



JCT LIMITED

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[CIN – L17117PB1946PLC004565]

Registered Office: G.T. Road, Phagwara, Dist. Kapurthala, Punjab 144401 (Punjab)

Tel: 01824-521500, Website: www.jct.co.in; Email ID: jctsecretarial@jctltd.com

ADDENDUM TO NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Addendum to the Notice dated August 6, 2024 convening the Extra Ordinary General Meeting of the Company scheduled to be held on Tuesday, the 27th day of August, 2024 at 02:00 pm (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

**To
The Members of JCT Limited**

NOTICE is hereby given that pursuant to provisions of Section 101 of the Companies Act, 2013, (the “Act”), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that an Extra-Ordinary General Meeting (EGM) of the Members of JCT Limited will be held on Tuesday, the 27th day of August, 2024 at 02.00 P.M. through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business(s) as Special Business to be passed as a Special Resolution pursuant to Regulation 25 of SEBI (LODR) Regulations, 2015 and this addendum shall be deemed to be an integral part of the original Notice dated August 6, 2024 and the notes provided therein:

SPECIAL BUSINESS

- 1. To Regularise the Appointment of Ms. Arpita (DIN: 10607060) as the Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, Schedule IV and SEBI Regulations for the term of five years.**

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

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, the approval of members be and is hereby accorded, to appoint Ms. Arpita (DIN: 10607060) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f. 27.08.2024 to hold office for the period of five financial years at sitting fees as may be decided by the Board.”

“RESOLVED FURTHER THAT Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

2. To Regularise the Appointment of Mr. Apurve Mehra (DIN: 06512837) as the Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013, Schedule IV and SEBI Regulations for the term of five years.

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

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, the approval of members be and is hereby accorded, to appoint Mr. Apurve Mehra (DIN: 06512837) as an Independent Director not liable to retire by rotation on the Board of the Company w.e.f 27.08.2024 to hold office for the period of five financial years at sitting fees as may be decided by the Board.”

“RESOLVED FURTHER THAT Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT Mr. Samir Thapar (DIN: 00062287), Chairman and Managing Director of the Company or Ms. Mukulika Sinha (DIN: 10422588), Executive Director of the Company for the time being be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

By order of the Board
For JCT Limited

Mukulika Sinha
(Whole time Director)
(DIN: 10422588)

Place: Phagwara
Dated: 17.08.2024

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 1 to 2 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meetings held on 31.07.2024 considered the special businesses under Item No. 1 to 2, be transacted at the EGM of the Company.
2. This addendum to the Notice of EGM is available on the website of the Company at www.jct.co.in and website of NSDL at www.evoting.nsdl.com.
3. All the processes, notes and instructions relating to attending EGM through VC / OAVM and evoting set out for and applicable for the ensuing EGM shall mutatis-mutandis apply to attending EGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of EGM. Furthermore, the Scrutinizers appointed for the ensuing EGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of ensuing EGM of the Company.

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

Item No. 1

The Explanatory Statement as attached in the Notice dated 06.08.2024 shall remain the same and mutatis mutandis apply to this Explanatory Statement for Item no. 1.

The Directors recommend the resolution as set out in item 1 for approval to be passed as a **special resolution** as per Regulation 25 of SEBI (LODR) Regulations, 2015.

Item No. 2

The Explanatory Statement as attached in the Notice dated 06.08.2024 shall remain the same and mutatis mutandis apply to this Explanatory Statement for Item no. 2.

The Directors recommend the resolution as set out in item 2 for approval to be passed as a **special resolution** as per Regulation 25 of SEBI (LODR) Regulations, 2015.

By order of the Board
For JCT Limited

Mukulika Sinha
(Whole time Director)
(DIN: 10422588)

Place: Phagwara
Dated: 17.08.2024