



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

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

To,

The Chairman of the 24th Annual General Meeting of the Equity Shareholders of J. K. CEMENT LIMITED held on Saturday, 28th July, 2018 at 11.30 A.M. at Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76 Civil Lines, Kanpur.

Twenty Fourth Annual General Meeting of the Equity Shareholders of J.K. CEMENT LIMITED held on Saturday the 28th of July 2018 at 11.30 A.M.

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. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of The Companies (Management & Administration) Rules, 2014 as amended (Rules), on the Resolutions contained in the Notice to the 24th Annual General Meeting of the Equity Shareholders of the Company held on 28th July 2018 at Sir Padampat Singhania Auditorium of The Merchants Chamber of Uttar Pradesh, 14/76 Civil Lines, Kanpur.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed relating to e-voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the 24th 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



REENA JAKHODIA & ASSOCIATES

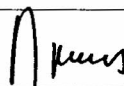
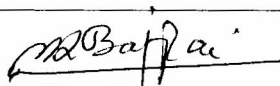
Company Secretaries

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

resolutions stated above based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the 24th Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The E-Voting period remained open from 25th July 2018 at 10.00 A.M. up to 27th July, 2018 at 5.00 P.M.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 21st July 2018 were entitled to vote electronically on the proposed 6 (six) resolutions as mentioned in the Notice of the 24th Annual General Meeting of "J. K. Cement Limited" (Item Number 1 to 6 of the Notice of the 24th AGM of J.K. Cement Limited)
3. Polling through Ballot / Polling Papers was conducted in the 24th Annual General Meeting and the same was recorded by me.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized and signed. They have signed below in confirmation of the box being opened in their presence:

Signature		Signature	
Name:	Shri R.C. Srivastava	Name:	Smt. Kamla Bajpai Jointly with Shri Mithilesh Bajpai
Address:	15/214A, Doodwala Bungla, Civil Lines, Kanpur	Address:	41, Ponj Road, Shukla Ganj, Unnao
Folio No.	441975	Folio No.	402153

5. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
6. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 24th Annual General Meeting) were consolidated.
7. The consolidated result of the voting is as under:

For Reena Jakhodia & Associates

**Resolution 1: Ordinary Resolution**

Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2018.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,07,66,410	0	0	6,07,66,410	100.000	0.000
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,11,84,528	0	0	6,11,84,528	100.000	0.000

Resolution 2: Ordinary Resolution

Approval of Dividend for F.Y. 2017-18.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,10,51,414	0	0	6,10,51,414	100.000	0.000
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,14,69,532	0	0	6,14,69,532	100.000	0.000

Resolution 3: Ordinary Resolution

Re-appointment of Mr. Kailash Nath Khandelwal (DIN 00037250) as Director who retires by rotation.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,01,31,240	15,201	0	6,01,46,441	99.975	0.025
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,05,49,358	15,201	0	6,05,64,559	99.975	0.025

**Resolution 4: Ordinary Resolution**

Ratification/confirmation of remuneration of Cost Auditor for the FY 2018-19.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,10,51,399	15	0	6,10,51,414	100.000	0.000
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,14,69,517	15	0	6,14,69,532	100.000	0.000

Resolution 5: Special Resolution

Issuance of Private Placed Non-Convertible Debentures upto Rs. 500 Crores during 2018-19 under Section 42 and 71 of Companies Act 2013.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,10,17,553	33,861	0	6,10,51,414	99.945	0.055
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,14,35,671	33,861	0	6,14,69,532	99.945	0.055

Resolution 6: Special Resolution

Raising of funds through issue of Equity Shares.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	6,10,47,748	3,666	0	6,10,51,414	99.994	0.006
By Poll	4,18,118	0	0	4,18,118	100.000	0.000
Total	6,14,65,866	3,666	0	6,14,69,532	99.994	0.006

For Reena Jakhodia & Associates



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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8. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,

For Reena Jakhodia & Associates For Reena Jakhodia & Associates

Company Secretaries
C.P. No.: 6083

Company Secretaries
CP No. 6083

Place: Kanpur
Dated: 28/07/2017

Countersigned by:
For J.K. Cement Ltd.

Shambhu Singh
AVP (Legal) & Company Secretary