



## JCT LIMITED

**[CIN - L17117PB1946PLC004565]**

Corporate Identification No. (CIN) : L17117PB1946PLC004565  
Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)  
Tel: 01882 - 258780, FAX: 01882 - 258059  
Email ID: jctsecretarial@jctltd.com; Website: jct.co.in

### NOTICE

**Notice is hereby given that the 65th Annual General Meeting of the Members of JCT Limited** will be held on Thursday, the 25th September 2014 at 11 A.M. at the Registered Office of the Company at Village Chohal, District Hoshiarpur 146024 (Punjab), to transact the following business. Pursuant to Section 108 of the Companies Act 2013, read with the Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide it's Members the facility to cast their votes by electronic means (e-voting) on all the resolutions set forth in the Notice.

#### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at 31st March 2014 and the statement of Profit and Loss for the period ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Priya Thapar (DIN: 06742680), who retires by rotation and being eligible, offers herself for re-election.
3. To appoint Auditors and to fix their remuneration and to consider and, if thought fit, to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution.

"Resolved that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s S P Chopra & Company, Chartered Accountants (Registration No.: 000346N) be and are hereby appointed as the Auditors of the Company, to hold such office for a period of three years till the conclusion of 68th Annual General Meeting, at a remuneration of Rs.20,00,000/- to conduct the audit for the financial year 2014-15, payable in one or more tranches plus service tax as applicable, and reimbursement of out of pocket expenses incurred.

#### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.  
"Resolved that pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (as amended up to date), Dr. Ajit Kumar Doshi (DIN: 02298644), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, from the date of this Annual General Meeting till 25<sup>th</sup> September 2019."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.  
"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (as amended up to date) Mr Gordhan Bhojraj Kathuria (DIN: 00062088), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, from the date of this Annual General Meeting till 25th September, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.  
"Resolved that pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013 (as amended up to date) Mr Chander Mohan Bhanot (DIN: 06462056), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, from the date of this Annual General Meeting till 25<sup>th</sup> September, 2019."



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

"RESOLVED THAT pursuant to Sections 42 & 62 and all other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India Act, 1992 read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "**SEBI ICDR Regulations**"), the Foreign Exchange Management Act, 1999, read with the rules and regulations framed there under including, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000 (collectively the "**FEMA**"), and other laws as may be applicable, including any amendment, modification, variation or re-enactment of the foregoing, and the provisions of any rules/ regulations/ guidelines issued/ framed by the Central Government, Reserve Bank of India, Securities and Exchange Board of India, the stock exchange where the shares of the Company are listed, and any other appropriate authorities (hereinafter collectively referred to as the "**Appropriate Authorities**"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction, the consent, authority and approval of members, be and is hereby accorded to create, offer, issue, and allot on a preferential allotment basis, at such time and on such terms and conditions set out in these resolutions, and as may be decided by the Board in this connection in accordance with the SEBI ICDR Regulations or other applicable law as may be prevailing at the time of allotment/ listing of the Issue / Issued Shares (as defined hereinafter) 44,195,092 equity shares of face value of Rs.2.50 each (collectively the "**Musk Issue Shares**") pursuant to the restructuring and conversion of 493 Foreign Currency Convertible Bonds ("FCCBs") of face value of USD 10,000 each, to Musk Holdings Limited ("**Musk**").

"RESOLVED FURTHER THAT the issue and allotment of Musk Issue Shares on a preferential allotment basis shall be, inter alia, on the following terms and conditions:

- a) 44,195,092 shares allotted at a price not less than the price determined in accordance with FEMA and the SEBI ICDR Regulations;
- b) the relevant date ("Relevant Date") for the preferential issue of the Musk Issue Shares, as per the SEBI ICDR Regulations, for the determination of applicable price for the issue of the Musk Issue Shares shall be 26th August, 2014, which is a date that is 30 (thirty) days prior to the date on which this meeting of the shareholders is being held to consider and pass a resolution under Section 42 & 62 of Companies Act, 2013 for the preferential issue of the Issue Shares;
- c) the Musk Issue Shares so offered and allotted to Musk shall be in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on Bombay Stock Exchange Limited, and shall be subject to the provisions of the applicable law, including FEMA, SEBI ICDR Regulations, the Listing Agreement and the Memorandum and Articles of Association of the Company;
- d) in pursuance of the preferential allotment, as aforesaid, to Musk Issue Shares shall remain locked in from such date and for such periods as specified under the SEBI ICDR Regulations; and
- e) the Shares shall rank *pari passu* in all respects including dividend entitlement with the existing equity shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may consider necessary, expedient or desirable and/or required in terms of applicable law, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and/or required in terms of applicable law and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any issues that may arise in regard thereto and to appoint such consultants, valuers, legal advisors, other advisors and all such agencies as may be required for the issue and allotment of the Musk Issue Shares, without being required to seek any further clarification, consent or approval of the Board and that the Board shall be deemed to have given its approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."



