

**Quarterly Compliance Report on Corporate Governance under  
Clause 49 of the Listing Agreement**

Name of the Company : J.K.Cotton Ltd.  
Formerly Juggilal Kamlat Cotton Spg. & Wvg. Mills Co. Ltd.  
Quarter ending on : 30th June, 2014

| Particulars   | Clause of Listing Agreement | Compliance status Yes /No | Remarks                   |
|---|-----------------------------|---------------------------|---------------------------|
| <b>I. Board of Directors</b>  | 49I                         |                           |                           |
| (A) Composition of Board  | 49(IA)                      | Yes                       | ---                       |
| (B) Non-executive Directors' compensation & disclosures                 | 49(IB)                      | Yes                       | ---                       |
| (C) Other provisions as to Board and Committees                         | 49(IC)                      | Yes                       | ---                       |
| (D) Code of Conduct   | 49(ID)                      | Yes                       | To be part of A.R.2014-15 |
| <b>Audit Committee</b>  | 49II                        |                           |                           |
| (A) Qualified & Independent Audit Committee                             | 49(IIA)                     | Yes                       | ---                       |
| (B) Meeting of Audit Committee  | 49(IIB)                     | Yes                       | ---                       |
| (C) Powers of Audit Committee   | 49(IIC)                     | Yes                       | ---                       |
| (D) Role of Audit Committee   | 49(IID)                     | Yes                       | ---                       |
| (E) Review Information by Audit Committee                               | 49(II E)                    | Yes                       | ---                       |
| <b>III. Subsidiary Companies</b>  | 49III                       | N.A.                      | ---                       |
| <b>IV. Disclosures</b>  | 49IV                        |                           |                           |
| (A) Basis of related party transactions                                 | 49(IVA)                     | Yes                       | ---                       |
| (B) Disclosure of Accounting Treatment                                  | 49(IVB)                     | Yes                       | ---                       |
| (C) Board Disclosures   | 49(IVC)                     | Yes                       | ---                       |
| (D) Proceeds from public issues, right issues, preferential issues etc. | 49(IVD)                     | N.A.                      | ---                       |
| (E) Remuneration of Directors   | 49(IVE)                     | Yes                       | To be part of A.R.2014-15 |
| (F) Management  | 49(IVF)                     | Yes                       | ----- do-----             |
| (G) Shareholders  | 49(IVG)                     | Yes                       | ----- do-----             |
| <b>V. CEO/CFO Certification</b>   | 49V                         | Yes                       | ----- do-----             |
| <b>VI. Report on Corporate Governance</b>                               | 49VI                        | Yes                       | ----- do-----             |
| <b>VII. Compliance</b>  | 49VII                       | Yes                       | ----- do-----             |

*S.K. Kedia*  
(S.K.Kedia)  
CFO & Company Secretary  
(Compliance Officer)

Kanpur  
Dated : 7th July, 2014

