



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

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

To,
The Chairman
J. K. CEMENT LIMITED
Kamla Tower,
Kanpur-208001

Dear Sir,

The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes-e-voting also) pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and with 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-2 on General Meetings (SS-2) and any other applicable laws and regulations. The resolution relates to the business appended below has been proposed to be passed by the Members as Special Resolution by way of Postal Ballot / electronic voting (e-voting).

The Management of the Company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and the relevant Rules for contents and passing of the resolution contained in the Notice of Postal ballot dated 04th February, 2017.

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 resolution stated above is based on the postal ballot forms submitted by the Members and the reports generated from the e-voting system provided by CDSL.

We submit our report as under:

For Reena Jakhodia & Associates

Company Secretaries
C.P. No. 6083



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1. The Postal Ballot Notice was sent to all the Members/ Beneficiaries, whose names appeared 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 Friday, the 10th February, 2017 i.e. Record Date.
2. The Postal Ballot Notice was 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 the member has requested for a physical copy of the same. Members who have not registered their e-mail address had received the Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
3. The Company has extended the e-voting facility to all the Members to enable them to cast their vote electronically through remote e-voting services provided by CDSL.
4. The voting period began on Thursday, the 16th February, 2017 at 10 A.M. and ended on Friday, the 17th March, 2017 at 5 P.M.
5. All the postal ballots received up to Friday, the 17th March, 2017 at 5 P.M i.e the last date and time fixed by the Company for receipt of the forms, were considered for the scrutiny.
6. After completion of voting, electronic votes have been unblocked in the presence of two witnesses, not in employment of the Company, Mr. Mohit Agarwal R/o 111/209, Harsh Nagar, Kanpur and Mr. Virendra Prakash Sinha R/o Plot No. 59, Gayatri Nagar, Sanigwan Road, Ramadevi, Kanpur. They have signed below in confirmation of the E-Votes being unblocked in their presence:-


(Mohit Agarwal)


(Virendra Prakash Sinha)

7. The votes cast through e-voting were verified by me on the portal of the Central Depository Services Limited.
8. After considering all valid postal ballot forms and electronic voting, the consolidated result of the voting is as under:



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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Resolution

Approval of contract for rendering of expert advisory services by Mr. Paul Heinz Hugentobler , Director (DIN : 00452691) of the Company.

Mode of Voting	Votes Cast FOR		Votes cast AGAINST		Votes cast TOTAL	
	No. of Members Voted	No. of votes cast by them	No. of Members Voted	No. of votes cast by them	Total No. of Members Voted	Total No. of votes cast by them
E-voting	110	5,36,12,648	52	81,37,509	162	6,17,50,157
Physical Postal Ballot	84	2,04,699	4	132	88	2,04,831
Total	194	5,38,17,347	56	81,37,641	250	6,19,54,988
% age of total votes		86.865%		13.135%		100.000%

Thus, the Special Resolution, as aforesaid, has been passed with requisite majority.

The Postal Ballots, all other papers and relevant records relating to electronic voting and polling paper have been handed over to the Asst. Vice President (Legal) & Company Secretary for safe custody.

Thanking you,

Yours faithfully,

For Reena Jakhodia & Associates

Company Secretaries
C.P. No.: 6083

Place: Kanpur
Dated: 17.03.2017

For Reena Jakhodia & Associates

Company Secretaries
C.P. No. 6083