Members are hereby informed that Allotment Committee of the Board of Directors in their meeting held on 31.03.2014 have approved the allotment of equity shares to the Musk on receipt of the 'in principle' approval under Clause 24(a) of the Listing Agreement from the Stock Exchange, Mumbai vide their letter no. DCS/PREF/RD/PRE/585/2013-14 dated January 28, 2014.

Members are hereby further informed that requisite application for Listing of Musk Issue Shares was filed with the Stock Exchange, Mumbai, (here-in-after referred to as "BSE") and consequent upon the advice of the Stock Exchange, the Company in compliance with the regulation 74 and 76 of SEBI (ICDR) Regulations, 2009 and to take the fresh consent of the shareholders for above allotment or FCCB conversion. In lieu of above BSE directions, Board of Directors in their Board Meeting held on 12th August, 2014 have approved the calling of Annual General Meeting to accord the fresh consent of shareholders.

The explanatory statement for the Special Resolution under Section 42 and 62 of the Companies Act, 2013 (corresponding Section of 81, 81(1A) of the Companies Act, 1956) are mentioned here under for consideration and record with or without modification.

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

"RESOLVED that in supersession of the Resolution passed by the Members of the Company at the 63rd Annual General Meeting of the Company held on 30th November 2012 and Pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow such sum or sums of monies, in any manner, from time to time, as may be required for the purposes of businesses of the Company, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary Loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 650 Crores (Rupees Six Hundred Fifty Crores Only) over and above the aggregate of the paid up share capital of the Company and its free reserves."

"RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/ deeds / writings/ papers / agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."

9. To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (Statutory modification or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that Clause V of the Memorandum of Association of the Company be altered by substituting the same as Follows:

The Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into:

- 70,00,00,000 - Equity Shares of Rs. 2.50 each
- 25,00,000 - Preference Shares of Rs. 100 each."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board  
For JCT Limited

Place : New Delhi  
Dated : 12th August, 2014

**Nidhi Goel**  
Company Secretary



**NOTES FOR MEMBERS' ATTENTION:**

1. **The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business, under Item No. 4 to 10 above is annexed hereto. The information as required under Clause 49 of the Listing Agreement, relating to the Directors proposed to be appointed/re-appointed, is also provided in the Annexure to this Notice.**
2. **A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, **not less than 48 hours** before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than 3 days of notice in writing is given to the Company.
4. Members/ Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from Monday, the 22<sup>nd</sup> September 2014 to Thursday, the 25<sup>th</sup>, September 2014 (both days Inclusive) for the purpose of annual closing.
7. The Notice of 65<sup>th</sup> AGM and instructions for e voting along with the Attendance Slip and Proxy Form is being sent by electronic mode to all members whose email addresses are registered with the Company and/or Depository Participant(s) unless a member has requested for a hard copy of the same. We further request shareholders to update their e-mail address with the Share Transfer Agent/ Depository Participants to enable us to send the required communication/ correspondence by the Company via email. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode. Copies of Annual Report are also available on Company's Website: [www.jct.co.in](http://www.jct.co.in).
8. **In terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Ms. Seema Sharma, a Practicing Company Secretary, as the Scrutinizer for this purpose.**

The procedure with respect to e-voting is provided below:-

**A. In case of Members who receive the Notice in electronic mode:**

- a) Open email and open PDF file viz. '**JCT e-voting.pdf**' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> and click on '**Shareholder – Login**'
- c) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
- d) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- e) Home page of e-voting opens. Click on '**e-Voting: Active Evoting Cycles**' and select the Electronic Voting Event Number (EVEN) of JCT Limited
- f) Now you are ready for e-voting as '**Cast Vote**' page opens.
- g) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted.
- h) Upon confirmation, the message '**Vote cast successfully**' will be displayed. Thereafter you will not be allowed to modify your vote.
- i) Corporate and Institutional Shareholders (companies, trusts, societies etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at [pcs.seemasharma@gmail.com](mailto:pcs.seemasharma@gmail.com) or with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case of Members who receive the Notice by post:**

- a) User ID and initial password is provided in the admission slip for the AGM.



