

J. K. Cotton Ltd.

CIN: U17111UP1924PLC000275

Website: www.jkcotton.com

Phone : 0512 - 2371478 to 81

Fax : 0512 - 2332665

E-mail : jkcotton.ho@jkcotton.com

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 93rd Annual General Meeting of J. K. Cotton Limited held at 11.00 a.m. on August 12, 2016 at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur – 208 001

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, J. K. Cotton Limited provided the facility of remote e-voting to the members vide 93rd AGM Notice dated 23rd May, 2016 despatched to the Members on July 08th, 2016. Members voted electronically during the e-voting period from August 09, 2016 (9 a.m. IST) till August 11, 2016 (5 p.m. IST). Further on August 12, 2016, the day of 93rd AGM, poll was taken 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 Scrutinizers to scrutinize the votes cast through remote e-voting and poll at the AGM venue. Scrutinizers 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 12, 2016.

Based on Scrutinizer's Consolidated Report dated August 12, 2016, I hereby declare that all the 7 (seven) resolutions contained in J. K. Cotton Limited's 93rd AGM Notice dated 23rd May, 2016, have been duly passed with requisite majority on the date of the 93rd AGM, i.e. August 12, 2016 as per the details given in the table below:

Items. 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 2015-16 and the Reports of the Board of Directors and the Auditors thereon	2,21,41,807	NIL	Ordinary Resolution
2.	To appoint Director in place of Shri Ashok Gupta (DIN 00135288) retiring by rotation and eligible for reappointment	2,21,41,807	NIL	Ordinary Resolution
3.	To appoint retiring auditors M/s P. L. Tandon & Company For F.Y.2016-17 from conclusion of this annual general meeting till conclusion of next annual general meeting and to fix their remuneration	2,21,41,807	NIL	Ordinary Resolution

J. K. Cotton



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4.	Ratification of remuneration of Rs. 25000/- plus service tax as approved by the Board of Directors to M/s R.M.Bansal & Co. Cost Accountants pursuant to section 148 of the Companies Act 2013 and applicable rules thereto, by shareholders at the annual general meeting	2,21,41,807	NIL	Ordinary Resolution
5.	Reclassification of 15,000, 6% Cumulative Redeemable Preference Shares of Rs. 100 each & 35,000, 8.5% Cumulative Redeemable Preference Shares of Rs. 100 each into 25,000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each & 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each	2,21,41,807	NIL	Special Resolution
6.	Alteration of Capital Clause of Memorandum Of Association of the Company by substituting existing clause with the following new clause: the share capital of 25,00,00,000 Shares is divided into 2,45,00,000 equity shares of Rs. 10 each and 250,000 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each & 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each	2,21,41,807	NIL	Special Resolution
7.	Issue and allotment of 15720 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each for discharging liability of existing 5000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each, 6000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each and 4720 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each	2,21,41,807	NIL	Special Resolution

The Scrutinizer's Report dated August 12, 2016 is attached herewith.

Place: Kanpur
Date: August 12, 2016


(Krishna Behari Agarwal)
DIN 00339934
Chairman of the Meeting



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BANTHIA & COMPANY

COMPANY SECRETARIES

G. K. BANTHIA

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Fax (P.P.) 2305993

Ref. No:.....

Date:.....

Report of Scrutinizer

The Chairman

August 12, 2016

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 & 21 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 Friday, the 12th day of August 2016.

1. I, G K Bantia Practicing Company Secretary CP No.1405, appointed as the Scrutinizer as per Board of Directors Resolution of May 23, 2016 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 2014, as amended, in respect of the 07 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 93rd Annual General Meeting of the Company held on August 12, 2016 as per Notice dt. May 23, 2016 at 11 a.m. .
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 third Annual General Meeting were dispatched on July 08, 2016 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 July 09, 2016.



