



JKLC/SECTL/CI.31/2014
6th September 2014

BSE Ltd.
25th Floor, P.J. Towers
Dalal Street
Mumbai-400 001

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block, Bandra-Kurla Complex
Bandra (E)
Mumbai-400 051

Dear Sir,

Sub: **Gist of Proceedings of the 74th Annual General Meeting held on 4th September 2014**

The 74th Annual General Meeting of the Members of the Company was duly held on Thursday, the 4th September 2014 at 11.00 A.M (AGM).

Shri Bharat Hari Singhania, Chairman & Managing Director of the Company, could not be present at the AGM due to unavoidable circumstances. Smt. Vinita Singhania, Vice Chairman & Managing Director of the Company, Chaired the AGM. Requisite quorum being present, the meeting was called to order. Total 75 Members (including proxies) attended the AGM as per the records of Attendance.

All requisite Statutory Registers, Proxy Register and other inspection documents were available during the AGM for inspection of the Members.

Report of M/s. Lodha & Co., Chartered Accountants, the Company's Statutory Auditors, did not contain any qualifications, etc. of the said Auditors and therefore was not required to be read. However, the Chairperson requested Shri Saurabh Chhajer, Partner, M/s. Lodha & Co., to read the Opinion of the Auditors on the audited Annual Accounts of the Company. Shri Chhajer confirmed that their Report was unqualified.

The Chairperson addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March 2014, economic and industrial scenario, Company's expansion plans, CSR initiatives and future outlook.

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Regd. & Works Office: Jaykaypuram, Distt. Sirohi, Rajasthan; Phone: 02971-244409/ 244410; Fax: 02971-244417; E-Mail: lakshmi_cement@lc.jkm.com

Secretarial Deptt. : Gulab Bhawan (Rear Wing), 3rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002

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On the invitation of the Chairperson, several Members addressed the Meeting and *also* raised queries on the Company's accounts and businesses, which were suitably replied by the Chairperson to their satisfaction.

The Chairperson informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided electronic voting facility (E-voting) to the Members of the Company in respect of businesses to be transacted at the AGM. The E-voting commenced on 27th August 2014 at 10.00 A.M. and concluded on 29th August 2014 at 5.30 P.M. The Chairperson also informed that Shri Manoj Maheshwari, Partner, M/s. V.M. & Associates, Practicing Company Secretaries, who was appointed as the Scrutinizer to conduct the E-voting process, is present at the AGM and has submitted his Report to the Chairperson on the results of E-voting conducted as aforesaid.

The Chairperson then ordered for a voting by Poll on all the Resolutions contained in the AGM Notice, as under and appointed Shri Maheshwari, as the Scrutiniser to conduct the Poll process in a fair and transparent manner.

Ordinary Businesses:

1. Adoption of the audited financial statements of the Company for the financial year ended 31st March 2014 and the Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**).
2. Declaration of dividend on Equity Shares (**Ordinary Resolution**).
3. Re-appointment of Dr. Shailendra Chouksey, who retires by rotation (**Ordinary Resolution**).
4. Re-appointment of Dr. Raghupati Singhania, who retires by rotation (**Ordinary Resolution**).
5. Appointment of Auditors and fixing their remuneration (**Ordinary Resolution**).

Special Businesses:

6. Approval of the Remuneration of the Cost Auditors (**Ordinary Resolution**).
7. Appointment of Shri K.N. Memani as an Independent Director (**Special Resolution**).
8. Appointment of Shri B.V. Bhargava as an Independent Director (**Special Resolution**).
9. Appointment of Shri N.G. Khaitan as an Independent Director (**Special Resolution**).

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10. Appointment of Shri Pradeep Dinodia as an Independent Director (**Special Resolution**).
11. Appointment of Shri Ravi Jhunjhunwala as an Independent Director (**Special Resolution**).
12. Authorisation to the Board of Directors for borrowings upto an amount not exceeding Rs. 3,000 Crores (**Special Resolution**).
13. Authorisation to the Board of Directors to create mortgage/charges on the properties of the Company in favour of the lenders upto an amount not exceeding Rs. 3,000 Crores (**Special Resolution**).
14. Approval for acceptance of deposits by the Company (**Special Resolution**).

The Scrutiniser began the Poll process by distributing Polling Papers (Ballots) to the Members and Proxies present.

Scrutiniser shall conduct the Poll and

The Chairperson informed the Members that the Final Results will be declared by Shri B.K. Daga, Vice President & Company Secretary, at the website of the Company by 6th September 2014, after combining the results of both the E-voting and the Poll being conducted, as aforesaid. The said results, shall also be simultaneously sent to BSE, NSE and CDSL for placing on their websites, as required.

There being no other item of business, the Meeting concluded with a vote of thanks to the Chairperson.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For JK Lakshmi Cement Ltd.

(B.K. Daga)
Vice President &
Company Secretary

P.S. Final Result: All the above Resolutions were duly passed by the Members with requisite majority as informed separately vide our letter dtd. 5th September 2014 and put on the Company's website "www.jklakshmi.com".

