

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 OF 96TH ANNUAL GENERAL MEETING

Notice is hereby given that the 96th Annual General Meeting of J. K. Cotton Limited will be held on Wednesday, the 14th August, 2019 at 11:00 AM at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar Kanpur-208 005 to transact the following business:-

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2019 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.

SPECIAL BUSINESS:

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and pursuant to Article 105 and any other applicable article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Shri Yadupati Singhania (DIN: 00050364), as Chairman and Managing Director of the Company for a period of five years commencing from 26th May, 2020 to 25th May, 2025 without any remuneration/perquisites."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary from time to time the terms and conditions of the said appointment, to the extent recommended by the Nomination & Remuneration Committee from time to time as may be considered appropriate."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things, as may be necessary, expedient or desirable to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Jagannath Gupta (holding

DIN 00397952), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years till respective Annual General Meeting."

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 the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Krishna Behari Agarwal (holding DIN 00339934), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years till respective Annual General Meeting."

By Order of the Board of Directors

For J. K. Cotton Limited

HARSHIT GUNANI

Company Secretary

Place : Kanpur

Dated : 29th May, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO 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. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited in the enclosed Proxy Form at the Registered Office of the Company, duly completed and signed not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority as applicable.

J. K. Cotton Ltd.

2. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
 3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
 4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 7th August, 2019 to Wednesday, 14th August, 2019 (both days inclusive).
 5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
 6. 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.
 7. **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.**
 8. Members are requested to bring their copies of the Annual Report, as copies of the Report will not be re-distributed at the Meeting. Annual Report is also available in the Financial Reports section on the website of the company at <http://www.jkcotton.com/financial-reports.html>.
 9. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
 10. **The Ministry of Corporate Affairs has taken 'Green 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.**
 11. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
 12. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
 13. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
 14. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
 15. A Route map to the venue of AGM is provided at the end of the Notice as per the requirements of the Secretarial Standard-2 on "General Meeting".
- Instructions for the voting through electronic means
- In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility of exercising their right to vote electronically on the items mentioned in this Notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (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. 7th August, 2019 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 11th August, 2019 (9.00 a.m.) and ends on 13th August, 2019 (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 (record

J. K. Cotton Ltd.

date) of 7th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the Serial Number given at the top/beginning of the address slip (posted on envelope). In case the Serial 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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 person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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 option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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.

J. K. Cotton Ltd.

- 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 mailed 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.
16. 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.
 17. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 18. 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.
 19. A copy of this notice has been placed on the website of the Company and on the website of CDSL.
 20. 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. 7th August, 2019.
 22. 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.
 23. 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.
 24. The results shall be declared on or after the Annual General Meeting of the company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the company i.e. www.jkcotton.com within 2 days of passing of the resolutions at the Annual General Meeting of the company.

J. K. Cotton Ltd.

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

ITEM NO. 3: -

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Shri Yadupati Singhania proposed to be re-appointed as Chairman & Managing Director.

Name of the Director	Yadupati Singhania
Age	65
Qualification and Experience	Shri Yadupati Singhania is B. Tech from IIT, Kanpur. He is associated with the Company as Promoter Director since 1987. At present he is acting as the Chairman & Managing Director of the Company. He has vast experience in Textile & Cement Industry. He is acting as Chairman and Managing Director of J.K. Cement Ltd.
Terms and conditions of appointment or re-appointment	Re-Appointment as Chairman & Managing Director, not liable to retire by rotation for a period of five years commencing from 26th May, 2020 to 25th May, 2025 without any remuneration/perquisites
Date of first appointment on the Board	25/03/1987
Shareholding in the Company	As on 31.03.2019, he held 6736158 (28.57%) shares in the Company
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	J. K. Cement Limited, J.K.Traders Limited, Jay Kay Cem (Eastern) Limited, J.K.Cement (Western) Limited, Jaykaycem (Northern) Limited, Yadu International Limited, Ace Investments Private Limited, Express Newspapers Private Limited, Jaykaycem (Central) Limited, Employer's Association of Northern India, Uttar Pradesh Cricket Association, Bhagwandas Goenka Educational Institution
Memberships/Chairmanship of Committee of other Board	None

In the 92nd Annual General Meeting of the Company, the consent of the Company was accorded to the appointment of Shri Yadupati Singhania as Chairman and Managing Director of the Company for a period of five years commencing from 26th May, 2015 to 25th May, 2020. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 29th May, 2019 approved re-appointment of Shri Yadupati Singhania as Chairman & Managing Director of the Company for a period of 5 Years from 26th May, 2020 to 25th May, 2025 on the terms and conditions as recommended by the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board), in exercise of its discretion to alter and vary from time to time, the terms and conditions of the said appointment.

As per Article 95 of the Articles of Association of the Company, Shri Yadupati Singhania, Chairman and Managing Director, whilst holding office as Chairman and Managing Director shall not be subject to retirement by rotation. He will not be entitled to any remuneration and no sitting fees will be paid to him.

As the terms of re-appointment are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V of the said Act, Central Government approval is not required for this re-appointment.

The Board of Directors considered various aspects inter-alia including technical qualification of Shri Yadupati Singhania, his vast experience, his devotion to the Company's affairs and the Company's performance during his tenure as Chairman and Managing Director and hence, recommends the resolution for your approval.

