

J. K. COTTON LIMITED

CIN : U17111UP1924PLC000275

Registered Office : Kamla Tower, Kanpur - 208 001, U. P., India

Tele. No. : (0512) 2371478-481 • Fax : (0512) 2332665

E-mail : harshit@jkcotton.com • Website : www.jkcotton.com

NOTICE

Notice is hereby given that the 93rd Annual General Meeting of J.K.Cotton Limited will be held on Friday, the 12th August, 2016 at 11 A.M. at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208 001 to transact the following business:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ashok Gupta (DIN 00135288), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s P.L. Tandon & Company, Chartered Accountants, Kanpur (ICAI Registration No.000186C), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2016-17, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 25000/- plus service tax as applicable and reimbursement of actual traveling and out of pocket expenses for the Financial Year ending 31st March, 2017 as recommended by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 23rd May, 2016, be paid to M/s R. M. Bansal & Co., Cost Accountants, for the conduct of the cost audit of the Company's Textile manufacturing unit at Kanpur for the year 2016-17, be and is hereby ratified and confirmed."

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 15,000, 6% Cumulative Redeemable Preference Shares of Rs. 100/- each and 35,000, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each forming part of the Authorised Capital be and are hereby reclassified into 25,000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each and 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs.100/- each."

"RESOLVED FURTHER THAT the nomenclature of existing 6% Cumulative Redeemable Preference Shares of Rs. 100/- each and 8.5% Cumulative Redeemable Preference Shares of Rs. 100/- each be and is hereby changed as 6% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each and 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each respectively."

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to the said resolution and to give such direction as may be deemed necessary or expedient to give effect to the said resolution."

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place instead the following new clause:-

5. The Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,45,00,000 Equity Shares of Rs.10/- each, 25000, 6% Non-Cumulative Redeemable Preference Shares of Rs.100/- each and 25000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs.100/- each with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary,

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modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to the said resolution and to give such directions as may be deemed necessary or expedient to give effect to the said resolution."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 55 of the Companies Act, 2013 to the extent applicable and other applicable provisions, if any, of the Companies Act, 1956 / 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of Company and subject to such approvals, permissions and sanctions as may be required from any Governmental or Regulatory authorities and subject to such condition(s) and modification(s) as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board constituted and/or may constitute to exercise its powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot 15,720, 6% Non-Cumulative Redeemable Preference Shares of Rs.100/- each for the purpose of discharging of liability of existing 5000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each, 6,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each and 4720, 8.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each (hereinafter referred to as 'unredeemed Preference shares') and such issue and allotment of such new Preference shares shall inter-alia be on the following terms and conditions :

- (i) The Preference shares shall carry a preferential right vis-a-vis Equity shares of the Company with respect to payment of dividend and in case of winding up, of repayment of capital;
- (ii) The Preference shares shall be non-participating;
- (iii) The Preference shares shall carry dividend @ 6% on non-cumulative basis;
- (iv) The Preference shares shall carry voting rights as per provisions of Section 47(2) of the Companies Act, 2013; and
- (v) The Preference shares shall be redeemed at the expiry of five years from the date of allotment or such earlier date as may be decided by the Board of Directors of the Company and such redemption shall be at par and in accordance with the provisions of Section 55

of the Companies Act, 2013 and the rules made thereunder.

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to allot preference shares, fix record date, take such steps and to do all such other acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to the said resolution and to give such directions as may be deemed necessary or expedient to give effect to the said resolution and matters incidental, consequential, ancillary and connected therewith and the consent of the members of the Company shall be deemed to have been accorded expressly by the authority of this resolution."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority as applicable.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 5th August, 2016 to Friday, 12th August, 2016 (both day inclusive).
3. Members/ proxies should bring their attendance slip duly filled in for attending the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. **Members are requested to notify immediately change of address, if any, to the Company's Registrar & Share Transfer Agent in respect of their shareholding by mentioning folio nos., etc. Form of change of address is also available on website of the company i.e. www.jkcotton.com.**
6. Members are requested to bring their copies of the Annual Report, as copies of the Report will not be re-distributed at the Meeting.
7. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
8. **The Ministry of Corporate Affairs has taken 'Green**

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Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at any of our e-mail address viz.

