

JKCL/35/SE/2023-24

8<sup>th</sup> May, 2023

<b>BSE Ltd.</b> <b>Corporate Relationship Department, Phiroze Jeejeebhoy Towers,</b> <b>Dalal Street, Fort, Mumbai-400001</b> <b>Scrip Code:532644</b> <b>(ISIN.INE 823G01014)</b> <b>Through: BSE Listing Centre</b>	<b>National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051</b> <b>Scrip Code: JKCEMENT</b> <b>(ISIN.INE 823G01014)</b> <b>Through: NEAPS</b>
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Dear Sirs,

**Sub: Result of Postal Ballot and remote e-Voting**

This is further to our letter dated April 06, 2023, enclosing the copy of Postal Ballot Notice ('Notice') seeking approval of the Members of J. K. Cement Ltd. ('the Company') on the Special resolution: "Appointment of Mr. Ashok Kumar Sharma (Din: 00057771) as Non-Executive Independent Director of the Company for 5 years w.e.f. 01.04.2023."

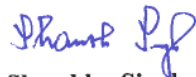
Pursuant to the provisions of Section 110, Section 108 and other applicable provisions of the Companies Act, 2013, read with related Rules, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the Company has moved the said Special Resolution by way of Postal Ballot through remote e-Voting, the details whereof were set out in the Notice. The voting period, for remote e-Voting concluded on Sunday, May 07, 2023, at 5:00 p.m. (IST). The scrutinizer has today, i.e., May 08, 2023, submitted his report on the results of the Postal Ballot. Based on the report of the scrutinizer, we hereby inform that, the above Resolutions has been passed with requisite majority. Pursuant to Regulation 44(3) of the Listing Regulations, we are enclosing herewith the details of the voting results (Annexure A) and the Report of the Scrutinizer (Annexure B).

The voting results and the Report of the Scrutinizer are being made available on the website of the Company [www.jkcement.com](http://www.jkcement.com) and on website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your reference and records. Kindly take the same in your records and oblige.

Yours faithfully,

For J.K. Cement Ltd.



**Shambhu Singh**  
**Vice President (Legal) & Company Secretary**  
**FCS 5836**

Encl: As above



Corporate Office

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### ANNEXURE A

#### A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS CONDUCTED THROUGH REMOVE E-VOTING PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS

SN	Particulars	Details
1.	Date of Postal Ballot Notice	Thursday, April 6, 2023
2.	Cut-off Date	Friday, March 31, 2023
3.	Voting Start Date & Time	Saturday, April 8, 2023 at 9:00 a.m. (IST)
4.	Voting End Date & Time	Sunday, May 7, 2023 at 5:00 p.m. (IST)
5.	Total Number of Shareholders as on the cut-off date	77272
6.	<b>No. of Members present in meeting either in person or proxy</b>	
	Promoter & Promoter Group	NA as the Special Resolution passed through remote e-voting.
	Public	NA as the Special Resolution passed through remote e-voting.
7.	<b>No. of Members attended the meeting through Video Conferencing</b>	
	Promoter & Promoter Group	NA as the Special Resolution passed through remote e-voting.
	Public	NA as the Special Resolution passed through remote e-voting.

#### B. RESULT OF THE POSTAL BALLOT

SN	Agenda	Resolution Required	Mode of Voting	Remarks
1.	Appointment of Mr. Ashok Kumar Sharma (DIN: 00057771) as Non-Executive Independent Director of the Company for 5 years w.e.f. 01.04.2023.	Special Resolution	Remote E-voting	Passed with requisite majority

*Shambhu Singh*



Resolution (1)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Special
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Yes
Promoter and Promoter Group	E-Voting		35408933	99.9997	35408933	0	100.0000	0.0000	
	Poll	35409053							
	Postal Ballot (if applicable)								
Public- Institutions	Total	35409053	35408933	99.9997	35408933	0	100.0000	0.0000	
	E-Voting		27594746	93.9398	27594746		100.0000	0.0000	
	Postal Ballot (if applicable)	29374929							
Public- Non Institutions	Total	29374929	27594746	93.9398	27594746	0	100.0000	0.0000	
	E-Voting		9484253	75.9696	9483692	561	99.9941	0.0059	
	Postal Ballot (if applicable)	12484269							
	Total	12484269	9484253	75.9696	9483692	561	99.9941	0.0059	
	Total	77268251	72487932	93.8133	72487371	561	99.9992	0.0008	Yes
Whether resolution is Pass or Not.									



*Sharma S.P.*

**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 resolution contained in the Postal Ballot Notice dated 6<sup>th</sup> April, 2023, 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 resolution for the appointment of Mr. Ashok Kumar Sharma (DIN: 00057771) as Non-Executive Independent Director of the Company 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 and other applicable provisions of the Companies Act, 2013 as amended (the 'Act') read together

with the Rule 20 and 22(3) of the Companies (Management and Administration) Rules, 2014, as amended, the Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17 / 2020 dated 13th April, 2020, 20/2020 dated 20<sup>th</sup> May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 (the 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 7<sup>th</sup> April, 2023 in 'Business Standard' (English Newspaper) and in 'Business Standard' and 'Hindustan' (Hindi Newspapers) giving intimation to its Members that the Postal Ballot Notice containing the resolutions to be passed through postal ballot by remote e-voting process 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 6<sup>th</sup> April, 2023 completed the dispatch of Postal Ballot Notice dated 6<sup>th</sup> April, 2023 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 Transfer Agent i.e. NSDL Database Management 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, 31<sup>st</sup> March, 2023, 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 NSDL Database Management Limited, Registrar and Share Transfer Agent at the email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Mr. Shambhu Singh, Vice President (Legal) and Company Secretary at the email id [shambhu.singh@jkcement.com](mailto: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 RTA i.e. [www.ndml.in](http://www.ndml.in) and also on the website of the NDSL i.e.

[www.evotingnsdl.com](http://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 Saturday, 8<sup>th</sup> April, 2023 to 5.00 P.M. on Sunday, 7<sup>th</sup> May, 2023.
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 to approve the appointment of Mr. Ashok Kumar Sharma (DIN: 00057771) as Non-Executive Independent Director of the Company for a period of 5 years with effect from 1<sup>st</sup> April, 2023.**

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	502	7,24,87,371	93.812	99.999

	(Favour) for the Resolution				
B.	The members who voted with Dissent (Against) for the Resolution	13	561	0.001	0.001
	<b>TOTAL (A+B)</b>	<b>515</b>	<b>7,24,87,932</b>	<b>93.813</b>	<b>100.00</b>

**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. Register of Postal Ballot and all other relevant records of e-voting process given / provided / maintained in electronic mode 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.



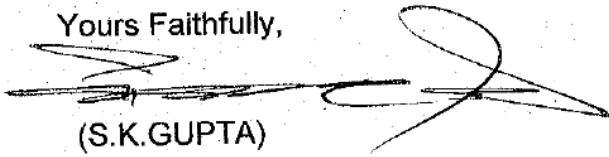
**S. K. GUPTA**  
F.C.S.

**S.K. Gupta & Co.**  
Company Secretaries  
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Upper Floor, 37/17  
Westcott Building,  
The Mall,  
Kanpur-208001 (U.P.)  
Cell: 9415042137  
9415504016

E-mail :sk\_gupta1@rediffmail.com

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

Thanking you,  
Yours Faithfully,



(S.K.GUPTA)  
Practicing Company Secretary  
F.C.S -2589  
C.P – 1920  
UDIN: F002589E000272045

Countersigned by

(SHAMBHU SINGH)  
Company Secretary

Place: Kanpur

Date: 8<sup>th</sup> May, 2023