

JKCL/35/SE/AGM2018-19

3.8.19

**The Bombay Stock Exchange Ltd.
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001
Scrip Code:532644 (ISIN.INE 823G01014)
Fax No.022-22722041, 22722039, 22723132
Kind Attn: Mr. Sydney Miranda (AGM)**

BY SPEED POST

**National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051
Scrip Code: JKCEMENT (ISIN.INE 823G01014)
Fax No.022-26598237/26598238
Kind Attn: Mr. Hari K (Asstt. V.P.)**

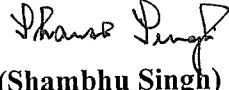
**Sub: Intimation under the Regulation 30(6) read with Schedule III – Part A (13)
of SEBI (LODR) Regulations 2015**

This is to inform you that the 25th Annual General meeting (AGM) of the Members of the Company was held on Saturday the 3rd August, 2019 at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur .

We are also enclosing/uploading the proceedings of the said AGM held on 3rd August, 2019 for your information.

You are requested to kindly take note of the same.

Yours faithfully,
For J.K. Cement Ltd.,


(Shambhu Singh)

Asst. Vice President (Legal) & Company Secretary.

Encl: As above



UNITS:

J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan
J. K. Cement Works, Muddapur

J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania



Proceedings of the 25th Annual General Meeting of the Company held on Saturday the 3rd August, 2019 at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur

Present:- Directors Dr. K.B.Agarwal, Shri K.N.Khandelwal, Shri Achintya Karati, Mr. Paul Heinz Hugentobler, Mr. Saurabh Chandra, Mr. Ashok Sinha, and Shri Suparas Bhandari, Shri Atul Seksaria, Partner, M/s. S.R.Batliboi & Co., LLP, Statutory Auditors, Scrutinizer C.S. Ms. Reena Jakhodia and 67 Share holders/Proxy holders attended the 25th Annual General Meeting.

The meeting commenced at 11 A.M and concluded at 12 Noon.

The Company Secretary introduced the Directors and Dignitaries sitting on the dais and informed the Shareholders that Dr. K.B. Agarwal, Chairman of the Audit Committee and Shri A.K. Saraogi, President (C/A) & CFO are present to answer the queries of the Members,

He further informed the Meeting that Shri Yadupati Singhanian Smt. Sushila Devi Singhanian, Shri R.K.Lohia, Shri J.N.Godbole, Smt. Deepa Gopalan Wadhwa Directors were unable to attend the Annual General Meeting due to unavoidable circumstances.

Shri Yadupati Singhanian, Chairman of the Board being absent the Directors present after discussions elected Dr. K.B.Agarwal to the Chair pursuant to the provisions of Article 68 of the Articles of Association of the Company. Dr. Agarwal thereafter occupied the Chair and acted as Chairman of the meeting. As the requisite quorum was present, Chairman called the meeting to order. The Members were informed the following:-

- The Company has received 24 proxies for 4,52,30,704 equity shares comprising 58.54% of the total shareholding.
- Notice convening the AGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the business stated under item Nos. 4 and 16 was sent to all members by e-mail whose email addresses were registered with the Company/Depository Participant(s). To all the other members who have not registered their email address, physical copy of the notice has been sent by courier and that the Notice of AGM was also available on the, CDSL, BSE, NSE and Company's website www.jkcement.com
- Chairman then declared the meeting as open. He thereafter addressed the meeting and requested the Company Secretary to read out the Speech of Chairman and Managing Director which the Company Secretary adhered to. With the permission of the shareholders present the notice of the AGM was taken as read and then items of the Notice were taken up for approval of the shareholders.
- Chairman then requested the Company Secretary to read the Independent Auditors' Report (both standalone and consolidated).
- After the Auditors' Report was read, members present were given opportunity to ask questions on standalone and consolidated accounts and seek clarifications. With the

