

J. K. Cotton Ltd.

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Registered Office & Head Office :
Kamla Tower, Kanpur - 208 001 (U.P.) INDIA

Declaration of result of remote E-voting and poll based voting at the AGM Venue in respect of 94th Annual General Meeting of J. K. Cotton Limited held at 12.30 P.M. on July 26, 2017 at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur - 208 005


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 18, 2017 dispatched to the Members on June 27, 2017. Members voted electronically during the e-voting period from July 23, 2017 (9 a.m. IST) till July 25, 2017 (5 p.m. IST). Further, on July 26, 2017, 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 July 26, 2017.

Based on Scrutinizer's Consolidated Report dated July 26, 2017, I hereby declare that all the 3 (three) resolutions contained in Notice dt. May 18, 2017, have been duly passed with requisite majority on the date of the 94th AGM i.e. July 26, 2017 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 2016-17 and the Reports of the Board of Directors and the Auditors thereon.	2,24,51,319	NIL	Ordinary Resolution
2	To appoint a Director in place of Shri Nidhipati Singhania (DIN 00171211) retiring by rotation and eligible for re-appointment.	2,24,51,319	NIL	Ordinary Resolution
3	To appoint M/s Gupta Vaish & Company, Chartered Accountants, Kanpur as Statutory of the Company for a period of five years from the conclusion of 94 th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting, and to fix their remuneration	2,24,51,319	NIL	Ordinary Resolution

The Scrutinizer's Report dated July 26, 2017 is attached herewith.

Place: Kanpur
Date: July 26, 2017


(Krishna Behari Agarwal)
DIN 00339934
Chairman of the Meeting



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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

July 26, 2017

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 from time to time and voting by Ballot at the Annual General Meeting of the Company held on Wednesday, the 26th day of July 2017.

1. I, G K Banthia Practicing Company Secretary CP No.1405 appointed as the Scrutinizer as per Board of Directors Resolution of May 18, 2017 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 03 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 94th Annual General Meeting of the Company held on July 26, 2017 as per Notice dt. May 18, 2017.
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 annual 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 reports generated from the e-voting system provided by CDSL, to provided e-voting facilities, engaged by the Company and of the voting through ballot papers at the AGM.
3. The Notices of the Ninety Fourth Annual General Meeting were dispatched on June 27, 2017 partly by courier and partly by registered post.
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 "Rashtriya Sahara" Hindi News Paper on June 07, 2017.

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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. July 19, 2017, were eligible to cast vote on the proposed resolutions No.1 to 03 as mentioned in the Notice dt. May 18, 2017.
7. The e voting period commenced on 9.00 a.m. July 23, 2017 and closed on July 25, 2017 at 5.00 p.m.
8. The electronic votes cast accordingly were taken into account and at the end of the said voting period on July 25, 2017 at 5.00 p.m. and the CDSL portal was blocked thereafter.
9. The votes cast by e-voting were unblocked on July 26 after 2.54 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 42 members have cast their votes by e-voting and have annexed the details and analysis of the e-voting results for each of the 3 resolutions contained in the Notice referred above.
12. Votes cast through the Ballot Forms at the AGM held at 12.30 p.m. were also scrutinized by me diligently. 15 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 03 resolutions may accordingly be declared by the Chairman of the meeting.
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



(G K Bantia)

Company Secretary

C.P. No.- 1405


BANTHIA & COMPANY
Company Secretaries
G.K. BANTHIA PROPRIETOR
261, Z-1, Barra-II
KANPUR-208 027
C.P. No.1405



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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 July 26, 2017 is as under:

Ordinary Business:

(A). Item No. 1-

Ordinary Resolution: Adoption of Audited Financial Statement for the Financial Year 2016-17 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	42	2,24,48,886	99.99
Polling	15	2433	00.01
Combined	57	2,24,51,319	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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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

(B). Item No. 2:

Ordinary Resolution: - To appoint Director in place of Shri Nidhipati Singhania (DIN 00171211) 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	42	2,24,48,886	99.99
Polling	15	2433	00.01
Combined	57	2,24,51,319	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

[Handwritten Signature]



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Fax (P.P.) 2305993

Ref. No:.....
(III) Invalid votes:

Date:.....

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

(C). Item No. 3 :

Ordinary Resolution:-To appoint M/s Gupta Vaish & Company, Chartered Accountants, Kanpur as Statutory Auditors of the Company for a period of five years from the conclusion of 94th Annual General Meeting till the conclusion of 99th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting, and to fix their remuneration.

(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	42	2,24,48,886	99.99
Polling	15	2433	00.01
Combined	57	2,24,51,319	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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Fax (P.P.) 2305993

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

Note: All the 03 resolutions are accordingly passed with requisite majority.

For Bantia and Company


(G K Bantia)

Company Secretary

C.P. No.- 1405


BANTHIA & COMPANY
Company Secretaries
G.K. BANTHIA (PROPRIETOR)
261, Z-1, Barra-II
KANPUR-208 027
C.P. No.1405



J. K. Cotton Limited

Results of Ballot Voting-2017

Sl No.	Name of Shareholder	In Person/Proxy	Folio No.	No. of Shares (Equity) held	No. of Resolutions voted	Voted Yes	Voted No
1	Shri Shyam Mohan Tiwari	Person	S04, S61	1	3	Yes	Nil
2	Shri Anil Kumar Agarwal	Person	IN300888/13160383	2013	3	Yes	Nil
3	Shri Ajay Kumar Sarogi	Person	A00921	50	3	Yes	Nil
4	Shri Anil Kamthan	Person	A01339	25	3	Yes	Nil
5	Shri Bal Krishan Agarwal	Person	B02001	5	3	Yes	Nil
6	Shri Hemantpat Singhania	Proxy	H00002	310	3	Yes	Nil
7	Shri K. B. Agarwal	Person	K02207	5	3	Yes	Nil
8	Ms. Sonali Agarwal	Person	S04619	1	3	Yes	Nil
9	Shri Prabhat Kumar Mishra	Person	P02059	1	3	Yes	Nil
10	Shri R. C. Srivastava	Person	R02752	1	3	Yes	Nil
11	Ms. Sonali Agarwal	Person	S04606	5	3	Yes	Nil
12	Shri Sambhu Singh	Person	S04609	5	3	Yes	Nil
13	Shri Vishnu Kumar Awasthi	Person	V01051	5	3	Yes	Nil
14	Shri Prabhat Srivastava	Person	P02058	1	3	Yes	Nil
15	Shri Paras Kumar Jain	Person	P02053	5	3	Yes	Nil
Total				2433			

Banthia
BANTHIA & COMPANY

Company Secretaries

G.K. BANTHIA (PROPRIETOR)

261, Z-1, Barrack-II

KANPUR-208 027

C.P. No.1405