



# JK Cement LTD.

[CIN : L17229UP1994PLC017199]

**Registered & Corporate Office**

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

**Telephone:** +91-512-2371478/81, **Fax:** +91-512-2399854

**e-mail:** shambhu.singh@jkcement.com **Web:** www.jkcement.com

## POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE IS HEREBY GIVEN** that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) to the extent applicable and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot / Electronic voting (e-voting).

The proposed resolution along with the explanatory statement setting out the material facts thereto is given hereunder. A Postal Ballot Form is also annexed hereto for your action.

The Board of Directors of the Company has appointed Mr. S.K.Gupta, Practicing Company Secretary (FCS No -2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS No.-5639 and CP No.5352 ) as Alternate Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (annexed hereto) and follow the same for voting. Members opting to vote through physical mode i.e., dispatching the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return the same duly completed and signed in the enclosed self-addressed pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.00 P.M. on Monday, 16<sup>th</sup> December, 2019 being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations) the Company is providing e-voting facility as an option to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL to enable the Members to cast their votes electronically. Members desiring to opt for e-voting are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer will submit his report to the Company Secretary of the Company as authorized by the Board and the result of the Postal Ballot will be announced on or before Wednesday, 18<sup>th</sup> December, 2019 by 5.00 P.M. The said result alongwith the Scrutinizer's Report will be displayed at Registered Office of the Company and posted on the Company's website www.jkcement.com and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com). The result will simultaneously be communicated to the Stock Exchanges.

### **To Appoint Shri Sudhir Jalan (DIN: 00111118) as Non- Independent Non-Executive Director of the Company**

To consider and, if thought fit, to give Assent / Dissent , to the following Resolution as a **Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Rules of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended read with Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded to the appointment of Mr. Sudhir Jalan (DIN: 00111118) who has attained the age of 75 years and in respect of whom the company has received a Notice in writing from a member under Section 160 of the Act alongwith requisite deposit , as a Non Executive Director of the Company and his term of office shall be subject to retirement by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters, incidental, consequential and connected therewith."

By Order of the Board  
For **J.K. Cement Limited**

**Date:** 9<sup>th</sup> November, 2019

**Place:** Kanpur

**Shambhu Singh**  
Asst. Vice President (Legal) & Company Secretary

### **Notes :-**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed hereto.
2. Pursuant to the "**Green Initiative** in the Corporate Governance" taken by Ministry of Corporate Affairs, Govt. of India, in 2011, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/

Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Saturday, the 9<sup>th</sup> November, 2019 i.e. the Cut off Date. Any person who is not a Member as on the said Cut off Date should treat this Notice for information purposes only.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. [www.jkcement.com](http://www.jkcement.com), and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).
5. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the Cut off Date.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.
8. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “e-voting procedure”. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.
9. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on or before Wednesday, the 18<sup>th</sup> December, 2019 by 5 P.M., to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The results of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairman on or before 18<sup>th</sup> December, 2019 by 5 P.M. at the Registered and Corporate Office of the Company and shall also be displayed on the Notice Board of the Company's Registered and Corporate Office. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website [www.jkcement.com](http://www.jkcement.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the Stock Exchange.

#### 10. E-Voting procedure :

- (i) The voting period begins on Sunday, the 17<sup>th</sup> November, 2019 at 10 A.M. and will end on Monday, the 16<sup>th</sup> December, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, Saturday, the 9<sup>th</sup> November, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders Tab
- (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](http://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:

PAN	<p><b>For Members holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 e.g. If your name is Ramesh Kumar then enter RA followed by the Sr. No. given at the top/beginning of the address Slip (pasted on envelope).</p>
Dividend Bank Details <b>OR</b> 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> <p>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).</p>

- (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 login/changed 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. iPhone 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](http://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](mailto: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 should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. The Board of Directors of the Company has appointed Mr. S.K.Gupta, Practicing Company Secretary (FCS-2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS-5639 and CP No.-5352) as Alternate Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.
12. All the documents referred to in Resolution/Explanatory Statement will be available for inspection at the Registered and Corporate Office of the Company on all working days from 2 P.M. to 4 P.M. upto the date of declaration of result of Postal Ballot.
13. Resolution passed by the shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority as on the date of declaration of result. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered and Corporate Office of the Company at Kanpur on or before Wednesday, the 18<sup>th</sup> December, 2019 by 5 P.M.
14. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) or [investorservices@jkcement.com](mailto:investorservices@jkcement.com) for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot so as to reach by Monday, the 16<sup>th</sup> December, 2019. Members, holding shares as on Saturday, the 9<sup>th</sup> November, 2019, who had not received postal ballot notice and form may apply to Registrar and Share Transfer Agent of the Company and obtain duplicate copy thereof.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
- i) Mr. Shambhu Singh, Asst. Vice President (Legal) & Company Secretary, J.K.Cement Ltd., Kamla Tower, 29/1, Dwarika

Dhish Road, Kanpur – 208001, U.P., Tel: (0512) 6716624; Email: shambhu.singh@jkcement.com.

