

# J. K. Cotton Ltd.

CIN: U17111UP1924PLC000275  
Website: www.jkcotton.com

Phones : 0512-3067382-83  
Fax : 0512-3067384  
E-mail : sales@jkcotton.com  
E-mail : marketing@jkcotton.com

Mill Office :  
Lala Kamlapat Road, Jarib Chowki,  
Kanpur - 208012 (U.P.) India

## RESULT OF POSTAL BALLOT

Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rules framed thereunder, approval of the members of the Company was sought for resolutions proposed as specified in Postal Ballot Notice dated 13th November, 2017 through voting by Postal Ballot including E-voting.

Sr. No.	Type of Resolution	Description of resolution
1	Ordinary Resolution	Approval for entering into Related Party Transaction with Yadu International Limited
2	Ordinary Resolution	Approval for increase of Authorised Share Capital of the Company
3	Special Resolution	Approval for alteration in Capital Clause of Memorandum of Association of the Company
4	Special Resolution	Approval for issue of 43,66,000 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each
5	Special Resolution	Approval for Sale of Plant and Machinery constituting substantially the whole of undertaking of textile division

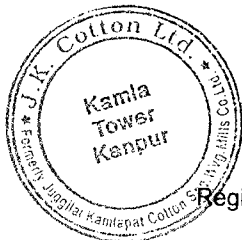
Based on the Scrutinizer's Report dated January 02, 2018 of Shri S.K. Gupta of M/s. S.K. Gupta & Co., Company Secretaries (FCS No. 2589, C.P. No. 1920), the result of the Postal Ballot was declared at 6:00 P.M. on January 03, 2018 at the Registered Office of the Company as follows:

### 1. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION WITH YADU INTERNATIONAL LIMITED

Particulars	No. of Valid Votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	1	9696465	9696466	100.00
Dissent	-	-	-	-
Total	1	9696465	9696466	100.00

### 2. APPROVAL FOR INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY

Particulars	No. of Valid Votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	1	9696465	9696466	100.00
Dissent	-	-	-	-
Total	1	9696465	9696466	100.00



For J.K. Cotton Limited

*Hunani*  
Company Secretary

Registered Office & Head Office : Kamla Tower Kanpur - 208 001 (U.P.) INDIA

Phone : 0512 - 2371478 to 81, • Fax : 0512 - 2332665

E-mail : jkcm.ho@jkcotton.com



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### 3. APPROVAL FOR ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Particulars	No. of Valid Votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	1	9696465	9696466	100.00
Dissent	-	-	-	-
Total	1	9696465	9696466	100.00

### 4. APPROVAL FOR ISSUE OF 43,66,000 6% NON-CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RS. 100/- EACH

Particulars	No. of Valid Votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	1	9696465	9696466	100.00
Dissent	-	-	-	-
Total	1	9696465	9696466	100.00

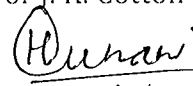
### 5. APPROVAL FOR SALE OF PLANT AND MACHINERY CONSTITUTING SUBSTANTIALLY THE WHOLE OF UNDERTAKING OF TEXTILE DIVISION

Particulars	No. of Valid Votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	1	9696465	9696466	100.00
Dissent	-	-	-	-
Total	1	9696465	9696466	100.00

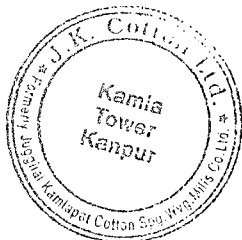
The Scrutinizer's Report dated January 02, 2018 is attached herewith.

Place : Kanpur  
Date : 3<sup>rd</sup> January, 2018

For J. K. Cotton Limited



**HARSHIT GUNANI**  
COMPANY SECRETARY



Registered Office & Head Office : Kamla Tower Kanpur - 208 001 (U.P.) INDIA  
Phone : 0512 - 2371478 to 81, • Fax : 0512 - 2332665  
E-mail : jkcm.ho@jkcotton.com



**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries  
9, Roland Complex  
Upper Floor, 37/17  
Westcott Building,  
The Mall,  
Kanpur-208001  
Phone: (O) 2315123  
Cell: 9415042137  
E-mail :sk\_gupta1@rediffmail.com

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman  
J.K. COTTON LIMITED  
Kamla Tower,  
Kanpur – 208001 (U.P.)

Dear Sir,

I, S.K. Gupta, Company Secretary in practice, have been appointed by the Board of Directors of **J.K. COTTON LIMITED** (the 'Company') as Scrutinizer for conducting the Postal Ballot including the E-voting process in respect of the resolutions contained in the Postal Ballot Notice dated 13<sup>th</sup> November, 2017.

**Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to the Postal Ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on verification of data provided by Central Depository Services (India) Limited ('CDSL') from the e-voting system and postal

**S. K. GUPTA**

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ballots received through post till time fixed for closing of the voting process i.e. till 5.00 p.m. on 30<sup>th</sup> December, 2017.