None of the Directors and/or Key managerial Personnel and their relatives except Shri Yadupati Singhania himself and his relatives may be deemed to be concerned or interested in the Resolution.

J. K. Cotton Ltd.

ITEM NO. 4:-

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

Name of the Director	Jagannath Gupta
Age	76
Qualification and Experience	Dr.Jagannath Gupta is M.Com., Ph.D, C.A.I.I.B, D.I.F. He has vast experience in Finance, Banking and Capital Market.He is a member of the CSR Committee and the Chairman of the Audit Committee and Stakeholders' Relationship Committee of the Company. He is also on the Board of Directors of Jaiprakash Power Ventures Limited, RSPL Limited, Prayagraj Power Generation Company Limited & Merchants Chamber Of Uttar Pradesh.
Terms and conditions of appointment or re-appointment	Non-Independent Independent Director
Date of first appointment on the Board	28/07/2003
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	Jaiprakash Power Ventures Limited, RSPL Limited, Prayagraj Power Generation Company Limited & Merchants Chamber Of Uttar Pradesh
Memberships/Chairmanship of Committee of other Board	Member of Audit Committee of RSPL Limited and Chairman of Audit Committee of Prayagraj Power Generation Company Limited

In the 91st Annual General Meeting of the Company, Dr.Jagannath Gupta was appointed as an Independent Director of the Company to hold office for five consecutive years till respective Annual General Meeting i.e. the ensuing Annual General Meeting and being eligible, offers himself for re-appointment and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company proposes his re-appointment as an Independent Director for five consecutive years till respective Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Jagannath Gupta for the office of Director of the Company.

Dr. Jagannath Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Dr. Jagannath Gupta fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board perused the report of performance evaluation of Dr. Jagannath Gupta and evaluated his performance. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Jagannath Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Dr. Jagannath Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Jagannath Gupta, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Summary of the Performance Evaluation Report of Dr. Jagannath Gupta is as follows:

S. No.	Assessment Criteria	Average Rating*
1.	Attendance and participation in the meetings	5
2.	Raising of Concerns to the Board	5
3.	Safeguard of Confidential information	5
4.	Rendering independent, unbiased opinion and resolution of issues at meetings	5
5.	Initiative in terms of new ideas and planning for the Company	5
6.	Safeguarding interest of whistle-blowers under vigil mechanism	5
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any	5

* Average Rating is the average of ratings given by the Directors on a scale of 1-5.

J. K. Cotton Ltd.

ITEM NO. 5: -

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

Name of the Director	Krishna Behari Agarwal
Age	79
Qualification and Experience	Dr. Krishna Behari Agarwal is M. Com., LL.B., Ph.D., AICWA, FCS. He has vast experience in the fields of Finance, Accounts and Capital Market. He was President of U.P. Stock Exchange Ltd. and Merchants' Chamber of Uttar Pradesh. He is a member of the Audit Committee and Stakeholder's Relationship Committee and the Chairman of CSR Committee, Nomination & Remuneration Committee and Committee of Directors of the Company. He is also on the Board of Directors of J.K. Cement Ltd., Jaykay Enterprises Ltd, Key Corp Ltd. & Jaykaycem (Central) Ltd.
Terms and conditions of appointment or re-appointment	Non-Independent Independent Director
Date of first appointment on the Board	09/11/2010
Shareholding in the Company	As on 31.3.2019, he held 5 nos. of equity shares of the Company.
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	J.K. Cement Ltd., Jaykay Enterprises Ltd, Key Corp Ltd. & Jaykaycem (Central) Ltd.
Memberships/Chairmanship of Committee of other Board	Chairman of Audit Committee and Stakeholders' Relationship Committee of J. K. Cement Limited as well as Jaykay Enterprises Limited.

In the 91st Annual General Meeting of the Company, Dr. Krishna Behari Agarwal was appointed as an Independent Director of the Company to hold office for five consecutive years till respective Annual General Meeting i.e. the ensuing Annual General Meeting and being eligible, offers himself for re-appointment and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company proposes his re-appointment as an Independent Director for five consecutive years till respective Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Krishna Behari Agarwal for the office of Director of the Company.

Dr. Krishna Behari Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In the opinion of the Board, Dr. Krishna Behari Agarwal fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board perused the report of performance evaluation of Dr. Krishna Behari Agarwal and evaluated his performance. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Krishna Behari Agarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Dr. Krishna Behari Agarwal as an Independent Director, for the approval by the shareholders of the Company.

The Summary of the Performance Evaluation Report of Dr. Krishna Behari Agarwal is as follows:

S. No.	Assessment Criteria	Average Rating*
1.	Attendance and participation in the meetings	5
2.	Raising of Concerns to the Board	5
3.	Safeguard of Confidential information	5
4.	Rendering independent, unbiased opinion and resolution of issues at meetings	5
5.	Initiative in terms of new ideas and planning for the Company	5
6.	Safeguarding interest of whistle-blowers under vigil mechanism	5
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any	5

* Average Rating is the average of ratings given by the Directors on a scale of 1-5.

Except Dr. Krishna Behari Agarwal, being an appointee, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

J. K. Cotton Ltd.

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

VENUE: Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar Kanpur-208 005