- b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (A) above, to caste your vote.
- C. **Members already registered with NSDL for e-voting can use their existing user ID and password for Login.** Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (A) above, to caste your vote.
- D. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- E. The period for e-voting starts at 9.00 a.m. on Wednesday, 17<sup>th</sup> September, 2014 and ends at 9.00 p.m. on Friday, 19<sup>th</sup> September 2014. E-voting shall be disabled by NSDL at 9.00 p.m. on Friday, 19<sup>th</sup> September, 2014.
- F. General Information
- (a) Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
  - (b) E-voting right cannot be exercised by a proxy.
  - (c) 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 atleast 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.
  - (d) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.jct.co.in](http://www.jct.co.in) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days upto and including the date of the Annual General Meeting of the Company.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 4**

Dr. Ajit Kumar Doshi is a Non-Executive Director of the Company. He Joined the Board in October, 2012. Mr. Doshi is a Director whose period office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of Companies Act, 2013, Dr. Doshi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of this meeting till 25<sup>th</sup> September, 2019. A notice has been received from a member proposing Dr. Doshi as a candidate for the office of Director of the Company.

Dr. Doshi has done Ph. D in Law (Amalgamation & Merger), Chartered Accountant and LL.B and LL.M with consistent good academic record. He retired as Member (Technical) of Company Law Board and after retirement he went into academics and worked as Professor of Law with Hidayatullah National Law University Raipur &, National Law University Jodhpur, Army Institute of Management & Technology Greater Noida, He has delivered various lecture on Company Law and he is also an Examiner on the subject "Corporate Laws & Practice" with ICAI and also an Examiner on the subject "Corporate Restructuring Laws & Practice" with ICSI. He was also a visiting professor of Calcutta Business School, managed by top industrialist of the Country and is a visiting faculty of Indian Institute of Corporate Affairs, an Institute under the aegis of the Ministry of Corporate Affairs, Govt. Of India..

Dr. Doshi is a Chairman of Stakeholders Relationship Committee and Member of Audit, Nomination & Remuneration of Board of Directors of the Company. He is on the Board of Innovative Consulting Services Private Limited & is a partner in Punkaj Oswal & Co. a Chartered Accountants firm. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Dr. Doshi fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Doshi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Dr Doshi being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in this item of the notice. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 5**

Mr Gordhan Bhojraj Kathuria is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in the year 1999. Mr Kathuria is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr Kathuria being eligible and offering himself for the appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of this meeting till 25<sup>th</sup> September 2019. A notice has been received from a member proposing Mr. Kathuria as a candidate for the office of Director of the Company.

Mr Kathuria retired as a Chairman & Managing Director from Bank of India. He is having vast knowledge and experience in Finance and Banking.

He is Chairman of the Audit and Nomination & Remuneration Committees and Member of Stakeholders Relationship Committee of Board of Directors. He is Director of Amrit Marketing Private Limited. He is not holding any shares in JCT Limited



In the opinion of the Board, Mr Kathuria fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr Kathuria as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail of his services as an Independent Director of the Board. Accordingly the Board recommends the resolution in relation to the appointment of Mr. Kathuria as an Independent Director for the approval by the shareholders of the Company.

Except Mr Kathuria being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in this item of the notice. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 6**

Mr. Chander Mohan Bhanot is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in the year 2013. Mr Bhanot is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr Bhanot being eligible and offering himself for the appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of this meeting till 25<sup>th</sup> September 2019. A notice has been received from a member proposing Mr. Bhanot as a candidate for the office of Director of the Company.

Mr. C M Bhanot is a law graduate. He retired as a General Manager from Bank of India. He has vast experience of 41 years in Banking Operations, Legal, Forex, Credit Monitoring and Human Resources etc.

He is a Member of Audit, Nomination & Remuneration and Stakeholders Relationship Committees of Board of Directors of the Company. He is not a Director in any other Company. He is not holding any shares in JCT Limited.

In the opinion of the Board Mr Bhanot fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Bhanot as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail of his services as an Independent Director of the Board. Accordingly the Board recommends the resolution in relation to the appointment of Mr. Bhanot as an Independent Director for the approval by the shareholders of the Company.

