



JINDAL COTEX LIMITED

REGD. OFFICE: VPO JUGIANA, G.T. ROAD, LUDHIANA-141017
Ph: 0161-2511840 Fax: 0161-2510843, CIN NO: L17115PB1998PLC021084
Website: www.jindalcotex.com; Email: cs@sjgroup.in

POSTAL BALLOT NOTICE / ELECTRONIC VOTING (E-VOTING)

Dear Member(s),

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") , read with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification thereof for the time being in force, that Jindal Cotex Limited (the "Company") is seeking the approval of the members by way of special resolution set out below, through postal ballot i.e. voting by post or voting by electronic means, as the case may be for approval of sale or transfer of the investments held by the company in its subsidiaries.

Accordingly, the said resolutions and explanatory statement pertaining, setting out the facts and the reasons thereof, as required in terms of section 102 of the Companies Act, 2013, is annexed hereto alongwith a postal ballot form for your consideration.

The Board of Directors at its meeting held on 24thSeptember, 2018 has appointed M/s. Reecha Goel & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope, so as to reach M/s. Reecha Goel & Associates, Scrutinizer not later than 5.00 p.m. on 5th November, 2018.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof for the time being in force), the company has also extended e-voting facility for its members to enable them to cast their votes electronically. The company has engaged the services of Central Depository Services (India) Limited ("CDSL") for e-voting. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under section 'Voting through electronic means' in this notice.

The Scrutinizer will submit his report to Chairman of the company after completion of scrutiny in a fair and transparent manner and the result of the postal ballot will be announced by the Chairman on or before 7th November, 2018 at the Registered office of the company at VPO Jugiana, G. T. Road, Ludhiana-141017. The result of the postal ballot will be posted on the website of the company www.jindalcotex.com ,beside communicate to Stock Exchanges viz. BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE").

PROPOSED RESOLUTIONS:

1. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 110, Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto and re-enactment thereof) and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR”), the provisions of the Memorandum and Articles of Association of the company and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to the necessary approvals, consents, permissions and sanctions and subject to such terms and conditions as may be prescribed by any of the authorities while granting such approvals, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to sell, transfer or otherwise dispose off the entire shareholding of the Company in its subsidiary Jindal Medicot Limited for an aggregate consideration of not less than Rs. 3,80,00,000/- (Rs. Three crores eighty lacs only) to any other person/body corporate whether related party to the Company or not as the Board of Directors may be deem fit and appropriate in the best interest of the Company.

“RESOLVED FURTHER THAT the consent of the members be and is hereby also accorded pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 if such sale, transfer etc. is made with any related party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of such sale, transfer, execute share purchase agreement or such other agreements, deeds, contracts, undertakings or such other papers and to do all such acts, deeds and things as may be considered necessary or incidental thereto from time to time for giving effect to the above resolution”.

2. To consider and if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 110, Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto and re-enactment thereof) and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR”), the provisions of the Memorandum and Articles of Association of the company and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to the necessary approvals, consents, permissions and sanctions and subject to such terms and conditions as may be prescribed by any of the authorities while granting such approvals, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to sell, transfer or otherwise dispose off the entire shareholding of the Company in its subsidiary Jindal Specialty Textiles Limited for an aggregate consideration of not less than Rs. 4,95,00,000/- (Rs. Four Crores Ninety Five lacs only) to any other person/body corporate

whether related party to the Company or not as the Board of Directors may be deem fit and appropriate in the best interest of the Company.

“RESOLVED FURTHER THAT the consent of the members be and is hereby also accorded pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 if such sale, transfer etc. is made with any related party.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of such sale, transfer, execute share purchase agreement or such other agreements, deeds, contracts, undertakings or such other papers and to do all such acts, deeds and things as may be considered necessary or incidental thereto from time to time for giving effect to the above resolution.

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

**(Anil Kumar)
Company Secretary**

Place: Ludhiana

Date : 24th September, 2018

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014 setting out materials facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members, whose names appear as on 28th September, 2018, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members may also note that the Notice of the Postal Ballot and Postal Ballot Form will also be available on the Company's website www.jindalcotex.com
3. 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.
4. The members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, the voting validity done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
5. The vote in this postal ballot cannot be exercised through proxy.
6. In compliance with provisions of Section 110, Section 108 of the Companies Act, 2013 and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote electronically for the resolution proposed to be passed by way of Postal Ballot. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members.

7. 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. 28th September, 2018 and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The voting period for postal ballot ends at (5.00 P.M.) on 5th November, 2018 and voting period for e-voting commence on 6th October, 2018 (9.00 A.M.).The e-voting module shall be disabled by CDSL for voting thereafter.
9. The scrutinizer will submit the report and Chairman will declare the results of Postal Ballot on or before 7th November, 2018 and subject to the receipt of requisite votes, the resolution shall be deemed to be passed on the date of declaration of the results of Postal Ballot/E-voting. The result declared alongwith the scrutinizer's report will be available on the website of the Company www.jindalcotex.com and communicated to BSE Limited and National Stock Exchange of India Limited.