I do hereby submit my Report as under:-

1. The Company has on 27<sup>th</sup> November, 2017 completed the dispatch of Notice of Postal Ballot dated 13<sup>th</sup> November, 2017, the Postal Ballot Form alongwith postage prepaid business reply envelope to its members whose names appeared on the Register of Members / List of Beneficial Owners as on 17<sup>th</sup> November, 2017.
2. Particulars of the Postal Ballot Forms received including the votes casted through e-voting from / by the members have been entered in a Register separately maintained for the purpose.
3. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
4. I have downloaded the e-voting Report from the CDSL website by using the Scrutinizer's Login ID and Password and the votes cast through e-voting were unblocked on 1<sup>st</sup> January, 2018 in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who acted as the witnesses as prescribed in sub-rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. The Postal Ballot Forms were duly opened in my presence and were scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficial Owners as on 17<sup>th</sup> November, 2017.

# S. K. GUPTA

F.C.S.

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6. The Ballot Forms received / votes casted up to the close of working hours (on 30<sup>th</sup> December, 2017 up to 5.00 P.M.) the last date and time fixed by the Company for receipt of the Forms / e-voting , were considered for scrutiny.
7. No Postal Ballot Form was received after the last date and time fixed by the Company for receipt of the Postal Ballot Forms.
8. I did not find any defaced or mutilated ballot papers / forms.
9. The Result of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice is as under:-

### Resolution No. 1:

### Ordinary Resolution for entering into Related Party transaction with Yadu International Limited

#### (i) Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	22	96,96,465	99.99999
Physical	1	1	0.00001
<b>Total</b>	<b>23</b>	<b>96,96,466</b>	<b>100</b>

#### (ii) Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	--	--	--
Physical	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid votes**

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total no. of votes cast by them
Electronic (E-voting)	--	--
Physical	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

**Result: Total votes cast in favour of the Ordinary Resolution is 100% and total votes cast against the Ordinary Resolution is Nil, as such, the Ordinary Resolution has been passed unanimously.**

**Resolution No. 2**

**Ordinary Resolution for increase of Authorised Share Capital of the Company**

**(i) Voted in favour of the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	22	96,96,465	99.99999
Physical	1	1	0.00001
<b>Total</b>	<b>23</b>	<b>96,96,466</b>	<b>100</b>

**(ii) Voted against the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	--	--	--
Physical	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid votes**

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total no. of votes cast by them
Electronic (E-voting)	--	--
Physical	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

**Result: Total votes cast in favour of the Ordinary Resolution is 100% and total votes cast against the Ordinary Resolution is Nil, as such, the Ordinary Resolution has been passed unanimously.**

**Resolution No. 3**

**Special Resolution for Alteration in Capital Clause of the Memorandum of Association of the Company**

**(i) Voted in favour of the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	22	96,96,465	99.99999
Physical	1	1	0.00001
<b>Total</b>	<b>23</b>	<b>96,96,466</b>	<b>100</b>

**(ii) Voted against the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	--	--	--
Physical	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid votes**

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total no. of votes cast by them
Electronic (E-voting)	--	--
Physical	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

**Result: Total votes cast in favour of the Special Resolution is 100% and total votes cast against Special Resolution is Nil, as such, the Special Resolution has been passed unanimously.**

**Resolution No. 4**

**Special Resolution for issue of 43,66,000, 6% Non-Convertible Non-cumulative Redeemable Preference Shares of Rs. 100/- each**

**(i) Voted in favour of the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	22	96,96,465	99.99999
Physical	1	1	0.00001
<b>Total</b>	<b>23</b>	<b>96,96,466</b>	<b>100</b>

**(ii) Voted against the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	--	--	--
Physical	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid votes**

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total no. of votes cast by them
Electronic (E-voting)	--	--
Physical	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

**Result: Total votes cast in favour of the Special Resolution is 100% and total votes cast against Special Resolution is Nil, as such, the Special Resolution has been passed unanimously.**

**Resolution No. 5**

**Special Resolution for Approval of Sale of Plant and Machinery constituting substantially the whole of undertaking of Textile Division**



**(i) Voted in favour of the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	22	96,96,465	99.99999
Physical	1	1	0.00001
<b>Total</b>	<b>23</b>	<b>96,96,466</b>	<b>100</b>

**(ii) Voted against the resolution**

Postal Ballot Voting	Number of members who voted	Number of valid votes cast by them	% of total number of valid votes cast
Electronic (E-voting)	--	--	--
Physical	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

**(iii) Invalid votes**

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total no. of votes cast by them
Electronic (E-voting)	--	--
Physical	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

**Result: Total votes cast in favour of the Special Resolution is 100% and total votes cast against Special Resolution is Nil, as such, the Special Resolution has been passed unanimously.**

10. I will hand over the Postal Ballot Forms and other relevant papers / Register and records for safe custody of Mr. Harshit Gunani, Company Secretary who is authorized by the Board to supervise the Postal Ballot process after declaration of result on 3<sup>rd</sup> January, 2018 and signing of Minutes for announcement of result by Postal Ballot / E-voting Process by the Chairman of the Meeting of the Company.

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F.C.S.

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11. You may accordingly declare the results on the voting by Postal Ballot including e-voting.

Place: Kanpur  
Date: 2<sup>nd</sup> January, 2018



(S.K.GUPTA)  
Practising Company Secretary  
F.C.S -2589  
C.P – 1920