

JKCL/CS/AGM proceeding inti./2022

13<sup>th</sup> August, 2022

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

**Sub: Proceedings and Outcome of the 28<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August, 2022 – Intimation under Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

This is to inform you that the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of JK Cement Limited was held on Saturday, 13<sup>th</sup> August, 2022 at 11 A.M through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") and concluded at 11.46 A.M.

We are enclosing the following information by way of Annexures in connection with the Proceedings and Voting Results of the AGM held pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :-

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements),2015 :**Annexure A.**
2. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) -**Annexure B.**
3. Report of the Scrutinizer dated 13.8.22 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules 2014 - **Annexure C.**



## Corporate Office

- Padam Tower, 19 DDA Community Centre  
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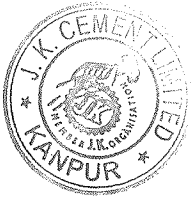
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The voting results along with the Scrutinizer's Report are also being made available on the Company's website at [www.jkcement.com](http://www.jkcement.com) and on the website of Central Depository Services (India) Ltd. [www.evotingindia.com](http://www.evotingindia.com).

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully,  
For JK CEMENT LTD.



*Shambhu Singh*

**SHAMBHU SINGH**  
**COMPANY SECRETARY**  
Membership No. F5836

**Encl: As above.**



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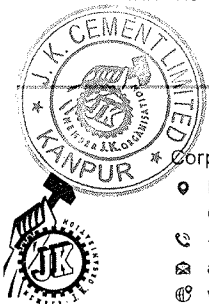
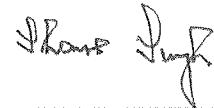
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## ANNEXURE - A

### PROCEEDING OF 28<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SATURDAY THE 13.8.21 AT 11 A.M

1. Mrs. Sushila Devi Singhania, Mr. Sudhir Jalan, Mr. Mudit Aggarwal, Dr. Nidhipati Singhania, Dr. Raghavpat Singhania, Mr. Ajay Narayan Jha, Mrs Deepa Gopalan Wadhwa, Mr. Saurabh Chandra, Mr. Satish Kumar Kalta, Mr. A.K.Saraogi and Mr. Shambhu Singh joined from Kanpur. Other Directors joined from different locations. The Company Secretary welcomed the Shareholders / Members and informed that 28<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing and/or other Audio Visual Means provided by NSDL as permitted by the Ministry of Corporate Affairs on first come first serve basis.
2. He informed that soft copy of notice dated 21.5.22 together with Directors Report, Report on Corporate Governance, Management Discussion and Analysis, Audited Annual Accounts (Standalone and Consolidated) for the FY 2021-22 has been emailed on 22.7.22 to all the Shareholders of the Company whose emails are registered with the Company and Depository participants.
3. Thereafter he informed the shareholders about voting instruction in compliance with the Companies Act 2013, SEBI Regulation and MCA circular and stated that the Company has provided facility to cast vote electronically through remote e-voting services administered by NSDL on all the eight resolutions set forth in the notice dated 21.5.22. The members who have not casted their votes through remote evoting may cast their vote through e-voting system available on the voting page of the NSDL during continuance of the AGM. The Board has appointed M/s. Reena Jakhodia and Co., Practising Company Secretaries as Scrutinizer for conducting remote e-voting and after vote is casted in the meeting will publish consolidated result. Since AGM is conducted through Video Conferencing and other Audio Visual Means, eight resolutions set out in the notice has already been put to vote through remote e-voting and as voting facility is also available during AGM there is no need for proposing and seconding of those resolutions. The Company Secretary thereafter read out the contents of those eight resolutions.
4. He further stated that Mrs. Sushila Devi Singhania, a Non Executive Non Independent Director and Chairperson of the Company was participating from her residence at Kanpur. In terms of Article 67 of Articles of Association of the Company, she would preside over this Annual General Meeting. Dr. Nidhipati Singhania Vice Chairman to conduct the AGM, in case for any reason, connectivity is lost during the meeting.
5. Since requisite quorum was present the Chairperson declared that the meeting was validly constituted and called the meeting to order.
6. Thereafter at the request of the Chairperson all the participating Directors introduced themselves, confirmed their location of joining.



