



104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9336205217, 9935902244

**CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING & POLLING PAPER]**

**[Pursuant to section 108 of Companies Act, 2013 and Companies
(Management and Administration) Rule, 2014 as amended]**

To,
The Chairman
Twenty First Annual General Meeting
J. K. CEMENT LIMITED
Kamla Tower,
Kanpur-208001

**Twenty First Annual General Meeting of the Equity Shareholders of J.K.
CEMENT LIMITED held on Saturday the 01st of August 2015 at 12.00
Noon**

Dear Sir,

I Reena Jakhodia, Proprietor of Reena Jakhodia & Associates, Company Secretaries, Kanpur has been appointed as Scrutinizer for the purpose of:

1. Scrutinizing the e-voting process (remote e-votong) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 read with Rule 21 of the relevant Rules, on the Resolutions contained in the Notice to the 21st Annual General Meeting of the Equity Shareholders of the Company held on 1st August 2015 at Sir Padampat Singhania Auditorium of The Merchants Chamber of Uttar Pradesh, 14/76 Civil Lines, Kanpur.

The management of the company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and Rules framed relating to voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the 21st 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 CDSL and Polling Papers in the 21st Annual General Meeting in a fair and transparent manner.

Reena Jakhodia





REENA JAKHODIA & ASSOCIATES

Company Secretaries

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We submit our report as under:

1. The remote E-Voting period remained open from 29th July 2015 at 9.00 A.M. up to 31st July 2015 at 5.00 P.M.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 24th July 2015 were entitled to vote electronically on the proposed 8 (Eight) resolutions as mentioned in the Notice of the 21st Annual General Meeting of " J. K. Cement Limited" (Item Number 1 to 8 of the Notice of the 21st AGM of J.K. Cement Limited)
3. Polling through Ballot/Polling Papers was conducted in the 21st Annual General Meeting and the same was recorded by me.
4. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
5. Thereafter results for the both (i.e. remote e-voting and voting through ballot/polling papers at 21st Annual General Meeting) were consolidated.
6. The consolidated result of the voting is as under:

(a) Resolution 1

Adoption of Financial Statements for the year ended 31st March, 2015.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62776205	100%	1	Negligible	Nil	62776206

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(b) Resolution 2

Approval of Dividend for F.Y. 2014-15.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62026145	100%	1	Negligible	Nil	62026146

(c) Resolution 3

Re-appointment of Mr.K.N.Khandelwal as Director who retires by rotation.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62764811	99.98%	11395	0.02%	Nil	62776206

(d) Resolution 4

Appointment of M/s P.L. Tandon & Company, Chartered Accountants as Auditors and fixing their remuneration.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
61714067	98.71%	804441	1.29%	Nil	62518508





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(d) Resolution 5

Appointment of Smt. Sushila Devi Singhania as a Women Director
(Non Executive Non Independent)

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62776205	100%	1	Negligible	Nil	62776206

(e) Resolution 6

Ratification/ Confirmation of remuneration of Cost Auditor for the FY 15-16

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62776198	100%	8	Negligible	Nil	62776206

(f) Resolution 7

Issuance of Privately Placed Non Convertible Debentures upto Rs. 500 Crores during 2015-16 under section 42 & 47 of Companies Act 2013.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62756793	99.97%	19413	0.03%	Nil	62776206





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(g) Resolution 8

Qualified Institutions Placement upto Rs. 300 Crores by way of issuing equity shares of Rs. 10/- each at such price or prices including premium/ discount on each share, to Qualified Institutional Buyers.

Valid Votes in favour of the resolution		Valid Votes against the resolution		Invalid Votes	Total No. of Votes Cast
No. Of Votes	% of total number of valid votes cast	No. Of Votes	& of total number of valid votes cast		
62110561	98.94%	665645	1.06%	Nil	62776206

7. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,

For Reena Jakhodia & Associates

Company Secretaries
C.P. No.: 6083

Place: Kanpur
Dated: 01/08/2015

For Reena Jakhodia & Associates

Company Secretaries
C.P. No. 6083


(DR. K. B. AGARWAL)

CHAIRMAN
21ST ANNUAL GENERAL MEETING.