



JET KNITWEARS LTD.

CIN - L19101UP1996PLC019722

Manufacturers & Exporters of Quality Knitted Undergarments

Ref: 0912/JKL/2017-18

December 09, 2017

To
The General Manager
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Sub: Notice of 10th Extra-Ordinary General Meeting of the Company
Symbol: JETKNIT

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "the listing regulations", we wish to inform you that 10th Extra-Ordinary General Meeting (EGM) of members of the Company is scheduled to be held on **Monday, January 01, 2018** at 11:00 A.M. at the Registered Office of the Company at 119/410 B-1, Darshan Purwa, Kanpur, Uttar Pradesh-208012 to transact the business as stated in the Notice of the Meeting dated December 08, 2017. A Copy of the said notice of EGM is attached herewith.

You are therefore requested to take this into your official records and oblige.

Thanking you
For JET KNITWEARS LIMITED


(Divya Saxena)
Company Secretary and Compliance Officer



Encl: As Above

- 🏠 119/410, B-1, Darshanpurwa, Kanpur -208012, U.P., INDIA
- ☎ +915122217553 📠 +915122296128
- 🏠 57 A, Dada Nagar, Kanpur, U.P., INDIA
- 🏠 26 A, Appachi Nagar, Kongu Main Road, Tirupur-641607, Tamilnadu
- 📧 info@jetknit.com 🌐 www.jetlycot.com



JET KNITWEARS LIMITED

Regd. Off. 119/410-B-1 DARSHAN PURWA KANPUR

CIN: L19101UP1996PLC019722

Telephone No: +91 512 2217553 Fax No: +91 512 2296128

Website: www.jetlycot.com E-mail: info@jetknit.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **JET KNITWEARS LIMITED** will be held on Monday, January 01, 2018 at 11:00 A.M. at the Registered Office of the Company at 119/410 B-1, Darshan Purwa, Kanpur, Uttar Pradesh, to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO.1

TO ISSUE 3,24,000 (Three Lakhs Twenty Four Thousand) EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section-62(1)(c), read with rule 13 of Companies (share capital and debenture) Rule,2004 & such other applicable provisions, if any, of the Companies Act, 2013 and Companies (Prospectus & Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR Regulations)”) and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (“SEBI(LODR) Regulations) and subject to approval of any regulatory or statutory authority, the consent of Shareholders of the Company be & is hereby accorded to issue, offer and allot shares to following persons on such terms as mentioned in the explanatory statement.

NAME OF PROPOSED ALLOTTEES	PAN OF PROPOSED ALLOTTEES	NO.OF SHARES TO BE ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
M/s Param Capital	AAPFP7724D	2,52,000	10	65	1,89,00,000
Vijay Khaitan	AACPK0093M	15,000	10	65	11,25,000
Hetal Gandhi	ACKPG0257D	12,000	10	65	9,00,000
Central Park Securities Holdings Pvt Ltd	AADCC4276A	21,000	10	65	15,75,000
Mr. Swapneel Shah	BOPPS6148B	24000	10	65	18,00,000
TOTAL		3,24,000			2,43,00,000

RESOLVED FURTHER THAT

- i) The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be December 02, 2017 being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. January 01, 2018).

- ii) The Equity Shares to be issued and allotted shall be listed and traded on NSE EMERGE Platform and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) The Equity Shares allotted to the allottees shall rank *pari-passu* with the existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with with HDFC Bank Ltd., 122/729, Royal Palace, Shastri Nagar, Kanpur-208 005 Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors of the Company or Divya Saxena, Company Secretary & Compliance Officer of the Company be and is hereby authorized, 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 may considered necessary, expedient or desirable, including without limitation, 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 to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.

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(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign & file all the relevant documents, e-forms, returns with Registrar of Companies, Uttar Pradesh or other regulatory as may be required.”

Date: 08.12.2017
Place: Kanpur

By order of the Board of Directors
For JET KNITWEARS LIMITED

Sd/-

(Balram Kumar Narula)
Managing Director
DIN: 00274566
R/o:125/67-C,K-Block,
GovindNagar, Kanpur 208006

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective and valid, should be deposited at the Corporate 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. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office or Corporate Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day except Saturdays up to the date of this Extra Ordinary General Meeting of the Company.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company 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.
6. 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.
7. The notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
8. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
9. 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.
10. This notice is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of December 08, 2017.