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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 5 2016, were eligible to cast vote on the proposed resolutions No.1 to 07 as mentioned in the Notice dt. May 23, 2016.
7. The e voting period commenced on 9.00 a.m. August 09, 2016 and closed on August 11, 2016 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 August 11, 2016 at 5.00 p.m. and the CDSL portal was blocked thereafter.
9. The votes cast by e voting were unblocked on August 12 after 1.00 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 35 members have cast their votes by e-voting and have annexed the details and analysis of the e-voting results for each of the 7 resolutions contained in the Notice referred above.
12. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me. It was opened subsequently in my presence. The poll papers were reconciled with records maintained by RTA and the authorization/ proxies lodged with the Company. Votes cast through the Ballot Forms at the AGM held at 11.00 a.m. were also scrutinized by me diligently. 08 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 07 resolutions may accordingly be declared by the Chairman of the Meeting 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 **Banthia And Company**

G K Banthia
(G K Banthia)

Company Secretary

C.P. No.- 1405

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

[Signature]

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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 August 12, 2016 is as under:

Ordinary Business:

(A). Item No. 1-

Ordinary Resolution: Adoption of Audited Financial Statement for the Financial Year 2015-16 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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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

(B). Item No. 2:

Ordinary Resolution: - To appoint Director in place of Shri Ashok 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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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

(C). Item No. 3 :

Ordinary Resolution:- To appoint retiring auditors M/s P. L. Tandon & Company For F.Y.2016-17 from conclusion of this annual general meeting till conclusion of next annual general meeting and to fix their remuneration.

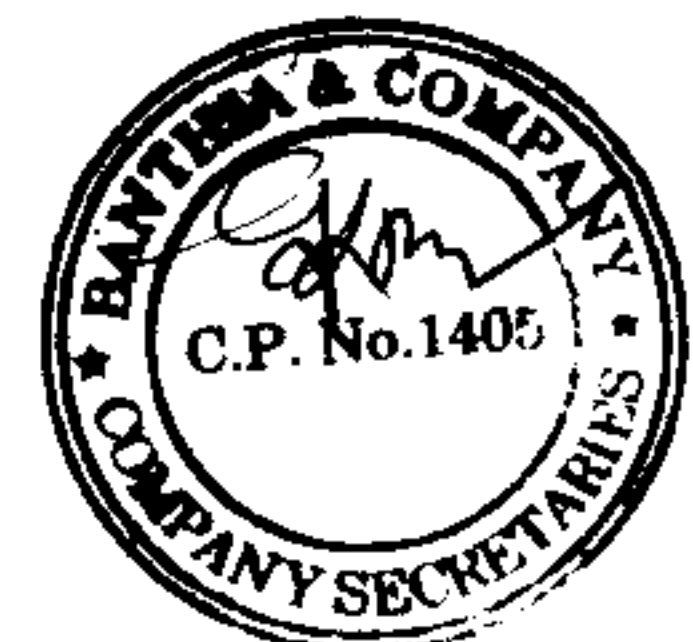
(I) Voted in favour of the resolution:

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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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

[Signature]



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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

(D) Item No. 4 :

Special Business

Ordinary Resolution:- Ratification of remuneration of Rs. 25000/- plus service tax as approved by the Board of Directors to M/s R.M.Bansal & Co. Cost Accountants pursuant to section 148 of the Companies Act 2013 and applicable rules thereto, by shareholders at the 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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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

[Signature]



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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

(E) Item No. 5 :

Special Resolution: Reclassification of 15,000, 6% Cumulative Redeemable Preference Shares of Rs. 100 each & 35,000, 8.5% Cumulative Redeemable Preference Shares of Rs. 100 each into 25,000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each & 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each.

(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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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

W. K. Banthia



Method of Voting	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	261 7-1 Barra-ll % of total number of valid votes cast
Postal Ballot	-	-	-
E-voting	Nil	Nil	Nil
Polling	Nil	Nil	Nil
Combined	Nil	Nil	Nil

(F) **Item No. 6 :**

Special Resolution:-Alteration of Capital Clause of Memorandum Of Association of the Company by substituting existing clause with the following new clause: the share capital of 25,00,00,000 Shares is divided into 2,45,00000 equity shares of Rs. 10 each and 250000 6% Non-Cumulative Redeemable Preference Shares of Rs. 100 each & 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100 each.

(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	35	2,20,97,163	93.72
Polling	08	44,644	00.19
Combined	43	2,21,41,807	93.91

(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 07 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
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