

MINUTES FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT AND THE RESULTS OF THE SAME WAS DECLARED ON 17TH DECEMBER, 2019 AT 6 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT KAMLA TOWER, KANPUR – 208 001, U.P.

Present:

- 1) Dr. K.B. Agarwal - Director acted as Chairman
- 2) Mr Shambhu Singh - Asst. Vice President (Legal) & Company Secretary, acting as Compliance Officer
- 3) Mr. S. K. Gupta - Scrutinizer (Practicing Company Secretary)

Dr. K.B. Agarwal, in absence of Chairman and Managing Director took the Chair and welcomed others present for announcement of results of postal ballot carried out by the Company. The Meeting commenced at 6 P.M.

The Chairman informed that the Company on 16.11.19 completed dispatch of the Postal Ballot Notice dated 9th November, 2019, issued pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('the Act'), Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulation 2015 and Secretarial Standard on General Meetings (SS-2) for passing of Special Resolution pursuant to provisions of Section 152 of Companies Act, 2013 read with Regulation 17(1A) of SEBI (LODR) Regulations, 2015 to approve appointment of Shri Sudhir Jalan (DIN: 00111118), aged 75 years as a Non Executive Director of the Company by Postal Ballot (including electronic voting), to the Members of the Company. He also stated that by newspaper advertisement published in all editions of Business Standard (both English and Hindi) on

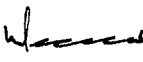


16th November, 2019, the Shareholders were informed about completion of dispatch of postal ballot Notice dated 9.11.19 together with Postal Ballot Form.

The Chairman further informed the Members that the Board of Directors through a resolution passed at the Board Meeting held on 9th November, 2019 had appointed Mr. S.K.Gupta, Practising Company Secretary, Proprietor of M/s. S.K.Gupta & Co., (Membership No. F2589 and CP 1920), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. He also stated that the Postal Ballot Forms and the self-addressed business reply envelopes were sent for use of Members. The Company has also availed the E-Voting facility offered by CDSL for conducting e-Voting by the Members of the Company. The Shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer not later than 05:00 P.M. on 16th December, 2019.

After due scrutiny of one postal Ballot form received up to 5 P.M. on 16th December, 2019 (being the last date fixed for return of the duly filled in postal ballot forms by the Members), Mr. S.K.Gupta, the Scrutinizer appointed by the Board has reported the following in his Report.

Summary of total Postal Ballot Forms received / votes casted through e-voting is given below:


KBA

Sl. No.	Particulars	No. of Shareholders who voted through physical / e-voting mode	No. of Shares	% of Total Paid-up Equity Share Capital	% of Total votes polled
	<u>Physical Mode:</u>				
A.	Total Postal Ballot Forms received	1	1	negligible	negligible
B.	Less: Invalid Postal Ballot Forms	--	--	--	--
C.	Total Number of valid Postal Ballots Forms in physical mode (A-B)	1	1	negligible	negligible
	<u>E-Voting Mode:</u>				
D.	Total votes cast by e-voting.	213	6,92,38,172	89.608	100.00
E.	Less: Invalid votes cast by e-voting	--	--	--	--
F.	Total Number of valid votes cast by e-voting (D-E)	213	6,92,38,172	89.608	100.00
	Total number of valid votes cast by Postal Ballot and e-voting (C+F)	214	6,92,38,173	89.608	100.00

Waco

Result of the Postal Ballot Forms received / votes casted through e-voting is given below:

Special Resolution to accord consent for appointment of Shri Sudhir Jalan (DIN: 00111118) as Non-Independent Non-Executive Director of the Company

SI. No.	Particulars	No. of Shareholders who voted through physical / e-voting mode	No. of Shares	% of Total Paid-up Equity Share Capital	% of Total votes polled
A..	Postal Ballot Forms with Assent – Physical Mode	1	1	Negligible	Negligible
B.	Postal Ballot Forms with Assent – E-voting mode	205	6,91,18,543	89.453	99.827
	Total number of votes cast with Assent in physical and e-voting mode	206	6,91,18,544	89.453	99.827
C.	Postal Ballot Forms with Dissent– Physical mode	--	--	--	--
D.	Votes cast with Dissent –e-voting mode	8	1,19,629	0.155	0.173
	Total votes cast with Dissent in physical and e-voting mode.	8	1,19,629	0.155	0.173
Result: Total votes cast in favour of Special Resolution are 99.827% and total votes cast against Special Resolution are 0.173%, therefore, the Special Resolution has been passed with requisite majority.					

