



**CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING]**

[Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairperson of the 28th Annual General Meeting of the Equity Shareholders of J.K. CEMENT LIMITED held on Saturday, 13th August, 2022 at 11.00 A.M through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Sub.: Consolidated Results of remote e-voting and e-voting at the Meeting

Reference: 28th Annual General Meeting (the AGM) of the Company held on 13th August, 2022 at 11.00 A.M.

Dear Sir,

I Reena Jakhodia, a Company Secretary in practice, Proprietor of M/s. Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, in respect of the resolutions proposed at the 28th Annual General Meeting of the shareholders of the Company held on Saturday the 13th August, 2022 at 11.00 AM through VC/OAVM, submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
2. In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India, Ministry of Corporate Affairs issued Circular No. dated May 5, 2020



read with circulars dated April 8, 2020, April 13, 2020, December 14, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars") permitting the conduct of Annual General Meeting through Video Conferencing (VC) or other Audio Visual means (OAVM) and has dispensed with the personal presence of the members at the meeting. In terms of the said Circulars, the 28th Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing (VC) / other Audio Visual Means (OAVM). There was no physical meeting of members. The meeting is deemed to have been held at the Registered office of the Company at Kamla Tower, UP, Kanpur.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Participation of members through VC is reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No.20/2020 dated May 05, 2020 and MCA Circular No.2/2021 dated January 13, 2021, 02/2022 May 5, 2022

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to remote e-voting and e-voting through electronic means for the resolutions contained in the Notice to the 28th Annual General Meeting of the Equity Shareholders of J. K. CEMENT LIMITED.

My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by NSDL in the 28th Annual General Meeting in a fair and transparent manner.



104A/47, Ram Bagh, Kanpur - 208 012

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We submit our report as under:

1. The remote e-Voting period commences on Wednesday 10th August, 2022 at 10 A.M. and ended on Friday 12th August, 2022 at 5 P.M.
2. Only the members whose names appears in the register of members as on 6th August,2022 were allowed to cast their votes by remote e-Voting or through Venue voting through VC/ OAVM at AGM, as the case may be.
3. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC/OA VM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL.
6. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Resolution 1: Ordinary Resolution

Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2022

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	389	72961331	99.99
TOTAL	389	72961331	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	5	80	Negligible
TOTAL	5	80	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Resolution 2: Ordinary Resolution

Declare/Confirm dividend of Rs. 15.00 (150%) on Equity Shares of the Company for the Financial year 2021-22.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	390	72975451	99.99
TOTAL	390	72975451	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	5	80	Negligible
TOTAL	5	80	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Sudhir Jalan (DIN 00111118), who retires by rotation and being eligible, offers himself for re-appointment

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	304	60146957	86.37
TOTAL	304	60146957	86.37

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	90	9492617	13.63
TOTAL	90	9492617	13.63

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Special Business

Resolution 4: Ordinary Resolution

To re-appoint M/s. S. R. Batliboi & Co, LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company for five years to hold office from conclusion of 28th AGM till conclusion of 33rd AGM.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	388	72975433	99.99
TOTAL	388	72975433	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	7	98	Negligible
TOTAL	7	98	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.



Resolution 5: Ordinary Resolution

Ratification of remuneration to the Cost Auditors-M/s. K. G. Goyal & Company, Cost Accountants,

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	384	72970233	99.99
TOTAL	384	72970233	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	11	5298	Negligible
TOTAL	11	5298	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Resolution 6: Ordinary Resolution

To Re-classify Mr. Anil Kumar Agarwal, Mr. Kailash Nath Khandelwal jointly with Radha Rani Khandelwal, Mr. Satish Kumar Agarwal, Mrs Radha Rani Khandelwal jointly with Kailash Narh Khandelwal, Mr. Prashant Seth, M/s. G.H. Securities Pvt. Ltd. and M/s. Yadu Securities Pvt. Ltd. from 'Promoter Group/persons Acting in Concert' category to Public category of the Company.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	380	72967809	99.99
TOTAL	380	72967809	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	9	2145	Negligible
TOTAL	9	2145	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.



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Resolution 7: Special Resolution

To approve continuation of Directorship of Mr. Sudhir Jalan (DIN-00111118), aged about 77 years as a Non-Executive Non Independent Director of the Company.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	306	60291086	86.58
TOTAL	306	60291086	86.58

Voted against of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	88	9348488	13.42
TOTAL	88	9348488	13.42

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



Resolution 8: Special Resolution

Issuance of Non-convertible Debentures upto a limit of Rs. 500 Crores on a private placement basis from the conclusion of 28th AGM till one year.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	385	72975316	99.99
TOTAL	385	72975316	99.99

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	9	155	Negligible
TOTAL	9	155	Negligible

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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7. The electronic data containing records of the voting by the members present through Remote E-voting and E-voting at AGM have been handed over to the Company Secretary for safe keeping.

Thanking you,


Yours faithfully,

For Reena Jakhodia & Associates



Company Secretaries
C.P. No.: 6083
UDIN: F006435D000792682

Place: Kanpur
Dated: 13.08.2022

For Reena Jakhodia & Associates


Company Secretaries
CP No. 6083

For J. K. Cement Ltd.


(Shambhu Singh)
Vice President (Legal) Company Secretary
FCS-5836