

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

Name of the Company : Juggilal Kamalapat Cotton Spg. & Wvg. Mills Co. Ltd.  
Quarter ending on : 30th September, 2008

| 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 & Committees                           | 49(IC)                      | Yes                      | ---                       |
| (D) Code of Conduct   | 49(ID)                      | Yes                      | To be part of A.R.2008-09 |
| <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(IID)                     | Yes                      | ---                       |
| (E) Review 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(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.2008-09 |
| (F) Management  | 49(IVF)                     | Yes                      | ----- do-----             |
| (G) Shareholders  | 49(IVG)                     | 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-----             |

Kanpur  
Dated : 3rd October, 2008

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