- ii) Mr. R.C. Srivastava, Sr. General Manager (Shares), M/s. Jaykay Enterprises Ltd., Registrar & Share Transfer Agent, Kamla Tower, 29/1, Dwarika Dhish Road, Kanpur – 208001, U.P., Tel: (0512) 2371478-81 (Extn:18322); Email: rc.srivastava@jkcement.com.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

The following explanatory statement as required under section 102(1) of the Companies Act, 2013 sets out all material facts relating to business mentioned in the Notice of the Postal Ballot dated 9.11.2019.

The company has received a notice in writing alongwith requisite deposit under section 160 of the Companies Act,2013 from a member proposing the candidature of Shri Sudhir Jalan (DIN 00111118) as a Non-Executive Director of the company. As Shri Sudhir Jalan has attained the age of 75 years, his appointment shall require approval of members by way of Special resolution .

A brief justification for the same is as under:

Shri Sudhir Jalan, 75 years, is a Commerce Graduate and Master in Business Administration. He is premier businessman with business interest in diversified fields for over last 50 years. He has been acting as Chairman and Managing Director of Meenakshi Tea Co. Ltd. and Director in various Public Limited and Private Limited Companies including Chairman in three companies. He was President of All India Management Association (AIMA) and International Chamber of Commerce (ICC) India. He served on the Board of Indian Institute of Management, Kolkata. He presided over Federation of Indian Chamber of Commerce and Industry, apex body of ICC India. He is Honorary Cousul General of Greece in Kolkata. He is also associated with a number of Charitable Institutions. Being a renowned industrialist the induction of Mr. Jalan on the Board will be of a great help in decision making. The Nomination and Remuneration Committee of the Board after considering the suitability of Shri Jalan approved the candidature and the Board of Directors recommends the appointment of Shri Sudhir Jalan as Non Executive Director of the Company for approval of members. .

Except Smt. Sushila Devi Singhania none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the aforesaid resolution.

Relevant details relating to Directorship of Shri Sudhir Jalan as required under the Act, Listing Regulations and Secretarial Standards (SS-2) to the extent applicable are provided as under:

### **BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT**

Name of Director	Shri Sudhir Jalan
Date of Birth	07-11-1944
Nationality	Indian
Date of Appointment on the Board	To be appointed through Special Resolution by way of Postal Ballot/Evoting
Qualification	Commerce Graduate and Master of Business Administration from IISWBM, Kolkata
Expertise in specific area	Commerce and Industry
No. of Shares held in the Company	NIL
List of the directorship held in other Companies*	1. Apollo Gleneagles Hospital Limited 2. Meenakshi Tea Company Limited 3. Meenakshi Cerebrum Properties Ltd. 4. Rice Lake Weighing System India Ltd. 5. Sublime Agro Ltd. 6. The Shahjahanpur Electric Supply Co. Ltd.
Number of Board Meetings attended during the year	N.A.
Chairman / Member in the Committees of the Boards of Companies in which he is Director*	<b>Audit Committee – Member</b> - Apollo Gleneagles Hospital Limited
Remuneration	NIL
Relationship with Director(s), if any	Relative of Smt. Sushila Devi Singhania, Director
Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).	

By Order of the Board  
For **J.K. Cement Limited**

**Date:** 9<sup>th</sup> November, 2019  
**Place:** Kanpur

**Shambhu Singh**  
Asst. Vice President (Legal) & Company Secretary



# JK Cement LTD.

[CIN:L17229UP1994PLC017199]

**Registered & Corporate Office**

Kamla Tower, Kanpur-208001 (U.P.) INDIA

**Phone:** +91-512-2371478 to 81, **Fax: (Office):** +91-512-2399854

**Telefax (Direct):** 91-512-2332665

**E-mail:** shambhu.singh@jkcement.com

**Website:** www.jkcement.com

## POSTAL BALLOT FORM

1. Serial No. :
2. Name and Registered Address of the Sole/First named Shareholder :
3. Name(s) of the Joint Holders, if any :
4. Registered Folio No./DPID No./ Client ID No.\*(\*Applicable to Shareholders holding shares in Dematerialized form) :
5. No. of Equity Shares held :
6. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 9<sup>th</sup> November, 2019 by sending my/our assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below:

Item No.	Description of the Resolution	I/We Assent to the Resolution (For)	I/We dissent to the Resolution(Against)
1.	Special Resolution for approval of appointment of Shri Sudhir Jalan (DIN: 00111118) as Non-Independent Non-Executive Director of the Company.		

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**Signature of the Shareholder**

**Place:**

**Date:**

### **Notes:**

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last Date for receipt of Postal Ballot Form by the Scrutinizer is **16.12.2019 at 5 P.M.**

## INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid business reply envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be duly completed and signed by the sole/first named Member and in his/her absence, by the next named Member, as per specimen signature registered with the Company/RTA.
3. In case of shares held by Companies, Trusts, and Societies etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorization giving requisite authority to the person voting on the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
5. The right of voting by Postal Ballot will not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Form(s) will be rejected and any form mutilated or defaced in such a way that its identity as a genuine form cannot be established shall also not be accepted/entertained.
7. A Member need not use all the votes nor need to cast all the votes in the same way.
8. Member shall not make any amendment to the Resolution or impose any condition while exercising his/her vote.
9. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Monday, 16<sup>th</sup> December, 2019 by 5.00 PM. Postal Ballot Form received after this date will be treated as invalid.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid business reply envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.