**(a) rc.srivastava@jkcement.com,
(b) harshit@jkcotton.com.**

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members can submit their PAN details to the Company / RTA Agent of the Company.
10. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the members at the Registered Office of the Company during business hours on any working day excluding Saturday up to the date of the Annual General Meeting of the Company.
11. A Route map showing directions to reach the venue of AGM is given at the end of this Notice as per the requirements of the Secretarial Standard-2 on "General Meeting"

Instructions for the voting through electronic means

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on any or all of the businesses specified in the accompanying notice. Necessary arrangements have been made by the Company with Central Depository Services India Ltd. (CDSL) to facilitate e-voting from a place other than venue of Annual General Meeting ('AGM') ("remote e-voting"). The detailed procedure is mentioned in this notice. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the depositories as on cut-off date i.e. 5th August, 2016 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9th August, 2016 (9.00 a.m.) and ends on 11th August, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders)
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- Members who have not updated their PAN with the Company/Depository Participant are requested to use in the PAN field the first two characters of their name in Capital Letters followed by the Serial Number given at the top/beginning of the address slip (posted on envelope).
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details or Date of (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other

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person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and The option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company has appointed M/s. Banthia & Co., (Prop. Mr. G. K. Banthia) of Kanpur, Practicing Company Secretaries (C.P.No. 1405) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxiii) A copy of this notice has been placed on the website of the Company and on the website of CDSL.
- (xxiv) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 5th August, 2016.
- (xxv) For abundant clarity, please note that the Shareholders who have already voted prior to the meeting date may also attend the meeting but shall not be entitled to vote at the meeting venue.
- (xxvi) The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 2 :-

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed/re-appointed.

Name of the Director	Ashok Gupta
Age	62
Qualification and Experience	Shri Ashok Gupta is a B.BM and FCA. He is a Non-Executive Non-Independent Director on the Board of the Company. He is also Managing Director of Jaykay Enterprises Limited. He has about 38 years of experience in the fields of finance and accounts.
Terms and conditions of appointment or re-appointment	Non-Executive Director liable to retire by rotation
Date of first appointment on the Board	25/10/2012
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	4
Other Directorships	Jaykay Enterprises Limited Khandelwal Extractions Limited
Memberships/Chairmanship of Committee of other Board	Jaykay Enterprises Limited Audit Committee - Member

ITEM NO. 4 :-

Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, provides that the Board shall appoint a Cost Accountant in practice on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 23rd May, 2016, the Board has considered and approved appointment of M/s R.M. Bansal & Co., Cost Accountants for conduct of Cost Audit of the Company's Textile manufacturing unit at Kanpur at a remuneration of Rs. 25,000/- plus applicable service tax and reimbursement of actual traveling and out of pocket expenses for the Financial year ending 31st March, 2017.

The Resolution at item No. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by shareholders in terms of section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

ITEM NO. 5&6 :-

The present capital structure of the Company is as under:

Particulars	Equity Share Capital	Preference Share Capital
Authorised Capital	2,45,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 24,50,00,000/-	15000, 6% Cumulative Redeemable Preference Shares of Rs.100/- each 35000, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each
Issued, Subscribed and Paid-up Capital	2,35,77,750 Equity Shares of Rs. 10/- each amounting to Rs. 23,57,77,500/-	5,000, 6% Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to Rs. 5,00,000/- 10,720, 8.5% Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to Rs. 10,72,000/-

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Out of the Issued, Subscribed and Paid up share capital, 5000, 6% Cumulative Redeemable Preference Shares of Rs.100/- each and 6000, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each and 4720, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each aggregating to Rs. 15,72,000(hereinafter referred to as 'unredeemed Preference shares') and it is proposed to redeem the unredeemed Preference shares. In order to facilitate issue of new Preference Shares to the holders of unredeemed Preference shares, it is proposed that 15,000, 6% Cumulative Redeemable Preference Shares of Rs. 100/- each and 35,000, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each forming part of the Authorised Capital be and are hereby reclassified into 25,000, 6% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each and 25,000, 8.5% Non-Cumulative Redeemable Preference Shares of Rs.100/- each respectively. In terms of the approval of preference shares in its meeting held on 4th January, 2016/ consent in writing to variation of rights, which inter-alia provided for change of nomenclature of Preference Shares from "Cumulative" to "Non-Cumulative", the nomenclature of the existing Preference shares is being changed to specifically reflect Non-Cumulative character of Preference shares. The said change of nomenclature is sought to be effected by passing of resolution as set out at item No. 5 of the Notice. Consequent upon change of nomenclature of Preference share capital, the Capital clause 5 of the Memorandum of Association is required to be altered to reflect the changed capital structure which is sought to be effected by passing of Special Resolution proposed at item No. 6 of the Notice. The Board recommends the resolutions as set out at item No. 5 and 6 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions.

