



JET KNITWEARS LIMITED

Reg Office: 119/410-B-1Darshan Purwa, Kanpur, U.P. 208012
CIN: L19101UP1996PLC019722, Contact No: 0512-2217553, 2296128
Website: www.jetlycot.com E-mail: info@jetknit.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on **Monday, May 29, 2023 at 03:00 PM at Registered Office** of the Company at **119/410, B-1, Darshan Purwa, Kanpur - 208012** to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Balram Kumar Narula (DIN: 00274566) as Chairman (Non-Executive) of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section 197, 198 and 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, along with other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and such other approvals as may be required under any law for the time being in force, the Company hereby approves the appointment of **Mr. Balram Kumar Narula (DIN: 00274566)** as **Chairman (Non-Executive)** of the Company for a period of 3 (three) years on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT where in any Financial Year during his tenure as Chairman (Non-Executive), the Company has no profits or its profits are inadequate, Mr. Balram Kumar Narula (DIN: 00274566) being Chairman (Non-Executive) shall be entitled to remuneration along with perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution.”



By the Order of the Board
For JET KNITWEARS LIMITED

Sd/-

(Vinny Saxena)

Company Secretary &
Compliance Officer

Date: 24.04.2023

Place: Kanpur

NOTES FOR MEMBERS' ATTENTION:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT EXTRAORDINARY GENERAL MEETING ('EGM') OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48) BEFORE THE SCHEDULED TIME OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.**

As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than 10% of total share capital with voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. A proxy form is annexed herewith. 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 three days of notice in writing is given to the Company.

2. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the person seeking appointment as a Chairman (Non-Executive) is mentioned under point number 18.
3. The Register of Members and Share Transfer books of the Company shall remain closed from May 23, 2023 to May 29, 2023 (both days inclusive).
4. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company or the RTA of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.



6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA, Bigshare Services Pvt. Ltd.
7. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:
 - i. the change in the residential status on return to India for permanent Settlement.
 - ii. the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code number, if not furnished earlier.
8. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agent (Bigshare Services Pvt. Ltd.).
9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their physical holdings, if any. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id compliance@jetknit.com.
10. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting. Members who hold shares in dematerialized form are requested to bring their DP ID and client ID No(s) for easier identification of attendance at the Meeting. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
11. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
12. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative and referring to MCA General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2022 dated 05.05.2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 soft copy of the Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories unless any member has requested a hard copy for the same. In case any member is desirous of obtaining hard copy of notice of the EGM of the Company, may send request to the Company's email address at compliance@jetknit.com mentioning Folio No./ DP ID and Client ID. Members may note that



this Notice will also be available on the Company’s website www.jetlycot.com and on the website of the Stock Exchange i.e. NSE Limited at www.nseindia.com.

- 13. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Extraordinary General Meeting.
- 14. The business set out in the Notice will be transacted through electronic voting system and the Company is also providing facility to vote through ballot paper at the venue of EGM. Instructions and other information relating to e-voting are given in this Notice under Note No. 17.
- 15. Member who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications from the Company electronically. Manner of registering / updating email addresses is as under:
 - i) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to inform the Company with details of folio number and attaching a self-attested copy of PAN card at compliance@jetknit.com or to the RTA, Big Share Services Private Limited at mukesh@bigshareonline.com.
 - ii) Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants are requested to register their email addresses with the Depository Participants with whom they maintain their demat accounts.
- 16. A route map showing direction to reach the venue of the Extraordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

17. Instructions and other information relating to remote e-voting are as under:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions set forth in this Notice convening the EGM. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (‘remote e-voting’).
- b) The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency to provide e-voting facility.
- c) E-voting facility will be available during the following voting period:

Commencement of E-Voting	End of E-Voting
From 09:00 AM (IST) on Friday, May 26, 2023	Up to 5:00 PM (IST) on Sunday, May 28, 2023

- d) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the *cut-off date i.e. May 22, 2023* may cast their vote by remote e-



voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have, casted their vote electronically shall not vote by way of poll, if held at the Meeting.

