

Declaration of result of remote E-voting and poll based voting at AGM Venue in respect of 96th Annual General Meeting of J. K. Cotton Limited held at 11.00 AM on August 14, 2019 at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur – 208005

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), J. K. Cotton Limited provided the facility of remote e-voting to the members vide Notice dated May 29, 2019 dispatched to the Members on July 18, 2019. Members voted electronically during the e-voting period from August 11, 2019 (9 a.m. IST) till August 13, 2019 (5 p.m. IST). Further, on August 14, 2019, poll was conducted at the AGM Venue to enable those members to vote who could not do remote e-voting earlier. The Board had appointed M/s Banthia & Co. as Scrutinizer to scrutinize the votes cast through remote e-voting and poll at the AGM Venue. Scrutinizer prepared and submitted their consolidated report on the total votes cast in favour or against, if any, on remote e-voting and poll on August 14, 2019.

Based on Scrutinizer's Consolidated Report dated August 14, 2019, I hereby declare that all the 5 (five) resolutions contained in Notice dt. May 29, 2019, have been duly passed with requisite majority on the date of the 96th AGM i.e. August 14, 2019 as per the details given in the table below:

Item No.	Brief description of the Resolutions	Votes cast in favour (Assent)	Votes cast against (Dissent)	Passed as
1	Adoption of Audited Financial Statement for the Financial Year 2018-19 and the Reports of the Board of Directors and the Auditors thereon	2,26,13,943 (100.00%)	NIL	Ordinary Resolution
2	To appoint Director in place of Shri Ashok Kumar Gupta (DIN 00135288) retiring by rotation and eligible for reappointment	2,26,13,943 (100.00%)	NIL	Ordinary Resolution
3	To Re-appoint Shri Yadupati Singhania (DIN 0005364) as Chairman and Managing Director of the company for a period of five years commencing from 26th May, 2020 to 25th May, 2025	1,14,75,585 (100.00%)	NIL	Ordinary Resolution
4	To Re-appoint Dr. Jagannath Gupta (DIN 00397952) as an Independent Director of the company for a period of five consecutive years till respective Annual General Meeting	2,26,13,943 (100.00%)	NIL	Special Resolution
5	To Re-appoint Shri Krishna Behari Agarwal (DIN 00339934) as an Independent Director of the company for a period of five consecutive years till respective Annual General Meeting	2,26,13,938 (100.00%)	NIL	Special Resolution

The Scrutinizer's Report dated August 14, 2019 is attached herewith.

For J. K. Cotton Limited


Chairman of Annual General Meeting

Place: Kanpur
Date: August 14, 2019

Encl: As above



BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

261, Z-1, Barra-II,
Kanpur - 208 027
Ph. (O/R) 2612511, 2612434
Fax (P.P.) 2305993

Ref. No:.....

Date:.....

Report of Scrutinizer

The Chairman

August 14, 2019

J. K. Cotton Limited

Kamla Tower

Kanpur 208001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e voting conducted as per section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management And Administration) Rules 2014 as amended by the Companies (Management And Administration) Rules, 2015 and voting by Ballot at the Annual General Meeting of the Company held on Wednesday , the 14th day of August, 2019.

1. I. G K Banthia Practicing Company Secretary CP No.1405 (Banthia And Compnay) , appointed as the Scrutinizer as per Board of Directors Resolution of May 29, 2019 for the purpose of voting by electronic means in terms of section 108 of the Companies Act 2013 read with Rule 20 & 21 of Companies (Management And Administration) Rules 2015, in respect of the 05 items (resolutions) referred to in the subsequent paragraphs, for the purpose of scrutinizing in fair and transparent manner the remote e voting process, ballot forms received from shareholders at the 96th Annual General Meeting of the Company held on August 14, 2019, as per Notice dt. May 29, 2019.
2. The Management is responsible to ensure the compliance with the requirements of the Companies Act 2013, and applicable Rules for conducting voting by electronic means and ballot papers at the apnual general meeting on the resolutions contained in the Notice of the annual general meeting of the Company. My responsibility as scrutinizer for e- voting and ballot papers is restricted to make a scrutinizer's report on the vote cast whether in favour or against the resolutions as per **Annexure**, based on repots generated from the e-voting system provided by CDSL, and of the voting through ballot papers at the AGM.
3. The Notices of the Ninety Sixth Annual General Meeting were dispatched on July 18, 2019, partly by courier and partly by registered parcel.
4. The public advertisement with respect to dispatch of Notice of the Annual General Meeting and conducting of voting through electronic means was published in "Financial Express" English News Paper and "Jansatta" Hindi News Paper on July 19, 2019.



