

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U17111UP1924PLC000275

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACJ3417B

(ii) (a) Name of the company

J. K. COTTON LIMITED

(b) Registered office address

KAMLA TOWER  
KANPUR  
Uttar Pradesh  
208001  
India

(c) \*e-mail ID of the company

harshit@jkcotton.com

(d) \*Telephone number with STD code

05122371478

(e) Website

www.jkcotton.com

(iii) Date of Incorporation

24/10/1924

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

L99999UP1961PLC001187

Pre-fill

Name of the Registrar and Transfer Agent

JAYKAY ENTERPRISES LIMITED

Registered office address of the Registrar and Transfer Agents

KAMLA TOWER  
KANPUR

(vii) \*Financial year From date 01/04/2016 (DD/MM/YYYY) To date 31/03/2017 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 26/07/2017

(b) Due date of AGM 30/09/2017

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	24.71
2	L	Real Estate	L1	Real estate activities with own or leased property	75.29

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	24,500,000	23,577,750	23,577,750	23,577,750
Total amount of equity shares (in Rupees)	245,000,000	235,777,500	235,777,500	235,777,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	24,500,000	23,577,750	23,577,750	23,577,750
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	245,000,000	235,777,500	235,777,500	235,777,500

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000	15,720	15,720	15,720
Total amount of preference shares (in rupees)	5,000,000	1,572,000	1,572,000	1,572,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
6% Non Cumulative Redeemable Preference Shares				
Number of preference shares	25,000	15,720	15,720	15,720
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,500,000	1,572,000	1,572,000	1,572,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8.5% Non Cumulative Redeemable Preference Shares				
Number of preference shares	25,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,500,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	23,577,750	235,777,500	235,777,500	
Increase during the year	0	0	0	0

i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
<b>At the end of the year</b>	23,577,750	235,777,500	235,777,500	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	15,720	1,572,000	1,572,000	
<b>Increase during the year</b>	15,720	1,572,000	1,572,000	0
i. Issues of shares	15,720	1,572,000	1,572,000	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify <div></div>				
<b>Decrease during the year</b>	15,720	1,572,000	1,572,000	0
i. Redemption of shares	15,720	1,572,000	1,572,000	
ii. Shares forfeited	0	0	0	

iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	15,720	1,572,000	1,572,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		12/08/2016	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee		<input type="text"/>	
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,729,996,328
Deposit			0
<b>Total</b>			1,729,996,328

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

816,856,860

**(ii) Net worth of the Company**

931,235,003

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,992,618	46.62284569	15,720	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	11,416,228	48.4194972	0	0
10.	Others PERSON ACTING IN CONCERT	2,063	0.00874977	0	0
	<b>Total</b>	22,410,909	95.05	15,720	100

**Total number of shareholders (promoters)**

11

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	941,824	3.99454571	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0



2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	99,142	0.42048966	0	0
4.	Banks	6,239	0.02646139	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	74,926	0.31778266	0	0
10.	Others Trust & Societies	44,710	0.18962793	0	0
	<b>Total</b>	1,166,841	4.95	0	0

**Total number of shareholders (other than promoters)**

7,494

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7,505

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	11	11
Members (other than promoters)	7,846	7,494
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

<b>A. Promoter</b>	1	1	1	1	28.52	0
<b>B. Non-Promoter</b>	7	0	7	0	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	5	0	5	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	8	1	8	1	28.52	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
YADUPATI SINGHANIA	00050364	Managing Director	6,723,745	
NIDHIPATI SINGHANIA	00171211	Director	0	
VARSHA SINGHANIA	01646846	Director	0	
KRISHNA BEHARI AGARWAL	00339934	Director	5	
ASHOK GUPTA	00135288	Director	0	
JAGANNATH GUPTA	00397952	Director	0	
RAVINDRA KUMAR TADWA	00159472	Director	0	
KRISHNA DAS GUPTA	00374379	Director	0	
PADAM KUMAR JAIN	00176945	Director	30	
HARSHIT GUNANI	ATIPG8557F	Company Secretary	0	
SONALI AGARWAL	BDIPA0994D	CFO	5	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	12/08/2016	7,857	33	93.86

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2016	9	6	66.66666667
2	12/08/2016	9	5	55.55555556
3	24/08/2016	9	3	33.33333333
4	11/11/2016	9	8	88.88888889
5	14/02/2017	9	7	77.77777778

### C. COMMITTEE MEETINGS

Number of meetings held

23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	23/05/2016	4	2	50
2	AUDIT COMM	12/08/2016	4	4	100
3	AUDIT COMM	11/11/2016	4	4	100
4	AUDIT COMM	14/02/2017	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	STAKEHOLDER	23/05/2016	4	3	75
6	STAKEHOLDER	12/08/2016	4	3	75
7	STAKEHOLDER	11/11/2016	4	4	100
8	STAKEHOLDER	14/02/2017	4	3	75
9	CORPORATE	24/08/2016	3	2	66.66666667
10	CORPORATE	13/02/2017	3	2	66.66666667

**D. \* ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	26/07/2017
								(Y/N/NA)
1	YADUPATI SINGH	5	3	60	12	1	8.33333333	No
2	NIDHIPATI SINGH	5	1	20	1	1	100	No
3	VARSHA SINGH	5	1	20	6	1	16.66666667	No
4	KRISHNA BEHRA	5	5	100	23	22	95.65217391	Yes
5	ASHOK GUPTA	5	5	100	18	17	94.44444444	Yes
6	JAGANNATH SINGH	5	4	80	8	8	100	Yes
7	RAVINDRA KUMAR	5	3	60	16	7	43.75	Yes
8	KRISHNA DAS	5	3	60	1	1	100	Yes
9	PADAM KUMAR	5	4	80	4	3	75	No

**X. \* REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARSHITGUNANI	COMPANY SEC	397,928	0	0	0	397,928
2	SONALI AGARWAL	CFO	554,200	0	0	0	554,200
	Total		952,128	0	0	0	952,128

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNA BEHARI	INDEPENDENT	0	0	0	102,000	102,000
2	JAGANNATH GUPTA	INDEPENDENT	0	0	0	52,000	52,000
3	RAVINDRA KUMAR	INDEPENDENT	0	0	0	45,000	45,000
4	KRISHNA DAS GUPTA	INDEPENDENT	0	0	0	21,000	21,000
5	PADAM KUMAR JAIN	INDEPENDENT	0	0	0	38,000	38,000
6	NIDHIPATI SINGHAN	NON EXECUTIVE	0	0	0	8,000	8,000
7	ASHOK GUPTA	NON EXECUTIVE	0	0	0	76,000	76,000
8	VARSHA SINGHAN	NON EXECUTIVE	0	0	0	8,000	8,000
	Total		0	0	0	350,000	350,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

BANTHIA AND COMPANY

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

1405

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

12

dated

10/08/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director



DIN of the director

00135288

To be digitally signed by



☒ Company Secretary

☐ Company secretary in practice

Membership number

32680

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Share Transfer During FY16-17.pdf  
Committee Meetings.pdf  
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Auto-approved By