- e) The Members of the Company holding shares on the “cut-off date” of *May 22, 2023* only shall be entitled to avail the facility of remote e-voting. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- f) Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. *May 22, 2023* may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- g) The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on -Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csGOPesh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (compliance@jetknit.com).
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliance@jetknit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- h) The Board of Directors has appointed CS Gopesh Sahu, Practicing Company Secretary, (Membership No. FCS 7100), as Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
- i) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **May 22, 2023**.
- j) The Results on resolution shall be declared within two working days from the conclusion of the Extraordinary General Meeting of the Company and the resolution will be deemed to be passed on the Extraordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution.
- k) The Result declared along with the Scrutinizer's Report(s) will be available on the Company's website i.e. www.jetlycot.com and on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchange, where the share of the company is listed.
- 18. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) of ICSI regarding Directors seeking appointment/re-appointment:**

Name of the Director and DIN	Mr. Balram Kumar Narula (DIN- 00274566)
Date of Birth	25/05/1951
Qualification	Graduate in Science
Date of Original Appointment	April 10, 2009
No. of Board Meetings attended during the last Financial Year	6 out of 6
Experience and Expertise	Mr. Balram Kumar Narula, aged about 72 years, founded Jet Knitwears Pvt. Ltd. in the year 1996 for the sole



	<p>purpose of providing exposure of Premium Quality undergarments in a market having very low quality. Our Company under his guidance achieved the quality products benchmarking by winning 11 National Awards from the Government of India, including the most coveted First Prize in Undergarments category in India. With a rich experience of more than 47 years in Manufacturing & Marketing of undergarments, a premium brand “LYCOT AUSTRALIA” was introduced in 2008 which is a highly admired brand with products ranging from undergarments to garments for all age groups. As a responsible citizen he is involved in various social causes and charity work which has earned him great distinction in the society.</p> <p>In addition to this, he has also been appointed in the Board of India’s pioneering tech-business incubator “<i>Chhatrapati Shahu Ji Maharaj Innovation Foundation (CSJMIF)</i>” as Additional Director on August 31, 2022.</p>	
Relationship between Directors, Manager and other Key Managerial Personnel	<p>Mr. Balram Kumar Narula is the real brother of Mr. Anil Kumar Narula (Whole Time Director) and Mr. Rakesh Kumar Narula (Whole Time Director) and father of Mr. Ankur Narula (Chief Financial Officer)</p>	
Directorship in other Companies	<p>Venus Knitwears Company Private Limited Chhatrapati Shahu Ji Maharaj Innovation Foundation</p>	
No. of Equity Shares held in the company	<p>240920 (Jet Knitwears Limited)</p>	
Terms and conditions of reappointment & Remuneration sought for	<p>Refer Item No. 1 of the Explanatory Statement annexed in the Notice</p>	
Details of remuneration last drawn (2022-23)	<p>Rs. 9,00,000/- p.a.</p>	
Chairmanship/Membership of Committees in the Board of other Companies	Name of Company	Name of Committee
	<p>NIL</p>	

By the Order of the Board
For JET KNITWEARS LIMITED

Sd/-
(Vinny Saxena)
Company Secretary &
Compliance Officer

Date: 24.04.2023
Place: Kanpur



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 AND REGUTION 36 OF THE SEBI LISTING REGULATIONS:

ITEM NO. 01:

The present term of Mr. Balram Kumar Narula, aged about 72 years, as Managing Director is expiring on May 14, 2023. He is one of the founding member and promoter of Jet Knitwears Ltd, with a rich experience of more than 47 years in Manufacturing & Marketing of undergarments. His profound knowledge of business, immense experience of management, leadership skills as well as strategic decision making is crucial for the growth and sustainability of Jet Knitwears Limited. Thus, his continuous association with the Company and his leadership and guidance as a Chairman (Non-Executive) would truly be in the utmost interest of all the stakeholders.

Previously his reappointment as Managing Director for the fresh tenure starting from May 14, 2023 was proposed to the members as Item No. 04 of the Notice of the 26th AGM dated August 24, 2022. However, due to some personal grounds Mr. Balram Kumar Narula vide his letter dated September 23, 2022 expressed his unwillingness to the proposed reappointment stating that he shall continue to extend his expertise, guidance & leadership to the company in the capacity as may be decided by the Board.

Therefore, giving due regard to the experience, expertise and skills of Mr. Balram Kumar Narula, the Nomination and Remuneration Committee recommended his appointment as Chairman (Non-Executive) to the Board of Directors and the Board in its meeting held on April 24, 2023 decided to appoint Mr. Balram Kumar Narula as Chairman (Non- Executive) of the Company subject to the approval of members and other such authorities as may be required under any law for the time being in force, for a period of 3 years w.e.f. the date of this EGM i.e. May 29, 2023 to May 29, 2026 on such terms and conditions as may be specified below.

Broad particulars of the terms of appointment and remuneration payable are as under:

Remuneration and other Allowances: Not exceeding amount of Rs. 17,00,000/- p.a.

Perquisites: a) Gratuity not exceeding half a month's salary for each completed year of service
b) Encashment of leave at the end of the tenure.
c) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961)

Perquisites at (a), (b) & (c) shall not be included in computation of the ceiling on remuneration specified as above.

The approval of members is, therefore, sought by way of **Ordinary Resolution** for the appointment of Mr. Balram Kumar Narula as Chairman (Non-Executive) of the Company. And he shall not be liable to retire by rotation as Director of the Company during his tenure of 3 years as Chairman (Non-Executive).

