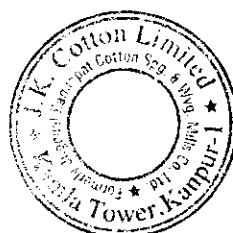


**Quarterly Compliance Report on Corporate Governance under
Clause 49 of the Listing Agreement**

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

Particulars	Clause of Listing Agreement	Compliance status Yes /No	Remarks
I. Board of Directors	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
II. Audit Committee	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(IIE)	Yes	---
III. Subsidiary Companies	49III	N.A.	---
IV. Disclosures	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-----
V. CEO/CFO Certification	49V	Yes	----- do-----
VI. Report on Corporate Governance	49VI	Yes	----- do-----
VII. Compliance	49VII	Yes	----- do-----



Kanpur
Dated : 9th October, 2014

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