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5. The members were given an option to vote electronically on e-voting platform, provided by the CDSL with which the company had made necessary arrangement as well as by Ballot to those who had not cast their earlier through remote e voting facility.
6. The Shareholders holding the shares on "cut off" date i.e. August 7, 2019, were eligible to cast vote on the proposed resolutions No.1 to 05 as mentioned in the Notice dt. May 29, 2019.
7. The e voting period commenced on 9.00 a.m. August 11, 2019 and closed on August 13, 2019 at 5.00 p.m.
8. The electronic votes cast accordingly were taken into account at the end of the said voting period on August 13, 2019 at 5.00 p.m. and the CDSL portal was blocked thereafter.
9. The votes cast by e-voting were unblocked on 14 August 2019 after 1 p.m. in the presence of two witnesses Mr. Neeraj Jain and Mr. Gopesh Sahu who are not in the employment of the company.
10. A register has been maintained electronically to record the assent and dissent votes cast in the respect of the resolutions.
11. Based on the results downloaded as per data provided by CDSL which have been scrutinized by me 36 members have cast their votes by e-voting and have annexed the details and analysis of the e-voting results for each of the 5 resolutions contained in the Notice referred above.
12. Votes cast through the Ballot Forms at the AGM held at 11:00 AM were also scrutinized by me diligently. 14 members cast their votes.
13. My consolidated report of the votes cast by the shareholders through remote e voting and physical Ballot at the AGM in respect of the below mentioned 05 resolutions may accordingly be declared by the Chairman of the 96th Annual General Meeting of the Company and who has also counter signed this report.
14. All the related papers and the data sheet relating to e-voting in sealed envelope have been handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For Bantia And Company

J.K.Cotton Ltd.

(G K Bantia)

Company Secretary

BANTHIA & COMPANY

Company Secretaries

G. K. BANTHIA (PROPRIETOR)

261, Z-1, Barra-II

KANPUR-208 027

C.P. No 1408

Chairman of Annual General Meeting

Ref. No:.....

Date:.....

Annexure to report

The consolidated result of the votes cast by remote e- voting and by Ballot received at the AGM of J. K. Cotton Ltd. held on August 14, 2019 is as under:

Ordinary Business:**Item No. 1-**

Ordinary Resolution: Adoption of Audited Financial Statement for the Financial Year 2018-19 and the Reports of the Board of Directors and the Auditors thereon.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	36	22569236	99.80
Polling	14	44707	0.20
Combined	50	22613943	100.00

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



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(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Item No. 2:

Ordinary Resolution: - To appoint Director in place of Shri Ashok Kumar Gupta (DIN 00135288) retiring by rotation and eligible for reappointment.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	36	22569236	99.80
Polling	14	44707	0.20
Combined	50	22613943	100.00

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



Ref. No:.....

Date:.....

(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Item No. 3:

Ordinary Resolution:- To Re-appoint Shri Yadupati Singhania (DIN 0005364) as Chairman and Managing Director of the company for a period of five years commencing from 26th May, 2020 to 25th May, 2025.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	32	11430878	99.61
Polling	14	44707	00.39
Combined	46	11475585	100.00

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



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(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Item No. 4:

Special Resolution:- To Re-appoint Dr. Jagannath Gupta (DIN 00397952) as an Independent Director of the company for a period of five consecutive years till respective Annual General Meeting.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	36	22569236	99.80
Polling	14	44707	0.20
Combined	50	22613943	100.00

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



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(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Item No. 5:

Special Resolution:- To Re-appoint Shri Krishna Behari Agarwal (DIN 00339934) as an Independent Director of the company for a period of five consecutive years till respective Annual General Meeting.

(I) Voted in favour of the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	36	22569236	99.80
Polling	13	44702	0.20
Combined	49	22613938	100.00

(II) Voted against the resolution:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil



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(III) Invalid votes:

Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

Note: All the 05 resolutions are accordingly passed with requisite majority.

For Bantia and Company


(G K Bantia)
Company Secretary
C.P. No.- 1405

