

**NOTICE**

NOTICE is hereby given that the 21st Annual General Meeting of the members of **JINDAL COTEX LIMITED** will be held on Saturday, 29th day of September, 2018 at 9.00 A.M. at the Registered Office of the Company at V.P.O. Jugiana, G.T. Road, 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, 2018 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 auditors of the company and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K R Aggarwal & Associates, Chartered Accountants, (Registration No. 030088N), be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 21st Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, on such remuneration including reimbursement of out of pocket expenses as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, read with Schedule IV to the said Act, Mr. Kartar Chand Dhiman (DIN :05143805), who was appointed as the Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual

General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

4. 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 appointment of the M/s. Gurvinder Chopra and Co., Cost Auditors (Firm Registration No. 100260) of the Jindal Cotex Limited for the financial year 2018-19 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 remuneration at 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 2018-19.

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".

5. To consider, and if thought fit, to pass with or without modifications, the following resolution as a special resolution:-

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the



Companies Act, 2013 read with Rules issued there under, including the Companies (Meetings of Board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to the Board of Directors of the company for entering into the contracts / arrangement / transactions (Including material related party transactions as per Regulation 23 of SEBI Listing Regulations, more particularly described in the explanatory statement of this resolution, with related parties either existing on the date of this notice and/ or with any other related party which may be identified or come into existence in the future, for an aggregate maximum amount upto Rs. 100.00 crores (Rs. one hundred crore only) in each financial year on such terms and conditions as may be mutually agreed between the company and the respective related party.

RESOLVED FURTHER THAT pursuant to the provisions of Section 189 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sh. Sandeep Jindal, Managing Director of the company be and is hereby authorized to make the necessary entries, where applicable, in the register of contracts or arrangements.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials, services, investment, capital contribution, disinvestment, borrowing, lending etc., to be transacted / availed with/ from the related parties within the aforesaid limit and to take such steps as may be necessary to obtains approvals, sanctions, consents, permission, perform and execute all such act, deeds, matters and things (Including delegation of such authority), as may be deemed necessary for the purpose of giving effect to this resolution”.

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

PLACE : Ludhiana
DATED: 1st September, 2018

(Sandeep Jindal)
Managing Director
DIN: 01639743

NOTES:

- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 27th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
- Members desiring any information as regards 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.
- A brief resume in respect of Directors proposed to be appointed at this AGM, the relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms integral part of the notice.
- 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.
- 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.
- 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/registrars 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. Notice of the 21st Annual General Meeting and Annual Report for 2017-18 will also be available on the Company's website www.jindalcotex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send their request to the Company's Email Id at cs@sjgroup.in
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 21st 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: 1st September, 2018

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 23rd September, 2017, on the recommendation of Nomination and Remuneration Committee appointed Sh. Kartar Chand Dhiman, as Additional Director under section 161 of the

Companies Act, 2013. According to the provisions of the Companies Act, 2013, he will hold office upto the date of this meeting. A notice has been received from a member alongwith deposit as prescribed under the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Kartar Chand Dhiman for the office of Director of the Company. It is considered advisable in the interest of the company to appoint him on the Board to avail of his valuable advice.

None of the Directors, Key Managerial Personnel and any of their relatives are interested in the resolution. The Board recommends the aforesaid resolution for approval of the shareholders.

Item No. 4:

The Board of Directors at its meeting held on 14th August, 2018, on the recommendations of the Audit Committee, has approved the appointment of M/S , 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, 2019 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.

Item No. 5:

A related party transaction as per SEBI listing Regulations mean "a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged". Regulation 23 of the SEBI listing regulation further provides that all material related party transactions i.e. aggregate transactions entered into with a related party during a financial year exceeding 10% of the annual consolidated turnover of the company as per last audited financial statements, require prior approval of shareholders through resolution.

Section 188 of the Companies Act, 2013 provides that if transactions with the related parties are not in the ordinary course of business or at arm's length basis, such transactions are required to be approved by the Board of



Directors and shareholders depending upon the thresholds prescribed under the Companies (Meeting of Board and its Powers) Rules, 2014. In other words, approval of the Board or shareholders, as the case may be, is not required under the Companies Act, 2013, if a particular transaction is in the ordinary course of business and at arm's length basis.

Considering the present economic environment and for smooth business operations, the company may be required to enter into related party transactions on regular basis. The Board of the company, therefore, considers necessary to take approval of the shareholders for related party transactions for an aggregate maximum amount not exceeding Rs. 100.00 crores (Rs. One hundred crores only) in every financial year.

Information as required to be disclosed under the companies (Meetings of Board and its powers) Rules, 2014, namely, name of the related party/ director/ key managerial personnel who is related, if any, nature of relationship, nature of contract/ arrangement, material terms forms part of this resolution.

The name of related parties (as on the date of this notice) and particulars of the contracts/ arrangements / transactions for which the approval is sought are set out as under:

The list of related parties (as on the date of this notice):

S. No.	Name of Related Party	Relationship
1	Jindal Specialty Textiles Limited	Group company
2	Jindal Medicot Limited	Group company
3	Himachal Textiles Park Limited	Group company
4	Jindal Technotex Limited	Group company
5	Jindal Holdings and Investment Ltd.	Group company

Particulars of the contracts/ arrangements / transactions for which the approval is sought:

S. No.	Nature of contracts / arrangements transactions
1.	Sale, Purchase or supply of any goods or materials directly or through appointment of agent
2.	Sale, purchase, transfer, leasing of any kind of property
3.	Availing or rendering of any services whether technical and/or financial or both

The Board recommends the special resolution set out at item no. 5 of the notice for approval by the members.

None of the directors/ key Managerial Personnel of the company or their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding and /or directorship in the company.

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors proposed to be appointed at this AGM

Name of the Director	Mr. Kartar Chand Dhiman
Date of Birth	28.03.1957
Date of Appointment	23.09.2017
Expertise in specific functional	35 years of experience in various Business & Industries
Qualification	Graduate
Directorship of other companies	"Jindal Medicot Limited "Jindal Specialty Textiles Ltd. "Jindal Holdings and Investment Limited "Himachal Textile Park Ltd. "Jindal Info Media Pv Ltd
Chairmanships/ Memberships of Committees of other companies	Two
Number of shares held	NIL
Relationship with other Directors	NIL

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

**PLACE : Ludhiana
DATED: 1st September, 2018**

**(Sandeep Jindal)
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 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CDSL).
The voting period begins on Wednesday, 26th September, 2018, 9:00 A.M. and ends on Friday, 28th September, 2018, 05:00 P.M. During this period shareholders' as on the cut-off date Saturday, 22nd September, 2018 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 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. Eg. 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

Dividend Bank Details	account or folio in dd/mm/yyyy format. Enter the Dividend Bank details or date of birth as recorded in your demat account Detail or in the 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)
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- (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 22nd September, 2018.
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: 1st September, 2018**

**(Sandeep Jindal)
Managing Director
DIN: 01639743**