



**SCRUTINIZER'S REPORT
[E-VOTING]**

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

To,

The Chairman of the 26th Annual General Meeting of the Equity Shareholders of J. K. CEMENT LIMITED held on Friday, 14th August, 2020 at 12.00 Noon through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Sub.: Consolidated Results of remote e-voting and e-voting at the Meeting

Reference: 26th Annual General Meeting (the AGM) of the Company held on 14th August, 2020 at 12.00 Noon

Dear Sir,

I Reena Jakhodia, a Company Secretary in practice, Proprietor of Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer by the Board of Directors of J.K. Cement Limited for the purpose of:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services Limited (CDSL).
2. In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India, Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, permitting the conduct of Annual General Meeting through Video Conferencing (VC) or other Audio Visual means (OAVM) and has dispensed with the personal presence of the members at the meeting. In terms of the said Circulars, the 26th Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing (VC) / other Audio Visual Means (OAVM). There was no physical meeting of members. The meeting is deemed to have been held at the Registered office of the Company at Kamla Tower, UP, Kanpur.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. However, in pursuance of Section



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

112 and Section 113 of the Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate could attend the AGM through VC/OAVM and cast their votes through e-voting.

4. Participation of members through VC is reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 5, 2020

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed relating to remote e-voting and e-voting through electronic means for the resolutions contained in the Notice to the 26th 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 in the 26th Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The remote e-Voting period commenced on Tuesday 11th August, 2020 at 10 A.M. and ends on Thursday 13th August, 2020 at 5 P.M.
2. Only the members whose names appears in the register of members as on 7th August, 2020 were allowed to cast their votes by remote e-Voting or through Venue voting through VC/ OAVM at AGM, as the case may be.
3. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC/OA VM and



who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.

5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL.
6. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Resolution 1: Ordinary Resolution

Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2020

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	247	7,13,10,825	100.00%
TOTAL	247	7,13,10,825	100.00%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	1	47	0.00
TOTAL	1	47	0.00

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

**Resolution 2: Ordinary Resolution**

Declare/Confirm dividend of Rs. 7.50 (75%) on Equity Shares of the Company for the Financial year 2019-20.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	260	7,26,20,696	100.00%
TOTAL	260	7,26,20,696	100.00%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	1	47	0.00
TOTAL	1	47	0.00

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates
Company Secretaries
CP No. 6083

**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Smt. Sushila Devi Singhania aged about 84 years (DIN 00142549), who retires by rotation pursuant to the provisions of Article 90 of the Article of Association of the Company and being eligible offers herself for re-appointment

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	178	4,78,37,029	67.28%
TOTAL	178	4,78,37,029	67.28%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	67	1,11,10,124	15.63%
TOTAL	67	1,11,10,124	15.63%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
2	1,21,50,155	Voted casted by self and Son

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083

**Special Business****Resolution 4: Ordinary Resolution**

Ratification of remuneration to Cost Auditors for 2019-20.

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	256	72617075	100.00%
TOTAL	256	72617075	100.00%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	1	47	0.00%
TOTAL	1	47	0.00%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	

Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.

For Reena Jakhodia & Associates
Company Secretaries
CP No. 6083

**Resolution 5: Special Resolution**

Issuance of Private Placed Non-Convertible Debentures upto Rs. 500 Crores during the F.Y. 2020-21

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	256	7,26,17,075	100.00
TOTAL	256	7,26,17,075	100.00

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	1	47	0.00%
TOTAL	1	47	0.00%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

**Resolution 6: Special Resolution**

Approve the continuation of Directorship of Smt. Sushila Devi Singhania aged about 84 years (DIN: 00142549)

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	177	4,78,539,92	67.31%
TOTAL	177	4,78,539,92	67.31%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	68	1,10,93,161	15.60%
TOTAL	68	1,10,93,161	15.60%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
2	1,21,50,155	Voted casted by self and Son

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

**Resolution 7: Special Resolution**

Regularisation of Additional Director, Mr. Raghavpat Singhania (DIN: 02426556), by appointing him as Executive Director of the Company

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	227	7,07,43,814	99.58
TOTAL	227	7,07,43,814	99.58

Voted against of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	17	3,01,374	0.42%
TOTAL	17	3,01,374	0.42%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
2	420	Voted casted by self and brother

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



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

Resolution 8: Special Resolution

Regularisation of Additional Director, Mr. Madhavkrishna Singhania (DIN:07022433), by appointing him as Executive Director of the Company

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	227	7,07,43,814	99.58%
TOTAL	227	7,07,43,814	99.58%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	17	301374	0.42%
TOTAL	17	3,01,374	0.42%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
2	420	Voted casted by self and brother

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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

Resolution 9 :Special Resolution

Regularisation of Additional Director, Mr. Ajay Kumar Saraogi (DIN: 00130805), by appointing him as Executive Director of the Company

Voted in Favour of the resolution

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	228	7,07,36,346	99.56%
TOTAL	228	7,07,36,346	99.56%

Voted against of the resolution

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote caste
Remote e-voting and E-voting at AGM	16	3,00,874	0.42%
TOTAL	16	3,00,874	0.42%

Invalid Votes

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
2	8,388	Voted casted by self and wife

Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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

7. The electronic data containing records of the voting by the members present through Remote evoting and E-voting at AGM have been handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Reena Jakhodia & Associates

Company Secretaries

C.P. No.: 6083

UDIN: F006435B000580228

Place: Kanpur

Dated: 14.08.2020

For Reena Jakhodia & Associates
Company Secretaries
CP No. 6083