



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

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

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

To,

The Chairman of the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of J. K. CEMENT LIMITED held on Saturday, 29<sup>th</sup> July, 2017 at 12.30 P.M. at Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76 Civil Lines, Kanpur.

**Twenty Third Annual General Meeting of the Equity Shareholders of J.K.  
CEMENT LIMITED held on Saturday the 29<sup>th</sup> of July 2017 at 12.30 P.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 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the Company hld on 29<sup>th</sup> July 2017 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 evoting 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 23<sup>rd</sup> 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

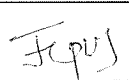
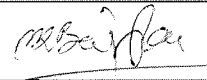


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resolutions stated above based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the 23<sup>rd</sup> Annual General Meeting in a fair and transparent manner.

We submit our report as under:

1. The E-Voting period remained open from 26<sup>th</sup> July 2017 at 10.00 A.M. up to 28<sup>th</sup> July, 2017 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. 22<sup>nd</sup> July 2017 were entitled to vote electronically on the proposed 7 (seven) resolutions as mentioned in the Notice of the 23<sup>rd</sup> Annual General Meeting of " J. K. Cement Limited" ( Item Number 1 to 7 of the Notice of the 23<sup>rd</sup> AGM of J.K. Cement Limited)
3. Polling through Ballot / Polling Papers was conducted in the 23<sup>rd</sup> 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 J.C. Pandey	Name:	Smt. Kamla Bajpai Jointly with Shri Mithilesh Bajpai
Address:	119/357, Darshan Purwa, Kanpur	Address:	41, Poni Road, Shukla Ganj, Unnao
Folio No.	488763	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 23<sup>rd</sup> Annual General Meeting) were consolidated.
7. The consolidated result of the voting is as under:



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**Resolution 1: Ordinary Resolution**

Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2017.

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	6,22,96,562	0	0	6,22,96,562	100	0
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,25,59,947</b>	<b>0</b>	<b>0</b>	<b>6,25,59,947</b>	<b>100</b>	<b>0</b>

**Resolution 2: Ordinary Resolution**

Approval of Dividend for F.Y. 2016-17.

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	6,26,29,627	0	0	6,26,29,627	100	0
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,28,93,012</b>	<b>0</b>	<b>0</b>	<b>6,28,93,012</b>	<b>100</b>	<b>0</b>

**Resolution 3: Ordinary Resolution**

Re-appointment of Mr. Paul Heinz Hugentobler (DIN 00452691) 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	6,19,67,775	82,954	0	6,20,50,729	99.87	0.13
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,22,31,160</b>	<b>82,954</b>	<b>0</b>	<b>6,23,14,114</b>	<b>99.87</b>	<b>0.13</b>



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**Resolution 4: Ordinary Resolution**

Appointment of M/s S. R. Batliboi & Co., LLP, Chartered Accountants as Auditors for FY 2017-18 and fixing their remuneration.

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	6,26,29,627	0	0	6,26,29,627	100	0
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,28,93,012</b>	<b>0</b>	<b>0</b>	<b>6,28,93,012</b>	<b>100</b>	<b>0</b>

**Resolution 5: Ordinary Resolution**

Ratification /confirmation of remuneration of Cost Auditor for the FY 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	6,26,29,627	0	0	6,26,29,627	100	0
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,28,93,012</b>	<b>0</b>	<b>0</b>	<b>6,28,93,012</b>	<b>100</b>	<b>0</b>

**Resolution 6: Special Resolution**

Issuance of Private Placed Non-Convertible Debentures upto Rs. 500 Crores during 2017-18 under section 42 & 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	6,24,99,411	1,30,216	0	6,26,29,627	99.79	0.21
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,27,62,796</b>	<b>1,30,216</b>	<b>0</b>	<b>6,28,93,012</b>	<b>99.79</b>	<b>0.21</b>

For Reena Jakhodia & Associates



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**Resolution 7: Special Resolution**

Qualified Institutions Placement for an amount not exceeding Rs. 1000 crores (Rupees One Thousand Crores) only by way of issuing equity shares of Rs. 10 each at such price or prices on each share, to Qualified Institutional Buyers.

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	6,02,37,516	23,92,111	0	6,26,29,627	96.18	3.82
By Poll	2,63,385	0	0	2,63,385	100	0
<b>Total</b>	<b>6,05,00,901</b>	<b>23,92,111</b>	<b>0</b>	<b>6,28,93,012</b>	<b>96.18</b>	<b>3.82</b>

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

Company Secretaries  
C.P. No.: 6083

Place: Kanpur  
Dated: 29/07/2017

For Reena Jakhodia & Associates

Company Secretaries  
C.P. No. 6083

Countersigned by:  
For J.K. Cement Ltd.

  
Shambhu Singh  
AVP (Legal) & Company Secretary