

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 28th May, 2021, 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 ordinary resolution proposed in the Notice of 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 resolution.

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 General Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 ('MCA Circulars') and pursuant to Rules 20 and 22(3) of the Companies (Management and Administration) Rules, 2014, the Company issued public notice by way of advertisement published on 31st May, 2021 in Business Standard (English Newspaper), Business Standard and Hindustan (Hindi Newspaper) giving intimation to its Members that the Postal Ballot Notice containing the resolution 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 29th May, 2021 completed the dispatch of Postal Ballot Notice dated 28th May, 2021 by sending e-mails to 42,590 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 May, 2021, 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, Head (Legal) and Company Secretary at the email id shambhu.singh@jkcement.com or investorservices@jaykayenterprises.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 General 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 Monday, 31st May, 2021 to 5.00 P.M. on Tuesday, 29th June, 2021.

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. Ordinary Resolution to approve the Re-classification of Mrs. Kavita Y. Singhania from the 'Promoter Group Category' to 'Public Category'.

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
	Total No. of members who voted electronically and votes cast	492	6,75,88,741	87.47	100.00
	Less: Invalid votes*	1	33,35,957	4.32	4.94
	Total No. of valid votes	491	6,42,52,784	83.15	95.06
A.	Members who voted with Assent (Favour) for the Resolution	384	6,04,28,088	78.20	94.05
	Sub-Total (A)	384	6,04,28,088	78.20	94.05

P. Kumar Singh



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B.	Members who voted with Dissent (Against) for the Resolution	107	38,24,696	4.95	5.95
	Sub-Total (B)	107	38,24,696	4.95	5.95
	TOTAL (A+B)	491	6,42,52,784	83.15	100

**Votes cast by Mrs. Sushila Devi Singhania are not been considered as invalid for the purpose of determining the voting results as she being a person related to the Promoter seeking re-classification within the meaning of sub-clause (b) of sub-regulation(1) of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .*

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

10. All relevant records relating to e-voting process will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot (remote e-voting) and the same shall be handed over thereafter to the Company Secretary for safe keeping.

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: F002589C000563261



Countersigned by

(Signature of Shambhu Singh)

(SHAMBHU SINGH)

Company Secretary

Place: Kanpur

Date: 1st July, 2021