11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
12. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.jetlycot.com
13. Rule 3 of the Companies (Management and Administration) Rules, 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
14. No gifts shall be provided to members before, during or after the EGM.
15. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.
16. A route map showing direction to reach the venue of the 10th Extra-Ordinary General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
17. Voting system:
 - Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the EGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the ballot/poll process.
 - A Member present in person or by Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
 - The Members of the Company holding shares on the "cut-off date" of December 25, 2017 are entitled to vote on the resolutions proposed. 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.
 - The results of the Ballot process will be placed by the company on its website www.jetlycot.com within 48 hours from the conclusion of the EGM and also communicated to the stock exchanges, where the shares of the company are listed.
 - The resolutions proposed will be deemed to have been passed on the date of the EGM subject to the receipt of the requisite number of votes in favor of the resolutions.
 - Mr. Gopesh Sahu, Practicing Company Secretary, (Membership No. FCS 7100) has been appointed as the Scrutiniser to scrutinise the Ballot process.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO. 1:

Board of Director of the Company at their Meeting held on December 08, 2017 consider the requirement of working capital for which company has decided to raised fund by issuing equity shares ranking *pari-pasu* on preferential basis.

Pursuant to provisions of Section 62 (1) (c) read with Section 42 of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The SEBI (LODR), Regulations 2015 also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given as under:

Object of the issue: Company needs funds for working capital requirements as well as expansion of Business activities. Therefore, the Company has proposed the Issue of Equity Shares on Preferential Basis to selected person to meet its capital requirements in due course.

Issue size: 3,24,000 equity shares of Rs. 10/- each.

Issue price: At Rs. 75/- per share including premium of Rs. 65/- per share.

Relevant date: The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be **December 02, 2017** being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. **January 01, 2018**)

Pricing of Preferential Issue: The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). The trading price of securities of the Company on the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 75(including premium of Rs.65) which is not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price at the NSE Emerge Platform for 26 weeks prior to the Relevant Date and
- b) The average of the weekly high and low of the volume weighted average prices at the NSE Emerge Platform for 2 weeks prior to the Relevant Date.

Since the Company is listed on Stock Exchange (NSE Emerge Platform), price of equity shares need not be decided by the Registered Valuer.

Class of proposed Allottees: Allotment is proposed to be made to the following class of allottees:

NAME OF ALLOTTEES	CLASS OF SUCH ALLOTTEES	PAN OF ALLOTTEES	IDENTITY OF PERSONS/ BENEFICIAL OWNERS	SHAREHOLDING	
				PRE-ISSUE HOLDING	POST-ISSUE HOLDING
M/s Param Capital	Public-resident individual (partnership firm)	AAPFP7724D	Mukul Mahavir Agrawal on behalf of M/s Param capital	76500 Equity Shares (1.88%)	328500 Equity Shares (7.45%)
Vijay Khaitan	Public-resident individual	AACPK0093M	Vijay Khaitan	16500 Equity Shares (0.40%)	31,500 Equity Shares (0.72%)
Hetal Gandhi	Public-resident individual	ACKPG0257D	Hetal Gandhi	NIL	12,000 Equity Shares (0.27%)
Central Park Securities Holdings Pvt Ltd	Resident Individual	AADCC4276A	Rajiv Chitrabhanu	NIL	21,000 Equity Shares (0.48%)
Mr. Swapneel A Shah	Public-resident individual	BOPPS6148B	Mr. Swapneel A Shah	NIL	24,000 Equity Shares (0.54%)

Intention of promoters, directors or Key Managerial Personnel to subscribe: Promoters, directors or Key Managerial Personnel of the Company are not participating in the present offer.