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Dr. K.B. Agarwal, Chairman, after receiving the Scrutinizer's Report dated 17th December, 2019, announced the Special Resolution as specified in the Postal Ballot Notice Dated 9th November, 2019, was duly passed by the requisite majority and directed Mr. Shambhu Singh, that the following resolution be recorded in the minutes book as the proceeding of general meeting of the Members.

The Special Resolution approved by the Members is as under:

“APPOINTMENT OF SHRI SUDHIR JALAN (DIN: 00111118) AS NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force) and applicable Rules of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended read with Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended consent of the members of the Company be and is hereby accorded to the appointment of Mr. Sudhir Jalan (DIN: 00111118) who has attained the age of 75 years and in respect of whom the company has received a Notice in writing from a member under Section 160 of the Act alongwith requisite deposit , as a Non Executive Director of the Company and his term of office shall be subject to retirement by rotation.”

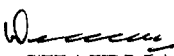


“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters, incidental, consequential and connected therewith.”

Proceeding thereafter concluded at 6.30 P.M. with vote of thanks to Chair. The Consolidated Scrutinizer's Report (E-voting and Polling Papers) to be treated as part of this Minutes.

Place : KANPUR

Date : 17th December, 2019


CHAIRMAN

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
Telefax: (0512) 2315123
Cell: 9415042137
E-mail :sk_gupta1@rediffmail.com

SCRUTINIZER'S REPORT

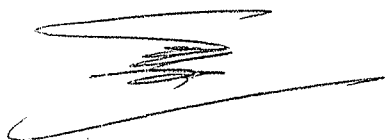
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
JK 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 **JK CEMENT LIMITED** (the 'Company') as a Scrutinizer for conducting the Postal Ballot including the E-voting process in a fair and transparent manner in respect of the resolution contained in the Postal Ballot Notice dated 9th November, 2019 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 resolution proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast by physical ballots and e-voting in favour or against the resolution.
2. The Company has on 16th November, 2019 completed the dispatch / sending by e-mail of Notice of Postal Ballot dated 9th November, 2019 to its members whose names appeared on the Register of Members / List of beneficiaries as on 9th November, 2019 and published the advertisement pursuant to Rule



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E-mail : sk_gupta1@rediffmail.com

22(3) of the Companies (Management and Administration) Rules, 2014 on 18th November, 2019, the voting commenced on 17th November, 2019 (at 10.00 A.M.) and ended on 16th December, 2019 (5.00 P.M.) for physical ballots and as well as for e-voting. The e-voting facility was provided by Central Depository Services (India) Limited (CDSL).

3. The company has received only one Postal Ballot Form which was kept under my safe custody before commencing the scrutiny of such Postal Ballot Form.
4. I have downloaded the e-voting Report from the CDSL website by using the Scrutinizer's Login ID and Password and the votes cast through e-voting were unblocked on 16th December, 2019 in the presence of two witnesses, Ms. Divya Saxena and Ms. Anshula Choudhary, who acted as the witnesses as prescribed in sub-Rule 4 (xii) of the said Rule 20.
5. The Postal Ballot Form was duly opened in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on 9th November, 2019.
6. The Ballot Forms received / votes casted up to the close of working hours (on 16th December, 2019 up to 5.00 P.M.) the last date and time fixed by the Company for receipt of the Forms / e-voting, were considered for scrutiny.
7. No envelope containing Postal Ballot Form was received after the last date and time fixed by the Company for receipt of the Postal Ballot Forms.
8. There were no envelopes containing the Postal Ballot Forms returned undelivered.
9. I did not find any defaced or mutilated ballot papers / forms.



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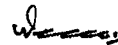
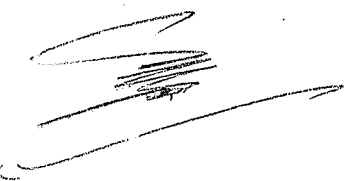
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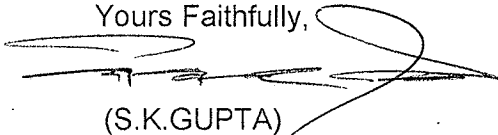
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12. Register of Postal Ballot and all other relevant records of voting process given / provided / maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the Minutes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

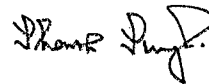
13. You may accordingly declare the results on the voting by Postal Ballot including e-voting.

Thanking you,
Yours Faithfully,



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

Counter signed by



(SHAMBHU SINGH)
Asst. Vice President (Legal) & Company Secretary

Place: Kanpur

Date: 17th December, 2019

