs in case the shares are held by them in electronic form and to the company Registrar & Transfer Agent, M/s Bigshare Services Private Limited, Mumbai in case shares are held by them in physical form.
- 13. A route map showing directions to the venue of the 23rd Annual General Meeting is given at the end of this Notice.

**BY ORDER OF THE BOARD
FOR JINDAL COTEX LIMITED**

Place: Ludhiana (Sandeep Jindal)
Dated: 4th December, 2020 Managing Director
DIN: 01639743

ANNEXURE TO THE NOTICE

Explanatory Statement as required under section 102(1) of the Companies Act, 2013, setting out all material facts relating to special business of the accompanying notice.

Item No. 3

The Board of Directors at its meeting held on 31st July, 2020, on the recommendations of the Audit Committee, has approved the appointment of M/s. Gurvinder Chopra and Co., Cost Accountant (Membership No. 42655), as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 on a remuneration of Rs. 25,000/- (Rupees Twenty five Thousand only) plus reimbursement of out of pocket expenses.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

The Board recommends the aforesaid resolution for approval of the shareholders.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or

interested, financially or otherwise, in the above resolution.

**BY ORDER OF THE BOARD
FOR JINDAL COTEX LIMITED**

Place: Ludhiana (Sandeep Jindal)
Dated: 4th December, 2020 Managing Director
DIN: 01639743

Voting through electronic means;

- 1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 as well as Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing facility to members to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on Saturday, 26th December, 2020, 9:00 A.M. and ends on Tuesday, 29th December, 2020, 05:00 P.M. During this period shareholders' as on the cut-off date Wednesday, 23rd December, 2020 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3. 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 and physical form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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 Client Id/Folio



DOB	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. 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.
Dividend Bank	Enter the Dividend Bank details or date of birth as recorded in your demat account detail or in the
_Details	company records for the said demat account or folio. 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 resolutions 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.

4. 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) of 23rd December, 2020.

5. 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.

6. The Scrutinizer shall within a period not exceeding three (3) 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.

**BY ORDER OF THE BOARD
FOR JINDAL COTEX LIMITED**

Place: Ludhiana
Dated: 4th December, 2020

(Sandeep Jindal)
Managing Director
DIN: 01639743

**Information pursuant to Corporate Governance Clause of the Listing Agreement(s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting**

Name of the Director	Sandeep Jindal
Date of Birth	02.03.1977
Date of Appointment	18.02.1998
Expertise in specific functional area	21 years of experience in various Business & Industries.
Qualification	Commerce Graduate
Directorship of other companies	<ul style="list-style-type: none">• Jindal Medicot Limited• Jindal Specialty Textiles Limited• Himachal Textile Park Limited• Jindal Holdings and Investment Limited• Jindal Info Media Pvt Ltd• Jindal International FZE• Jindal Cycles Private Limited• Jindal Technotex Limited• Jintex International DMCC
Chairmanships/ Memberships of Committees of other companies	<ul style="list-style-type: none">• Jindal Specialty Textiles Limited <p>1)Audit Committee, Chairman 2)Nomination and Remuneration Committee, Member</p> <ul style="list-style-type: none">• Jindal Medicot Limited <p>1)Audit Committee, Chairman 2)Nomination and Remuneration Committee, Member</p>
Number of shares held	150630
Relationship with other Directors	Not related to any Director