

S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
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SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Company Secretary
J.K. CEMENT LIMITED
Kamla Tower,
KANPUR- 208001 (U.P.).

Dear Sir,

I, S.K.Gupta, Company Secretary in practice appointed by the Board of Directors of **J.K. CEMENT LIMITED** (the 'Company') as a Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner in respect of the resolution contained in the Postal Ballot Notice dated 31st August, 2020, do hereby submit my Report as under:-

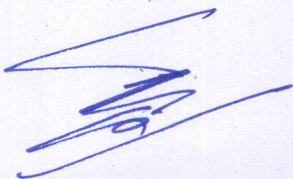
1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the special resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to submit Scrutinizer's Report of the total votes cast through e-voting in 'favour' or 'against' the resolutions.

2(i) Due to intermittent non-availability of postal and courier services on account of threat posed by COVID-19 pandemic situation and in accordance with the



Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April, 2020 and 22/2020 dated 15th June, 2020 ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and pursuant to Rule 20 and 22(3) of the Companies (Management and Administration) Rules, 2014, the Company issued a public notice by way of advertisement published on 1st September, 2020 in Business Standard (English Newspaper), Business Standard (Hindi Newspaper) and in Hindustan (Hindi Newspaper) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot / e-voting shall be sent only through electronic mode to all the Members of the Company who have registered their e-mail IDs with the Depository Participants / Registrar and Transfer Agents("RTA") of the Company and the manner of registration of e-mail IDs by the Members (both physical and demat) who are yet to register their e-mail IDs with the Company and regarding the completion of dispatch of Postal Ballot Notice by e-mail and containing all the matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

- (ii) The Company has on 31st August, 2020 completed the dispatch of Postal Ballot Notice dated 31st August, 2020 by sending e-mail to its members whose e-mail addresses were registered with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Transfer Agent i.e. Jaykay Enterprises Limited ("RTA") and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited and Central Depository Services (India) Limited as on Friday, 28th August, 2020, being the "Cut-off Date" fixed for the purposes of e-voting for Postal Ballot.



3. The Company has in light of the MCA Circulars, offered facility to the members who have not registered their email address and in consequence could not receive the Postal Ballot Notice to temporarily get their email address registered, by contacting or writing a mail to Mr. Prabhat Mishra, Senior Manager and Company Secretary, Jaykay Enterprises Limited, Registrar and Share Transfer Agent at the email Id prabhat.mishra@jkcement.com or Mr. Shambhu Singh, Assistant Vice President (Legal) and Company Secretary at the email id shambhu.singh@jkcement.com or investor.services@jkcement.com. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the User Id and Password to enable remote e-voting for the Postal Ballot.
4. The physical copy of the Postal Ballot Notice along with the Postal Ballot Forms and postage pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Hence, the communication of the 'Assent' or 'Dissent' by the Members took place through the remote e-voting process only.
5. The Postal Ballot Notice along with the Explanatory Statement was uploaded on the website of the Company i.e. [https:// www.jkcement.com](https://www.jkcement.com) and on the website of the CDSL i.e. <https://cdslindia.com>. The results of the Postal Ballot through remote e-voting will also be made available on these websites.
6. The Company has offered remote e-voting through M/s Central Depository Securities Limited ('CDSL') and our report contains the details of voting through remote e-voting only.



7. The facility of e-voting remained open from 9.00 A.M. on Tuesday, 1st September, 2020 to 5.00 P.M. on Wednesday, 30th September, 2020.
8. We have unblocked the votes cast through remote e-voting in the presence of Ms. Divya Saxena and Ms. Kamini Gupta who were not in the employment of the Company.
9. Summary of result of Remote e-voting on Postal Ballot is given below:

1. Special Resolution for approval of Appointment and Re-Designation of Mr. Raghavpat Singhania (DIN: 02426556) from Executive Director (Corporate & White Cement) to Managing Director of the Company.

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
A.	The Members who voted with Assent (Favour) for the Resolution	318	6,01,33,018	77.82	99.70
B.	The members who voted with Dissent (Against) for the Resolution	19	1,81,891	0.23	0.30
	TOTAL (A+B)	337	6,03,14,909	78.05	100

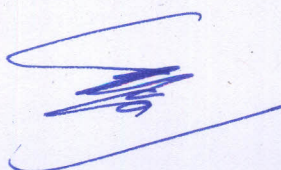
Result: As the votes cast by the members in favour of the resolution are more than three

times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.

2. Special Resolution for approval of Appointment and Re-Designation of Mr. Madhavkrishna Singhania (DIN: 07022433) from Executive Director (Grey Cement) to Deputy Managing Director and Chief Executive Officer of the Company.

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
A.	The Members who voted with Assent (Favour) for the Resolution	318	6,01,33,018	77.82	99.70
B.	The members who voted with Dissent (Against) for the Resolution	19	1,81,891	0.23	0.30
	TOTAL (A+B)	337	6,03,14,909	78.05	100

Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.



3. Special Resolution for approval of Appointment and Re-Designation of Mr. Ajay Kumar Saraogi (DIN: 00130805) from Executive Director and Chief Financial Officer to Deputy Managing Director and Chief Financial Officer of the Company.

Particulars		No. of Members who voted electronically	Total No. of votes cast	% of Total votes cast to Paid-up Equity Share Capital	% of votes cast to Total votes cast
A.	The Members who voted with Assent (Favour) for the Resolution	316	6,01,55,456	77.85	99.70
B.	The members who voted with Dissent (Against) for the Resolution	21	1,81,913	0.23	0.30
	TOTAL (A+B)	337	6,03,37,369	78.08	100
Result: As the votes cast by the members in favour of the resolution are more than three times of the votes cast against the resolution, the proposed resolution has been passed as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.					

10. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Person authorized by him for safe keeping.

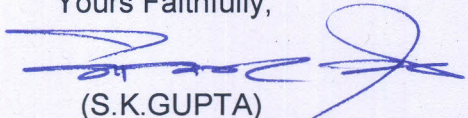


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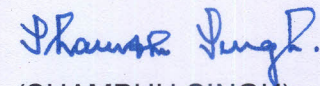
11. You may accordingly declare the results of the e-voting for Postal Ballot.

Thanking you,
Yours Faithfully,



(S.K.GUPTA)
Practising Company Secretary
F.C.S -2589
C.P – 1920
UDIN: F002589B000835168

Countersigned by



(SHAMBHU SINGH)
Company Secretary

Place: Kanpur
Date: 1st October, 2020