



JK Cement LTD.

CIN : L17229UP1994PLC017199

Registered & Corporate Office :

Kamla Tower, Kanpur-208001, Uttar Pradesh, India

Telephone : 0091-512-2371478/81, **Fax :** 0091-512-2399854

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 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 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 also annexed hereto for your action.

The Board of Directors of the Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. Reena Jakhodia) (C.P. No. 6083), Company Secretary in Practice, to act as 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 Ms. Reena Jakhodia on or before Friday, March 17, 2017, 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.

Special Business

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

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution :-**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for availing the expert advisory services and in this regard Consultancy Agreement dated 17.10.2014 and Supplemental Agreement dated 06.08.2016 entered into with Mr. Paul Heinz Hugentobler, Director of the Company for a period of three years w.e.f. 01.10.2014 to 01.10.2017 on the terms and condition as contained therein including the payment of Consultancy Service Fee of US\$ 1,50,000 per annum plus applicable taxes."

"RESOLVED FURTHER THAT the Board of Directors of the Company (based on recommendation of the Nomination & Remuneration Committee) be and is hereby authorized to further extend the tenure of aforesaid Expert Advisory Service Agreement with Mr. Paul Heinz Hugentobler from time to time on the existing terms and conditions including payment of Consultancy fee and the Board of Directors of the Company is authorized to finalise subject to the applicable provisions of law for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Date : 4th February, 2017

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 Friday, the 10th February, 2017 i.e. Record Date. Any person who is not a Member as on the said record 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, and on the website of CDSL i.e. 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 record 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, by Saturday, the 18th March, 2017 before 5 P.M., to the Chairman or any other Director or 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 Chairman of the Company or any other Director or Company Secretary authorized by the Chairman on or before Saturday 18.3.17 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 Office and Corporate Office. The results declared along with the Scrutinizer’s Report shall also be placed on the Company’s website www.jkcement.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.

10. E-Voting procedure :

- (i) The voting period begins on Thursday, the 16th February, 2017 at 10 A.M. and will end on Friday, the 17th March, 2017 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, Friday, the 10th February, 2017 i.e. Record Date 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.
- (iii) Click on Shareholders.
- (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 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>For Members holding shares in Demat Form and Physical Form</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 OR 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 on or after 30th June 2016. 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The Company has appointed Ms. Reena Jakhodia, Practicing Company Secretaries (C.P No.6083) of Kanpur as the Scrutinizer for conducting the e-voting process in 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. Resolutions passed by the shareholders through Postal Ballot are 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 Saturday, 18th March 2017 at 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 or 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 Friday, the 17th March, 2017. Members, holding shares as on Friday, the 10th February, 2017, who had not received postal ballot notice and form may apply to Registrar 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) The 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) Registrar & Share Transfer Agent, M/s. Jaykay Enterprises Ltd., Kamla Tower, 29/1, Dwarika Dhish Road, Kanpur – 208001, U.P., Tel: (0512) 2371478-81 (Extn:18322); Email: rc.srivastava@jkcement.com.

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

The following explanatory statement is required under section 102(1) of the Companies Act, 2013 set out all material facts relating to business mentioned in the Notice of the Postal Ballot dated 4th February, 2017.

Mr. Paul Heinz Hugentobler is B.Sc., Civil Engineer and completed International Senior Management Programme from Harvard Business School. He joined Siam City Cement Public Co. Ltd., Bangkok as Managing Director and Chairman of Executive Committee, he joined Holcim Ltd. as Senior Vice President and Area Manager. He possess rich experience of world's No.1 Cement Company. He was appointed as Non Executive Non Independent Director in the Board of the Company w.e.f 17.5.2014. Looking into the academic background and decades of cement industry background, the Nomination and Remuneration Committee approved availing of professional services of Mr Hugentobler with the approval of Board/ Committee and accordingly the Company has been availing the services of Mr Hugentobler w.e.f. 1.10.2014 in terms of the Agreement dt 17.10.2014 & dt. 6.8.2016 and the said tenure will expire on 30.9.2017. The area of professional services include expert advices. In the light of explanation and justification given above, it is proposed to ratify the appointment of Mr. Paul Heinz Hugentobler as Consultant for providing expert advices.

The Board of Directors recommends approval of members for the aforesaid Consultancy Agreement with Mr. Paul on agreed terms and conditions including payment of consultancy fees of US \$ 150,000 per annum plus applicable taxes.

Except Mr. Paul Heinz Hugentobler, none of the Director and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the aforesaid resolution.

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

Date : 4th February, 2017

Place : Kanpur

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