None of the Directors of the Company except Mr. Balram Kumar Narula is deemed to be concerned or interested in the resolution as set out in Item No. 01.

By the Order of the Board
For **JET KNITWEARS LIMITED**

Sd/-
(Vinnny Saxena)
Company Secretary &
Compliance Officer

Date: 24.04.2023
Place: Kanpur



STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

1. Nature of Industry: Manufacturers of Hosiery products & garments.
2. Date of commencement of commercial production: the Company is in operation since 1996
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators (in Lakhs):

Particulars	2022-23*	2021-22	2020-21
Total Income	1895.50	4095.95	3969.16
Profit/ Loss before Tax	92.45	161.32	212.14
Profit After Tax	64.33	114.96	166.02

(*as per the Unaudited Financial Statement for half year ended September 30, 2022)

5. Foreign investments or collaborators, if any: NA

II. Information about the appointee :

	Mr. Balram Kumar Narula
Background Details	Please refer to point no. 18 of this Notice calling this EGM
Recognition & Awards	
Past Remuneration	
Job Profile & Suitability	He is one of the founding member and promoter of Jet Knitwears Ltd, with a rich experience of more than 47 years in Manufacturing & Marketing of undergarments. His profound knowledge of business, immense experience of management, leadership skills as well as strategic decision making is crucial for the growth and sustainability of Jet Knitwears Limited. Thus, his continuous association with the Company and his leadership and guidance as a Chairman (Non- Executive) would truly be in the utmost interest of all the stakeholders.
Proposed Remuneration	As stated in the Explanatory Statement of this Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed commensurate with the industry norms, size of the Company and nature of its business.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the remuneration drawn, Mr. Balram Narula also receives rent for various locations/ shops/ depots etc let out to company; as disclosed under Related Party Disclosures in the Notes to Financial Statements Mr. Balram Kumar Narula is real brother of Mr. Anil Kumar Narula (WTD) & Mr. Rakesh Kumar Narula (WTD) and father of Mr. Ankur Narula (CFO).



III. Other information:

1. Reasons of loss or inadequacy of profits: Already explained under various sections of the Board report, and also the profitability of the Company may be impacted in future due to uncertainties in the business environment during the period for which remuneration is payable to the proposed Director.
2. Steps taken or proposed to be taken for improvement: The Company has taken various initiatives to improve its market share and financial performance. It has been pursuing and implementing its strategies to improve its top & bottom line.
3. Expected increase in productivity and profits in measurable terms can not be quantified as of yet.



JET KNITWEARS LIMITED

Reg Office: 119/410-B-1 Darshan Purwa Kanpur UP 208012
CIN: L19101UP1996PLC019722, Contact No: 0512-2217553, 2296128
Website: www.jetlycot.com E-mail: info@jetknit.com

Extraordinary General Meeting ATTENDANCE SLIP

Master Folio:		DP ID**:	
No. of Shares:		Client ID**:	

I hereby record my presence at the Extraordinary General Meeting of the Company at **Registered office of the Company at 119/410, B-1, Darshan Purwa, Kanpur-208012.**

I am a shareholder of the Company*

I am a Proxy/Authorised Representative of the shareholders(s)*

Name of Shareholder/Proxy:.....



Signature of Shareholder/Proxy:

* Please strike off any one which is not applicable.

** Applicable for shareholders holding shares in electronic form.

Note: 1) Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at the entrance, duly signed.

2) No gifts would be given to Shareholders for attending the EGM, as per SEBI instructions.



JET KNITWEARS LIMITED

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 CIN: L19101UP1996PLC019722, Contact No: 0512-2217553, 2296128
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Extraordinary General Meeting

PROXY FORM Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

I/We.....
of.....
in the district ofbeing a
 member / members of **JET KNITWEARS LIMITED** hereby appoint
of.....
or failing him / her
as my/our proxy to attend and vote for me/us and on
 my / our behalf at the Extraordinary General Meeting to be held on Monday, May 29, 2023 at 03:00 PM
 or at any adjournment thereof.

Master Folio:		DP ID**:	
No. of Shares:		Client ID**:	

Resolution No.	Resolution	Optional*	
		For	Against
SPECIAL BUSINESS:			
1	Appointment of Mr. Balram Kumar Narula (DIN: 00274566) as Chairman (Non-Executive) of the Company.		

Signed this _____ day of _____ 2023

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix a ₹
1/-
Revenue
Stamp

****Applicable for shareholders holding shares in electronic form.**



NOTES:



1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as 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 member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. Appointing proxy does not prevent a member from attending in person if he so wishes.
6. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.