Except Mr Bhanot being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in this item of the notice. This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

**Item No. 7**

- a) The Company, based in North India, is a leading fully integrated manufacturer of cotton and blended fabrics and nylon filament yarn. It is a regular supplier to global garment brands, and supplies fabrics to major garment exports in India and overseas.
- b) Company had raised US\$ 30,000,000 US\$ Thirty Million only) through issue of 2.5% (two point five per cent) unsecured foreign currency convertible bonds of face value of US\$ 10000 each (hereinafter referred to as "FCCBs") subject to the terms and conditions of the offering circular dated 31.3.2006 ("Offering Circular"). The Bank of New York Mellon was appointed as the "Trustee" with the respect to the aforesaid FCCBs in pursuance of the Trust Deed dated 7.4.2006 entered into by the Company with Bank of New York Mellon ("Trustees"). In terms of the Offering Circular, unless previously redeemed, converted or cancelled, the FCCBs were convertible at the option of the FCCB holders, any time on or after 7.5.2006 upto 8.3.2011 by the holders of the FCCBs into cash or fully paid equity shares of the Company with full voting rights and a par value of Rs.2.50 each. However, the Company could not redeem the FCCBs by the maturity date due to paucity of funds. The Trustees upon indemnification by a particular fraction of the FCCB holders comprising of 36% (thirty six per cent) filed a winding up petition against the Company before the Hon'ble High Court of Punjab & Haryana at Chandigarh on 29.09.2012, being Company Petition Number 106 of 2012. The case is presently pending for disposal before the Hon'ble High Court.
- c) Musk, a FCCB holder holding 493 FCCBs have agreed to convert the FCCBs into ordinary equity shares of the Company in terms of the letter agreements executed between the Company and Musk. According to the settlement with MUSK, the outstanding 493 FCCBs shall be converted into 44,195,092 equity shares of the face value of Rs.2.50 each of the Company in full and final settlement.

Members are further requested to please take note of following disclosures as per the applicable provisions of the Companies Act, 2013 and Chapter VII of SEBI (ICDR) Regulations, 2009.

**a) Object of the Preferential Issue**

The purpose of the preferential allotment of the Issue Shares pursuant to conversion of the FCCBs is to settle with Musk in full and final settlement, and to reduce the outstanding indebtedness of the Company.



- b) Intention of the Promoters/ Directors/ Key Managerial Persons to subscribe the offer**  
The current promoters, Directors, and/or key management personnel of the Company do not propose to subscribe to the proposed preferential issue.
- c) Securities to be Issued:**  
The Resolution set out in the Notice authorize the Board to issue to Musk , 44,195,092 Equity Shares at the face value of Rs. 2.50 each, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.
- d) Relevant Date**  
The Relevant Date for the preferential issue of the Musk Issue Shares, for the determination of applicable price for the issue of the Musk Issue Shares shall be 26<sup>th</sup> August, 2014, which is a date that is 30 (thirty) days prior to the date on which this meeting of the shareholders is being held.
- e) Pricing of Shares**  
Since the equity shares of the Company are listed on the Bombay Stock Exchange for a period of more than 26 weeks prior to the Relevant Date i.e 26th August, 2014, the Allotment of Shares will be at the price computed under Regulation 76(1) of the SEBI ICDR Regulation 2009.  
The Company undertakes to re-compute the price of the Issue Shares, if required, in terms of SEBI ICDR Regulations. The Company further undertakes to comply with the lock-in as applicable to it in terms of the SEBI ICDR Regulations till such time any amount payable on account of the aforesaid re-computation of price of the Issue Shares is paid by Musk.
- f) Proposed time within which allotment will be completed**  
In terms of regulation 74(1) of the SEBI ICDR Regulations, preferential allotment of Issue Shares pursuant to a special resolution shall be completed within a period of fifteen days from the date of passing of such resolution in the Annual general meeting of the shareholders of the Company being convened in pursuance hereof, provided that where exemption and/or permission by Securities and Exchange Board or/any regulatory authority or the Central Government, as the case may be, for allotment is pending, the period of fifteen days shall be counted from the date of order on application made in this behalf and/or approval or permission, as the case may be.
- g) Identity of the proposed allottees, the percentage of post preferential issue capital that maybe held by them, and change in control, if any, in the Company consequent to the preferential issue**

Identity of Proposed allottees	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares, proposed to be issued, if applicable	Category	Number of FCCBs to be converted (Face Value of USD 10,000 each)	No of equity shares to be allotted	%age of post preferential issue
Musk Holdings Limited	Katarzyna Maria Kopec Marynarska 54/12 Post Code 91-803 Lodz Poland	FCCB Holder (Non-Promoter Group)	493	44,195,092	7.94

There will be no change in control of the Company consequent to the preferential issue of Issue Shares to Musk post conversion of the 493 FCCBs.