Time-limit of allotment: As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

Name of allottee(s) and shareholding post allotment:

NAME OF PROPOSED ALLOTTEES	PAN OF PROPOSED ALLOTTEES	NUMBER OF SHARES TO BE ALLOTTED	SHAREHOLDING POST PREFERENTIAL ALLOTMENT (%)
M/s Param Capital	AAPFP7724D	2,52,000	3,28,500 Equity Shares (7.45%)
Vijay Khaitan	AACPK0093M	15,000	31,500 Equity Shares (0.72%)

Hetal Gandhi	ACKPG0257D	12,000	12,000 Equity Shares (0.27%)
Central Park Securities Holdings Pvt Ltd	AADCC4276A	21,000	21,000 Equity Shares (0.48%)
Mr. Swapneel A Shah	BOPPS6148B	24,000	24,000 Equity Shares (0.54%)
TOTAL		3,24,000	4,17,000 (9.46%)

Change in control pursuant to offer: There will be no change in the control of Company post preferential offer except increase of allottee's holding up to the extent of allotment.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

Terms of Issue of Equity Shares:

The issue is authorized by Articles of Association of the Company. The consideration price of the equity shall be received from respective allottee's banks accounts. The entire Pre Preferential Allotment Shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.

Shareholding Pattern before and after the preferential issue:

Sl. No.	Category of Shareholder	Pre-issue*		Post-issue	
		Total number of shares held	% of share equity holding	Total number of equity shares held	% of equity share holding
A	Shareholding of Promoter and Promoter group				
1	Indian				
	Individuals	2999990	73.47	2999990	68.07
	Bodies Corporate	-	-	-	-
Sub Total A(1)		2999990	73.47	2999990	68.07
2.	Foreign Promoters	-	-	-	-
Sub Total A(2)		-	-	-	-
Total Shareholding of Promoter group A(1)+A(2)		2999990	73.47	2999990	68.07
B	Public Shareholding				
1.	Institutional Investors				
2.	Non Institutions:				
	Private Corporate Bodies	120276	2.95	141276	3.21
	Directors/Relatives				
	Indian Public	962934	23.58	1265934	28.72
	Others (including NRIs)				
Total Public Shareholding (B)		1083210	26.53	1407210	31.93
Grand Total A+B		4083200	100	4407200	100

*As on September 30, 2017

- **Auditors' Certificate:**

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of SEBI (ICDR Regulations), 2009 shall be placed before the general meeting of the shareholders.

Undertaking:

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Date: 08.12.2017
Place: Kanpur

By order of the Board of Directors
For JET KNITWEARS LIMITED

Sd/-

(Balram Kumar Narula)
Managing Director
DIN: 00274566
R/o:125/67-C,K-Block,
GovindNagar, Kanpur 208006

ROUTE MAP TO THE VENUE OF THE EGM



JET KNITWEARS LIMITED

Regd. Off. 119/410-B-1 DARSHAN PURWA KANPUR

CIN: L19101UP1996PLC019722

Telephone No: +91 512 2217553 Fax No: +91 512 2296128

ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING

Name of Member:

Address of Member:

E-mail ID, if any:

Reg.Folio/DP&ClientNo. _____ No.of Shares Held:.....

Name of person/proxy attending.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at the registered office of the company at 119/410-B-1 Darshan Purwa Kanpur at 11 A.M on Monday, January 01, 2018.

(Members/Proxys Signature)

- Note:
1. Please fill this attendance slip and hand it over at the entrance of the Hall.
 2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
 3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.

JET KNITWEARS LIMITED

Regd. Off. 119/410-B-1 DARSHAN PURWA KANPUR

CIN: L19101UP1996PLC019722

Telephone No: +91 512 2217553 Fax No: +91 512 2296128

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

Name of the member(s):-----

Registered Address-----

Email ID-----Folio No/Client ID-----DPID-----

I/We, being the member(s), holding-----shares of the above named company, hereby appoint

1. Name-----Address-----
Email-----Signature-----or failing him
2. Name-----Address-----
Email-----Signature-----or failing him
3. Name-----Address-----
Email-----Signature-----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the January 01, 2018 at 11.00 A.M at the registered office of the company at 119/410-B-1 Darshan Purwa Kanpur and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	FOR	AGAINST
1.	To issue 3,24,000 (Three Lakh Twenty Four Thousand) Equity Shares on Preferential Basis		

Signed this -----day of-----2017

Signature of Shareholder-----

Signature of Proxy Holder(s)-----

Affix 1 Rs.
Revenue
Stamp

Note: This form of proxy in order to be effective & valid should be duly completed (dated, signed, stamped) and deposited either in person or through post at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the Company.