

S. K. GUPTA
F.C.S.

S.K. Gupta & Co.
Company Secretaries
9, Roland Complex
Upper Floor, 37/17
Westcott Building,
The Mall,
Kanpur-208001 (U.P.)
Cell: 9415042137
9415504016
E-mail :sk_gupta1@rediffmail.com

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 resolutions contained in the Postal Ballot Notice dated 2nd April, 2024, 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 through e-voting in respect of the Special Resolutions proposed in the Postal Ballot Notice 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) In accordance with the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 as amended ("the Act") read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), the Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April,

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2020, 20/2020 dated 20th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting, the Company issued a public notice by way of advertisement published on 3rd April, 2024 in 'Business Standard' (English and Hindi Newspaper — All India Edition) and also in 'Hindustan' (Hindi-Kanpur Edition, having wide circulation in the district where the registered office of the Company is situated) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot by remote e-voting process has been 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 other matters as required under the Companies Act, 2013 and relevant rules framed thereunder.

- (ii) The Company has on 2nd April, 2024 completed the dispatch of Postal Ballot Notice dated 2nd April, 2024 by sending e-mail through National Securities and Depository Limited to the members whose e-mail addresses were registered

with the Company or with the Depositories / Depository Participants or with the Company's Registrar and Share Transfer Agent i.e. NSDL Database Management Limited ("NDML") and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities and Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on Friday, 29th March, 2024, the "Cut-off Date" fixed for the purpose 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 an e-mail to Mr. Sunil Kamble, from NDML, Registrar and Transfer Agent at the email id- sunilk@nsdl.com or Mr. Shambhu Singh, Vice President and Company Secretary at the email id shambhu.singh@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), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, on

the website of the RTA i.e. www.ndml.in and also on the website of the NDSL i.e. www.evotingnsdl.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 National Securities Depository Limited ('NDSL') 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 Thursday, 4th April, 2024 to 5.00 P.M. on Friday, 3rd May, 2024.
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 appointment of Ms. Praveen Mahajan (DIN: 07138514) as Non-Executive Independent Director of the Company for a period of 5 (Five) consecutive years commencing from 15th February, 2024 till 14th February, 2029.**

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	618	7,09,15,457	91.78	99.94

	with Assent (Favour) for the Resolution				
B.	The members who voted with Dissent (Against) for the Resolution	25	40,282	0.05	0.06
	TOTAL (A+B)	643	7,09,55,739	91.83	100
<p>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 with requisite majority.</p>					

2. Special Resolution for appointment of Mr. Rakesh Sethi (DIN: 02420709) as Non-Executive Independent Director of the Company for a period of 5 (Five) consecutive years commencing from 6th March, 2024 till 5th March, 2029.

Particulars	No. of Members who voted	Total No. of votes cast	% of Total votes cast to Paid-up	% of votes cast to Total votes cast
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		electronically		Equity Share Capital	
A.	The Members who voted with Assent (Favour) for the Resolution	615	7,09,15,274	91.78	99.94
B.	The members who voted with Dissent (Against) for the Resolution	26	40,292	0.05	0.06
	TOTAL (A+B)	641	7,09,55,566	91.83	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 with requisite majority.

3. Special Resolution to accord approval for increase in the borrowing limit of the Company pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.

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	611	7,08,33,322	91.67	99.83
B.	The members who voted with Dissent (Against) for the Resolution	33	1,22,228	0.16	0.17
	TOTAL (A+B)	644	7,09,55,550	91.83	100
<p>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 with requisite majority.</p>					

4. Special Resolution to accord approval for creation of charge and/or mortgage on the assets of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

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	599	7,08,32,773	91.67	99.83
B.	The members who voted with Dissent (Against) for the Resolution	42	1,22,632	0.16	0.17
	TOTAL (A+B)	641	7,09,55,405	91.83	100

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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 with requisite majority.

10. All the relevant records connected with Postal Ballot through e-voting process 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 Company Secretary for safe keeping.

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

Thanking you,
Yours Faithfully,

Countersigned by

(S.K.GUPTA)

Practicing Company Secretary

F.C.S -2589

C.P – 1920

UDIN: F002589F000310481

(SHAMBHU SINGH)

Company Secretary

Place: Kanpur

Date: 4th May, 2024