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permission of the Chair it was informed that in compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014 and Regulation 44 of the SEBI (LODR) Regulations 2015 the Company conducted e-voting from Wednesday 31st July, 2019 at 10 A.M. to Friday 2nd August, 2019 at 5 P.M. on all the 16 resolutions through CDSL. During e-voting 202 shareholders comprising 7,05,59,433 votes constituting 91.32% has been received. Members entitled to vote but have not voted electronically were offered facility of ballot paper for casting their vote physically. The Chairman thereafter ordered voting through ballot paper taken on all the resolutions set out in the Notice after all the resolutions were moved. The ballot papers would be issued from the verification counter of venue. The Board of Directors appointed Ms. Reena Jakhodia, a Company Secretary in whole time practice as scrutinizer to scrutinize the voting process (e-voting, ballot through post & voting through ballot at the AGM) in a fair and transparent manner. The blank ballot papers were verified by Scrutinizer and transparent empty ballot box was opened and shown to the Scrutinizer and Shareholders. The Company Secretary informed the Members that the combined report (e-voting and ballot) of scrutinizer would be available after physical polling is over, conclusion of Annual General Meeting and would be posted on the Notice Board at the Registered Office, website of the Company at www.jkcement.com and the CDSL website. The result would also be intimated to BSE and NSE. The report of Scrutinizer would also be available and kept open for inspection of the Shareholders at the Registered Office within 48 hours.

- The ballot papers were issued. The Members or proxies/representatives attending on behalf of members filled and signed the ballot paper and put the same in the ballot box kept in front of the stage.
- Ms. Reena Jakhodia, a Company Secretary in whole time practice acted as scrutinizer and scrutinized the voting process (e-voting, ballot through post & voting through ballot at the AGM) in a fair and transparent manner.
- He then moved the following resolutions which were duly proposed and seconded and were then put to vote through ballot paper (to be voted by only those shareholders who have not voted earlier through e-voting):-

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CIN : L17229UP1994PLC017199

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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Resolution No.	Particulars of the Resolutions
	Ordinary Business/Ordinary Resolution
1.	Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2019.
2.	Approval of dividend for 2018-19
3.	Re-appointment of Mr. Paul Heinz Hugentobler (DIN 00452691) as Director who retires by rotation.
	Special Business/Ordinary Resolution
4.	Ratification of remuneration to Cost Auditors for 2019-20
	Special Business/Special Resolutions
5.	Appointment of Smt. Deepa Gopalan Wadhwa (DIN 07862942) as an Independent Woman Director
6.	Appointment of Mr. Saurabh Chandra (DIN 02726077) as an Independent Director
7.	Appointment of Mr. Ashok Sinha (DIN 00070477) as an Independent Director
8.	Reappointment of Mr. Achintya Karati (DIN 00024412) as an Independent Director
9.	Reappointment of Mr. Jayant Narayan Godbole (DIN 00056830) as an Independent Director.
10.	Reappointment of Mr. Suparas Bhandari (DIN 00159637) as an Independent Director
11.	Reappointment of Mr. Raj Kumar Lohia (DIN 00203659) as an Independent Director
12.	Reappointment of Dr. Krishna Behari Agarwal (DIN 00339934) as an Independent Director.
13.	To approve the continuation of Directorship of Mrs. Sushila Devi Singhanian (DIN 00142549)
14.	To approve the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250)
15.	Issuance of Private Placed Non Convertible Debentures upto Rs. 500 Crores during 2019-20 under Section 42 & 71 of Companies Act, 2013
16.	Appointment of Mr. Yadupati Singhanian (DIN 00050364) as Managing Director

The scrutinizer Ms. Reena Jakhodia thereafter was advised to start the voting process through ballots and the Company Secretary to oversee the voting process.

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The Members were thereafter informed that the result of the voting would be declared within two days from the conclusion of the meeting and that Shri Shambhu Singh, Company Secretary was authorised to announce the results. It was further informed that the result will be posted on the Notice Board at the Registered Office, website of the Company at www.jkcement.com and the CDSL website. The result will also be intimated to the Stock Exchanges viz. the BSE and NSE where the share of the Company are listed.

After conclusion of the voting process the meeting ended at 11.45 A.M. with a vote of thanks to the Chair.





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