ITEM NO. 7 :-

The present capital structure of the Company is as under:

5000, 6% Cumulative Redeemable Preference Shares of Rs.100/- each, 6000, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each and 4720, 8.5% Cumulative Redeemable Preference Shares of Rs.100/- each aggregating to Rs. 15,72,000/- shall become due for redemption on 30th September,2016. Since the Company does not have adequate distributable profit which may be applied for redemption of the said Preference Shares, it is proposed to issue fresh Preference shares to redeem existing Preference shares in terms of the provisions of Section 55 of the Companies Act, 2013 as may be applicable.

The Special Resolution set out at item No. 7 of the Notice is intended to seek members' approval empowering the Board of Directors of the Company to issue Non-Cumulative Redeemable Preference Shares to the promoters of the Company for discharging of redemption liability of unredeemed Preference shares. Statement of disclosures as required under Rule 9 (3) of Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of Preference shares are as under :

Issue size, number of Preference Shares to be issued and nominal value of each share	15,720 Preference shares of Rs. 100/- each aggregating to Rs. 15,72,000/-
Nature of Shares	Non-Cumulative, Non-participating, Non-convertible into Equity Shares and Redeemable Preference Shares (hereafter also referred as NCRPS).
Objectives of the issue	To discharge liability of/redeem unredeemed Preference Shares.
Basis for issue Price	NCRPS will be issued at par value of Rs. 100/- each.
Terms of issue and rate of dividend on each share	NCRPS shall carry dividend @6% as stated in the resolution.
Terms, manner and mode of Redemption	NCRPS shall be redeemable at par at the expiry of 5 years or at such earlier date as may be decided by Board.
Shareholding Pattern of the Company as on date.	Pre and post issue shareholding pattern of the Company in respect of Equity and Preference share capital is provided hereinafter.
Expected dilution in Equity capital upon conversion of Preference shares.	No dilution in Equity capital is envisaged as NCRPS proposed to be issued are Non-convertible.

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SHAREHOLDING PATTERN – EQUITY SHARE CAPITAL

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Holding				
	1. Indian :				
	Individual	10573300	44.84	10573300	44.84
	Bodies Corporate	11416228	48.42	11416228	48.42
	Any other (Person acting in concert)	2063	0.01	2063	0.01
	Sub–Total	21991591	93.27	21991591	93.27
	2. Foreign Promoters	–	–	–	–
	Sub–Total (A)	21991591	93.27	21991591	93.27
B.	Non–Promoters' holding				
	1. Institutional Investors	105381	0.45	105381	0.45
	2. Non–Institution:				
	Bodies Corporate	322335	1.37	322335	1.37
	Directors and Relatives	35	0.00	35	0.00
	Indian Public	1063698	4.51	1063698	4.51
	Others (Individuals, trusts & Societies)	94710	0.40	94710	0.40
	Sub–Total (B)	1586159	6.73	1586159	6.73
	GRAND TOTAL (A+B)	23577750	100.00	23577750	100.00

SHAREHOLDING PATTERN–PREFERENCE SHARE CAPITAL (Comprising of All Series)

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Holding				
	1. Indian :				
	Individual	239	1.52	15720	100.00
	Bodies Corporate	4	0.03	–	–
	Sub–Total	243	1.55	15720	100.00
	2. Foreign Promoters	–	–	–	–
	Sub–Total (A)	243	1.55	15720	100.00
B.	Non–Promoters' holding				
	1. Institutional Investors	4000	25.44	–	–
	2. Non–Institution:				
	Bodies Corporate	10419	66.28	–	–
	Directors and Relatives	–	–	–	–
	Indian Public	–	–	–	–
	Others (Individuals, trusts & Societies)	1058	6.73	–	–
	Sub–Total (B)	15477	98.45	–	–
	GRAND TOTAL (A+B)	15720	100.00	15720	100.00

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The Board recommends the Special Resolution as set out at item No. 7 of the Notice for approval by members of the Company.
None of the Directors of the Company except Shri Yadupati Singhania, being the holder of 8.5 % Cumulative Redeemable Preference Shares of the Company or any Key Managerial Personnel of the Company and their relatives may be deemed to be concerned financially or otherwise, in the resolution.

Place : Kanpur
Dated : 23rd May, 2016

By order of the Board
HARSHIT GUNANI
Company Secretary

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF J. K. COTTON LIMITED

VENUE: Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208 001