- h) Pre Issue and Post Issue shareholding pattern of the Company**

Shareholding Pattern Pre And Post Preferential Issue					
Sr. No.	Category	Pre issue/Allotment		Post issue/Allotment	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters Holding</b>				
1	Indian				
	Individual	636429	0.12	636429	0.11
	Bodies Corporate	222639445	43.43	222639445	39.99
	Sub Total	223275874	43.55	223275874	40.10
2.	Foreign Promoters	0	0	0	0
	<b>Sub Total (A)</b>	<b>223275874</b>	<b>43.55</b>	<b>223275874</b>	<b>40.10</b>
<b>B</b>	<b>Non Promoters Holding:</b>				
1	Institutional Investors	134319532	26.20	134319535	24.12
2.	Non Institutions:				
	Private Corporate Bodies	17517629	3.43	61712721	11.08
	Directors and Relatives	0		0	0
	Indian Public	135000146	26.34	135000146	24.25
	Others (Including NRIs)	2484376	0.48	2484376	0.45
	<b>Sub Total (B)</b>	<b>289321683</b>	<b>56.45</b>	<b>333516775</b>	<b>59.90</b>
	<b>Grand Total</b>	<b>512597557</b>	<b>100</b>	<b>556792649</b>	<b>100</b>



**i) Other Requirement and Disclosure**

- a) The Musk Issue Shares allotted on preferential basis shall be locked-in till the trading approval is granted by the Bombay Stock Exchange.
- b) Since Musk Issue Shares allotted on preferential basis to Musk who qualify as persons other than promoter and promoter group, the Musk Issue Shares, shall be locked in for a period of 1 (one) year from the date of receipt of the trading approval from the Bombay Stock Exchange Limited.
- c) Musk does not have any pre-preferential allotment shareholding in the Company.
- d) The preferential allotment of the Musk Issue Shares made in dematerialized form.
- e) The Company is in the process of obtaining a certificate from its statutory auditor certifying that the preferential issue of the Issue Shares is in accordance with the requirements of the SEBI ICDR Regulations. A copy of this certificate shall be placed before the shareholders at the Annual General Meeting, and shall also be available for inspection at the registered office of the Company on all working days except Saturdays, Sundays, and public holidays between 11:00 a.m. to 1:00 p.m. prior to the date of the Annual General Meeting.
- f) Musk does not hold any equity shares of the Company prior to this preferential issue, accordingly the condition of selling of shares during the 6 (six) months preceding the relevant date, i.e. 26<sup>th</sup> August, 2014 does not arise.
- g) None of the promoters, and their associates. Directors, manager, other key managerial person and relatives of Director, manager and key managerial persons of the Company is in any way concerned or interested, financial or otherwise, in passing the aforesaid resolution.
- h) The preferential issue of the Issue Shares neither relates to nor affects any other Company (including Musk) in which the shareholding interest of the promoter, Director, manager and other key managerial personnel of the Company exceeds 2% (two percent) of the paid up share capital of such Company.
- i) During the year there was no allotment made to any person under Preferential Allotment.

The Board of Directors of the Company recommends passing of the resolution as set out in the Notice.

None of the Directors, Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**Item No. 9**

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Indian Companies Act 1913 and further amendments were adopted pursuant to the provisions under the Companies Act 1956, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares.

As per Section 14 of the Companies Act, 2013 any alteration in the Articles of Association of the Company requires approval of shareholders by way of special resolution.

The existing Articles of Association of the Company alongwith the revised Articles of Association of the Company incorporating the changes are available for inspection to all the members of the Company at the Registered Office of the Company on all working days, except Saturdays between 10 am to 4 pm upto the date of Annual General Meeting.

The Board of Directors of the Company recommends passing of the resolution as set out in the Notice.

