



JCT LIMITED

Regd. Office: Village Chohal, Dist. Hoshiarpur (Punjab)

Corporate Office: 305, 3rd Floor, Rattan Jyoti, 18 Rajendra Place, New Delhi-110008

Corporate Identification No. (CIN): L17117PB1946PLC004565

Phone: 91-11-46290000; Fax: 25812222

Website: www.jct.co.in; E-mail: jctsecretarial@jctltd.com

**NOTICE OF THE POSTAL BALLOT
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To,
The Members of JCT Limited,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed through postal ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration. The Board vide its Resolution passed on 14th November, 2014 appointed Ms. Seema Sharma, Company Secretary in Whole Time Practice, as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law and in a fair and transparent manner.

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on **7th January, 2015 (09.00 am) and ends on 6th February, 2015 (05.30 pm)**. Please read carefully and follow the instructions on e-voting as printed in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the **close of working hours (05.30 p.m.) on the 6th day of February, 2015**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutinizer will be submitting his report to the Chairman & Managing Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results will be announced by the Chairman & Managing Director of the Company on or before **13th February, 2015**. The results of the Postal Ballot will also be displayed on the Company's website www.jct.co.in & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Bombay Stock Exchange where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.



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The members are requested to consider and if thought fit, to pass the following Resolution as Special Resolution:

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

“RESOLVED THAT pursuant to the provisions of Section 73 to Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew from time to time Unsecured Deposits from public and/ or members of the Company upto permissible limits as prescribed under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for such invitation/ acceptance / renewal of Deposits by the Company”.

By Order of the Board
Nidhi Goel
Company Secretary

14th November, 2014
New Delhi

Annexure to the Notice

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No.1:

In view of the enactment of the Companies Act, 2013 in place of Companies Act, 1956 various new provisions have been introduced in regard to the acceptance of Fixed Deposit by the Company.

However, with the commencement of Companies Act, 2013 ('the 2013 Act') deposits are now governed by the provisions of Sections 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014 and approval of shareholders is therefore required for inviting/ accepting/ renewing unsecured deposits. Under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014, an eligible Company shall accept or renew deposits (a) From its members not exceeding 10% of the aggregate of the paid up share capital and free reserves of the Company (b) Other deposits not exceeding 25% of the aggregate of the paid up share capital and free reserves of the Company.

The members may kindly note that under the provisions of the 2013 Act, any Company inviting/ accepting/ renewing unsecured deposits is required to obtain credit rating from a recognised credit rating agency and deposit insurance towards deposits as applicable, as may be accepted by it. The Company upon obtaining approval of the shareholders will proceed to comply with the requirements



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stipulated under Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, before inviting / accepting / renewing unsecured deposits.

The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their deposit(s) and / or their shareholding in the Company, if any.

By Order of the Board
Nidhi Goel
Company Secretary

New Delhi
14th November, 2014



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POSTAL BALLOT FORMS

1.	Name and Registered address of the sole/first named member.	
2.	Name(s) of the Joint holder(s), if any	
3.	Registered Folio No/ DP ID-Client ID* (*Applicable to members holding Shares in dematerialized form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot/e-voting for the business stated in the Notice of the Company dated 14.11.2014 by conveying my/our assent or dissent to the said Resolutions by placing tick(✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/ We assent for the resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for Acceptance of Deposits from members and/or public under Section 73 to 76 of the Companies Act, 2013			

Place :

Date :

Signature of the Sole/First/Joint Member(s)

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Please read the instructions mentioned overleaf carefully before exercising the vote



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INSTRUCTIONS

Member(s) can opt for only one mode for voting i.e. either by Postal Ballot or E-voting. In case you are opting for e-voting, then do not vote by Postal Ballot and vice versa. However, in case member(s) cast their vote both by Postal Ballot and e-voting, then voting done through Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

The Notice will be sent to all the Members, whose names appear on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 22nd December, 2014. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member as on 22nd December 2014.

Electronic copy of the Postal Ballot Notice *inter-alia* indicating the process and manner of e-voting along with Postal Ballot Form is being sent to all the members whose email ID is registered with the Company/Depository Participant for communication purpose unless any member has requested for a hard copy of the same. Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form can download postal ballot form from www.jct.co.in or seek duplicate postal ballot form. For members who have not registered their e-mail address, physical copy of the Notice of the postal ballot *inter-alia* indicating the process and manner of e-voting along with Postal Ballot Form is being sent in the permitted mode.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his/her vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope before the close of working hours (5.30p.m.) on or before 6th February, 2015. Postage will be borne by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/registered post at the expense of the member will also be accepted.
2. The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.1 above
4. This Postal ballot form should be completed and signed by the member or members. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named member and in his/her absence, by the next named member.
5. Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
6. In case the shares held by bodies corporate, trusts, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the Authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution / Authorization as mentioned in the Sl. No.6 above) along with the postal ballot form in the



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enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be destroyed by the scrutinizer.

8. In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
9. **Duly completed postal ballot forms should reach the Scrutinizer before the close of working hours (05.30 p.m.) on 6th February, 2015. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.**
10. Votes in a postal ballot cannot be exercised by a proxy.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. **The Company also offers e-Voting facility. Please see the instructions below for details.**

(a) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and then open PDF file viz., "JCT Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: www.evoting.nsdl.com
- (iii) Click on "Shareholder" – "Login"
- (iv) Enter User ID and password as initial password noted in step (i) above. Click "Login".
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of "e-Voting" opens. Click on "e-Voting" icon and select "Active E-voting Cycles".
- (vii) Select "EVEN" of JCT Limited.
- (viii) Now you are ready for "e-Voting" as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authorization letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail pcs.seemasharma@gmail.com with a copy marked to evoting@nsdl.co.in & jctsecretarial@jct.co.in.



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(b) In case of members receiving Postal Ballot Form by post:

- (i) Initial password is provided below the Postal Ballot Form. Please check in the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 1(a) above, to cast vote.
 - (c) In case of any queries, members may refer to the “Frequently Asked Questions (FAQs) for Members” and “e-voting user manual for Members” available at the “Download” section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022-24994600.
 - (d) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
 - (e) Members can also update their mobile number and e-mail id in the user profile details which may be used for sending communication(s) regarding NSDL e-voting system in future.
2. The e-voting period commences on **7th January, 2015 (09.00 am) and ends on 6th February, 2015 (05.30 pm)**. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd December, 2014, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to modify it subsequently.