

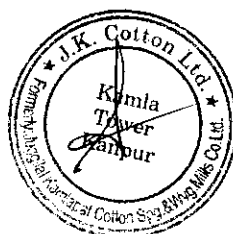
**Quarterly Compliance Report on Corporate Governance under  
Clause 49 of the Listing Agreement**

Name of the Company: J.K. Cotton Ltd.

Formerly Juggilal Kamlat Cotton Spg. & Wvg. Mills Co. Ltd.

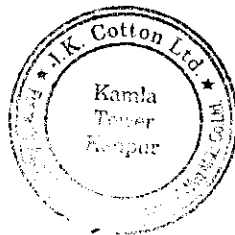
Quarter ending on : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/ No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	---
(B) Independent Directors	49 (IIB)	Yes	---
(C) Non- executive Directors' compensation & disclosures	49 (IIC)	Yes	Details have been/are being furnished in the Annual Report.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	---
(E) Code of Conduct	49 (IIE)	Yes	Such Code of Conduct has been adopted by the Board of Directors and it is available on the Website of the Company. Declaration by the M.D. & CEO as to the affirmation of Compliance of Code has been included in the Annual Report.
(F) Whistle Blower Policy	49 (IIF)	Yes	---
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	---
(B) Meeting of Audit Committee	49 (IIIB)	Yes	---
(C) Powers of Audit Committee	49 (IIIC)	Yes	---
(D) Role of Audit Committee	49 (IIID)	Yes	---
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	---
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	---
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	Company has no subsidiary Company as on date.
<b>VI. Risk Management</b>	49 (VI)	Yes	---



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	---
<b>VIII. Disclosures</b>	49 (VIII)		---
(A) Related party transactions	49 (VIII A)	Yes	---
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	---
(C ) Remuneration of Directors	49 (VIII C)	Yes	Details have been/are being furnished in the Annual Report.
(D) Management	49 (VIII D)	Yes	Details have been/are being furnished in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Details have been/are being furnished in the Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	Company has not come out with any Public Issues, Right Issues, Preferential Issues, etc.
<b>IX. CEO/ CFO Certification</b>	49 (IX)	Yes	Details have been/are being furnished in the Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Details have been/are being furnished in the Annual Report.
<b>XI. Compliance</b>	49 (XI)	Yes	Details have been/are being furnished in the Annual Report.

Kanpur  
Dated: 12<sup>th</sup> January, 2015



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