



JET KNITWEARS LTD.

CIN - L19101UP1996PLC019722

Manufacturers & Exporters of Quality Knitted Undergarments

Ref: 0309/JKL/2018-19

September 03, 2018

To
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Mumbai-400051

Sub: Intimation of 22nd Annual General Meeting and Closure of Register of Members and Share Transfer Books

Symbol: JETKNIT

Dear Sir/ Ma'am

Pursuant to Regulation 30(2) read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 22nd Annual General Meeting (AGM) of the Company is scheduled to be held on **Thursday, September 27, 2018 at 01:00 PM at The Ganges Club Ltd. 9/50-A, Arya Nagar, Kanpur-208002**. A copy of the Notice of AGM is attached herewith.

Further, Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from **Friday, September 21, 2018 to Thursday, September 27, 2018** (both days inclusive) for taking record of the Members of the Company for the purpose of 22nd Annual General Meeting of the Company.

Kindly take the same in your records.

Thanking You,
Yours Faithfully

For JET KNITWEARS LIMITED



(Divya Saxena)
Company Secretary and Compliance Officer

Encl: As above

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🛒 Shop online at: www.jetlycot.com



JET KNITWEARS LIMITED

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

NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting of the Members of the Company will be held on **Thursday, September 27, 2018** at **01:00 PM** at **The Ganges Club Ltd. 9/50-A, Arya Nagar, Kanpur-208002**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Rakesh Kumar Narula (DIN: 00274483) who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3. To Make Investment Or Give Loan/ Guarantee/ Provide Any Security

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act 2013 and the rules made thereunder and other applicable provisions if any, consent of the members of the Company be and is hereby accorded to the Board of Directors to give any loans to any person or other body corporate, give any guarantees or to provide security in connection with a loan to any other body corporate or person, or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed ₹ 100,000,000/- (Rupees Ten Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as

may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to make necessary entries in the registers and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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

Place: Kanpur
Date: 27.08.2018

(Divya Saxena)
Company Secretary & Compliance Officer

NOTES FOR MEMBERS' ATTENTION:

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 ANNUAL GENERAL MEETING 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 COMMENCEMENT OF THE MEETING. i.e. BY 01:00 P.M. ON SEPTEMBER 27, 2018. 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 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.

3. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) of the person seeking re-appointment as a Director under Item No. 2 is also annexed.
4. The Register of Members and Share Transfer books of the Company shall remain closed from September 21, 2018 to September 27, 2018 (both days inclusive).

5. 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.
6. 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.
7. 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.
8. 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 Bigshare Services Pvt. Ltd.
9. 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.
10. 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.)
11. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. 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 or info@jetknit.com
12. Equity Shares of the Company are under compulsory demat trading by all the investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholdings so as to avoid inconvenience in future.
13. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorised 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.

14. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made there under for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website www.jetlycot.com.
15. 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, upto 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 Annual General Meeting.
16. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
17. 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.
18. A route map showing direction to reach the venue of the 22nd Annual General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
19. 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 AGM. 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 September 20, 2018 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 AGM 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 AGM 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.

20. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR), Regulations, 2015 for re-appointment of Directors are as under:

Name of the Director and DIN	Mr. Rakesh Kumar Narula (00274483)		
Designation	Promoter and Whole Time Director		
Date of Birth	18/01/1958		
Qualification	Graduate in Commerce		
Date of Appointment	May 15, 2015		
Expertise	He is a businessman having rich experience of more than 30 years in hosiery manufacturing specializing in Sales and Production. He has wide experience in stitching, bleaching and knitting.		
Relationship between Directors	Mr. Rakesh Kumar Narula is the real brother of Mr. Balram Kumar Narula (Managing Director) and Mr. Anil Kumar Narula (Whole Time Director)		
Directorship in other Companies	Front Line Exports Private Limited		
No. of Equity Shares held in the company	234860 (Jet Knitwears Limited)		
Chairmanship/Membership of Committees in the Board of other Companies	Name of the Company	Name of the Committee	Chairman/ Member
	NIL	NIL	NIL

By the Order of the Board
For JET KNITWEARS LIMITED

Place: Kanpur
Date: 27.08.2018

(Divya Saxena)
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:**ITEM NO. 3:**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding ₹ 10 Crore.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By the Order of the Board
For JET KNITWEARS LIMITED

Place: Kanpur
Date: 27.08.2018

(Divya Saxena)
Company Secretary & Compliance Officer

JET KNITWEARS LIMITED

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22nd Annual General Meeting

ATTENDANCE SLIP

Master Folio:	
No. of Shares:	

DP ID**:	
Client ID**:	

I hereby record my presence at the 22nd Annual General Meeting of the Company at on Thursday, September 27, 2018.

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 AGM, as per SEBI instructions.

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22nd Annual 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 22nd Annual General Meeting to be held on Thursday, September 27, 2018 at 1.00 PM or at any adjournment thereof.

Master Folio:	
No. of Shares:	

DP ID**:	
Client ID**:	

Resolution No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements and Reports of the Directors and the Auditors.		
2	Re-appoint Mr. Rakesh Kumar Narula (DIN: 00274483) who retires by rotation.		
SPECIAL BUSINESS			
3.	To Make Investment or Give Loan/ Guarantee/ Provide Any Security.		

Signed this -----day of-----2018
 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 a '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. 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.**



ROUTE MAP TO THE AGM VENUE