None of the Directors, Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

**Item No. 10**

The present Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 60,00,00,000 equity shares of Rs. 2.50 each and 50,00,000 - Preference Shares of Rs. 100 each.

It is proposed to cancel the unissued 25,00,000 (Twenty Five Lacs) Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) and re-classify by concurrently creating 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2.50/- (Rupees Two and Fifty Paise only) each aggregating to Rs. Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only), with total Authorised Share Capital of the Company remains the same.

The above re-classification in Authorised Share Capital, when approved would require certain consequential amendments in the Memorandum of Association of the Company. For alteration in Clause V of the Memorandum of Association, Special Resolution is recommended.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the Special Resolution.

By Order of the Board  
For JCT Limited

Place : New Delhi  
Dated : 12<sup>th</sup> August, 2014

**Nidhi Goel**  
Company Secretary





## JCT LIMITED

**[CIN - L17117PB1946PLC004565]**

Corporate Identification No. (CIN) : L17117PB1946PLC004565  
Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)  
Tel: 01882 - 258780, FAX: 01882 - 258059  
Email ID: jctsecretarial@jctltd.com; Website: jct.co.in

### ATTENDANCE SLIP

VENUE OF THE MEETING : THAPAR COLONY, VILLAGE CHOHAL, DISTRICT HOSHIARPUR 146 024(PUNJAB)

DATE & TIME : 25<sup>TH</sup> SEPTEMBER 2014 AT 11 AM

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

NAME (IN BLOCK LETTERS)	
ADDRESS	
DP ID/ CLIENT ID*	
FOLIO NO.	
NO. OF SHARES HELD	

\*Applicable for investors holding shares in Electronic Form.

I certify that I am the registered shareholders / proxy for the registered shareholder of the Company.

I hereby record my presence at the 65<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 25<sup>th</sup> day of September, 2014 at Thapar Colony, Village Chohal, District Hoshiarpur 146 024 (Punjab).

.....  
Signature of Member/Proxy

#### Notes :

1. Electronic copy of the Annual Report for 2014 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2014 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all the members whose email id is not registered or have requested for a hard copy.



## JCT LIMITED

[CIN - L17117PB1946PLC004565]

Corporate Identification No. (CIN) : L17117PB1946PLC004565  
Registered Office: Village Chohal, District Hoshiarpur 146 024 (Punjab)  
Tel: 01882 - 258780, FAX: 01882 - 258059  
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### PROXY FORM

VENUE OF THE MEETING : THAPAR COLONY, VILLAGE CHOHAL, DISTRICT HOSHIARPUR 146 024(PUNJAB)  
DATE & TIME : 25TH SEPTEMBER 2014 AT 11 AM

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

NAME (IN BLOCK LETTERS)	
ADDRESS	
DP ID/ CLIENT ID*	
FOLIO NO.	
NO. OF SHARES HELD	

\*Applicable for investors holding shares in Electronic Form.

I/we ..... of ..... being the member/ members of JCT Limited hereby appoint the following as my / our Proxy to attend vote (for me/us and on my/our behalf at the 65th Annual General Meeting of the Company to be held on Thursday, the 25th day of September, 2014 at 11AM and at any adjournment thereof.

1. Mr / Mrs ..... (Name & Signature of the Proxy) or failing him/her
2. Mr / Mrs ..... (Name & Signature of the Proxy) or failing him/her
3. Mr / Mrs ..... (Name & Signature of the Proxy)

Resolution No.	Description of Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of audited financial statements for the period ended 31st March 2014 and reports of the Board of Directors and the Auditors thereon.		
2	Re-appointment of Ms Priya Thapar, who retires by rotation.		
3	Re-appointment of M/s S. P. Chopra & Co., Chartered Accountant, as Auditors		
SPECIAL BUSINESS			
4	Appointment of Dr. Ajit Kumar Doshi as an Independent Director		
5	Appointment of Mr. G B Kathuria as an Independent Director		
6	Appointment of Mr. C M Bhanot as an Independent Director		
7	Further Issue of Capital under Section 42 & 62 of the Companies Act 2013		
8	Borrowing Limits under section 180 (1) (c ) of Companies Act 2013		
9	Alteration of Articles of Association as per Section 14 of the Companies Act 2013		
10	Re-classification of the share capital		

Signature of Shareholder .....

**Affix  
Revenue  
Stamp**

Signed this .....day of ..... 2014

#### Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Meeting.
2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any of the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in the above box before submission.