The instructions for voting are as under:

A) Voting through Physical Postal Ballot Form:

- A member desiring to exercise vote shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Scrutinizer in the closed self-addressed prepaid postage envelope. Postage charges will be borne by the Company. However, in case a member send the Postal Ballot Form by courier or registered post or delivers it in person at his/her expense, such Postal Ballot Form will also be accepted.
- The postal ballot form, duly completed and signed by the member(s) should be returned in the enclosed self-addressed pre-paid postage envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Monday, 5th November, 2018. Any postal ballot form received after the said date shall be treated as if the reply from the member has not been received.
- M/s Reecha Goel & Associates, Company Secretaries have been appointed as the Scrutinizer by the Board of directors for conducting the postal ballot and e-voting process in a fair and transparent manner.

B) Voting through e-voting:

- (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	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"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of

	<p>their name and the 8 digits of the folio/client id number in the PAN field.</p> <ul style="list-style-type: none"> 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	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 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 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.
- (xix) The official responsible to address the grievances connected with the e-voting for postal ballot is Anil Kumar, Company Secretary, having email Id: cs@sjgroup.in and phone no. 0161-2511840.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEMS NO. 1&2

Jindal Medicot Limited and Jindal Specialty Textiles Limited are the subsidiaries of Jindal Cotex Limited. Both these companies have been continuously incurring huge losses for the last seven years and the entire networth of these companies stand eroded. The bank accounts of both the companies have become sub-standard and bank has issued notices under SARFAESI Act, 2002.

In view of the above and further in order to focus on its existing business, it has been decided by the Board of Directors of the company to sell, transfer or otherwise dispose off the entire shareholding in these subsidiaries to any other person/body corporate, whether related with the company or not, for a consideration not less than the consideration mentioned in the respective resolutions. The valuation reports have been provided by SPA Capital Advisors Ltd., SEBI Registered Category 1 Merchant Bankers, New Delhi as independent values. The proceeds received on transactions referred above would provide financial stability to the Company to pursue its business opportunities.

In terms of section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of undertaking of the company without the consent of the members accorded by way of a special resolution passed at the general meeting of the company.

Further, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no company shall dispose off shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal.

Further, in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a resolution is required to be passed by the members, if, these transactions are with related parties. Since there is a possibility that the abovementioned transactions may be entered into with the related parties, therefore, the Board wish to have enabling authority from the members, if such

sale is made to the related parties, at a price not less than that mentioned in the respective resolutions.

Hence the proposed resolutions.

The Directors, KMPs and their relative of the company may be deemed to be interested, whether financially or otherwise, in these resolutions and none of the related party of the Company shall not vote in these resolutions.

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

**(Anil Kumar)
Company Secretary**

Place: Ludhiana

Date : 24th September, 2018



JINDAL COTEX LIMITED

REGD. OFFICE: VPO JUGIANA, G.T. ROAD, LUDHIANA-141017
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POSTAL BALLOT FORM

Name and Registered Address of the sole/first named shareholder (in block letters)	:	
Name(s) of the joint holder(s), if any (in block letters)	:	
Registered Folio No./DP Id* & Client Id* no. (Applicable to investors holding shares in dematerialized form)	:	
Number of shares held (Equity shares of Rs. 10/- each)	:	
I/we hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the notice dated 24th September, 2018 of the company by sending my/our assent or dissent to the said resolution by placing() mark at the appropriate box below.		

Item No.	Description	No. of shares held	I/We assent to resolution (For)	I/We dissent to the resolution (Against)
1	Consent of the members under section 180(1)(a) of the Companies Act, 2013 to the Board of Directors to sell or transfer or otherwise dispose off the entire shareholding of the company in its subsidiary i.e. Jindal Medicot Limited			
2	Consent of the members under section 180(1)(a) of the Companies Act, 2013 to the Board of Directors to sell or transfer or otherwise dispose off the entire shareholding of the company in its subsidiary i.e. Jindal Specialty Textiles Limited			

Place:
Dated:

(Signature of the Shareholder)

EVSN (E-Voting Sequence No.)	USER ID	PASSWORD

Note:

- Kindly read the instructions printed overleaf before filling the form.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is 5th November, 2018.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send to the Scrutinizer in the enclosed self-addressed and postage pre-paid Envelope. No postage is required, however envelopes containing Postal Ballots, if sent through courier or registered post at the expense of the member or deposited at the address given herein by the registered member will also be accepted.
2. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 28th September, 2018.
3. The self addressed pre paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The Form should be completed and signed by the sole/first named shareholder. In the absence of the first named shareholder in a joint holding, the form may be completed and signed by next named shareholder. (However, where the form is sent separately by the first named shareholder and joint holder(s), the vote of first named shareholder would be valid)
5. Duly completed form should reach scrutinizer on or before 05.00 P.M. on Monday,5th November, 2018. All forms received after this date will be treated as if reply from the shareholders has not been received.
6. There will be only one postal ballot form for every folio irrespective of the number of joint Shareholder
7. In case of shares held by Companies, Trusts etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
8. Members are requested not to send any other matter along with Postal Ballot Form in the enclosed Postage Prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
10. The votes should be cast either in favour of or against by putting the (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the column will render the form and vote contained therein invalid.