

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

Name of the Company : J.K.Cotton Spg. & Wvg. Mills Co. Ltd.  
Quarter ending on : 31st December, 2007

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49I		
(A) Composition of Board	49 (IA)	—	After appointment of Chairman as Managing Director of the Company in the last Board meeting held on 30.10.2007, the requirement of independent directors has increased from one-third to half of the Board. This has resulted into requirement of one more independent director. Necessary action to fulfill the requirement will be taken in the next Board meeting
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board & Committees	49 (IC)	Yes	---
(D) Code of Conduct	49 (ID)	Yes	To be part of A.R.2007-08
<b>II. Audit Committee</b>	49 (II)		
(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 II(D)	Yes	---
(E) Review of Information by Audit Committee	49 (IIE)	Yes	---
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	---
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	---
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	---
(C) Board Disclosures	49 (IV C)	Yes	---
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	---
(E) Remuneration of Directors	49 (IV E)	Yes	To be part of A.R.2007-08
(F) Management	49 (IV F)	Yes	-----do-----
(G) Shareholders	49 (IV G)	Yes	-----do-----
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	-----do-----
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	-----do-----
<b>VII. Compliance</b>	49 (VII)	Yes	-----do-----

(S.K.Kedia)  
Company Secretary  
(Compliance Officer)

Kanpur  
Dated :10th January, 2008