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- : 2 : -

7. The Chairperson informed that representatives of Statutory Auditors M/s SR Batliboi and Co., LLP and Secretarial Auditor Mrs. Reena Jakhodia & Co. were present in the AGM.

8. Since notice of AGM has already been sent through email the Chairperson with the permission of the members present, took the same as read. Also since report of the Statutory Auditors and Secretarial Auditors are unqualified, without any observation, remark, comments in their report, with the permission of Members/Shareholders the Auditors' Report and the Secretarial Audit Report were taken as read.

9. At the advise of Chairperson Dr. Nidhipati Singhania, Vice Chairman appraised the Members about the operational and financial performance of the Company achieved during the FY 2021-22.

10. Since this AGM held electronically, physical attendance of the members has been dispensed with and also requirement for appointing proxy or Authorised Representative is not applicable.

11. The Chairperson informed that the Register of Directors and KMPs and their shareholding, Register of Contracts in which a Director is interested and Resolutions appointing Mr. Sudhir Jalan etc are kept open for inspection by the members during continuance of the meeting on the investor centre tab of Company's website.

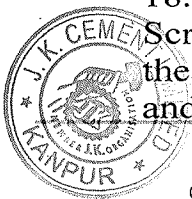
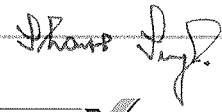
12. The Chairperson thereafter called out by name shareholders who have requested the Company to allow them to Speak in the Meeting. Five shareholders, who registered themselves as Speakers, raised some comments on accounts which was replied by Shri A.K.Saraogi, Deputy Managing Director and CFO and the Company Secretary.

15. At the request of the Chairperson the Company Secretary confirmed that there was no question posted in the Question Answer Box.

16. The Chairperson informed that e-voting from 10<sup>th</sup> August to 12<sup>th</sup> August 2022 on all the eight resolutions has been conducted through NSDL and the evoting process is to continue for next 15 minutes and thereafter it would be disabled and the result would be announced on or before 15.8.2022. The same will be intimated to the Stock Exchanges and also uploaded on the Website of the Company and Website of the CDSL.

17. The Chairperson then concluded the meeting. A total 57 members attended the AGM.

18. The Board of Directors has appointed Ms. Reena Jakhodia as the Scrutinizer to supervise the e-voting process. The Chairperson authorised the Company Secretary to declare the voting results, intimate the BSE/NSE and place the same on the website of the Company.



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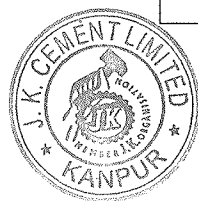
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## ANNEXURE – B

After the completion of the Annual General Meeting, the scrutinizer unblocked votes cast through remote e-voting and e-voting at the AGM and submitted her Report. As per the report submitted by the Scrutinizer, Resolution Nos. 1 to 8 mentioned in the Notice dated 21.5.22 of 28<sup>th</sup> Annual General Meeting were passed with requisite majority.

Resolution No.	Type of Business/Resolution	Gist of resolution
<b>RESOLUTIONS PASSED WITH REQUISITE MAJORITY</b>		
1	Ordinary Business/Ordinary Resolution	Adoption of Standalone & Consolidated Financial Statement for FY 2021-22 with report of Directors and Auditors
2	Ordinary Business/Ordinary Resolution	Confirm dividend @ Rs. 15 per equity share of Rs. 10 each for FY 21-22
3	Ordinary Business/Ordinary Resolution	To reappoint Mr. Sudhir Jalan.who is retiring by rotation (DIN 00111118)
4	Ordinary Business/Ordinary Resolution	Reappointment of M/s. SR Batliboi & Co. LLP, Statutory Auditors for Second term of 5 years from conclusion of 28 <sup>th</sup> AGM till 33 <sup>rd</sup> AGM.
5	Special Business/Ordinary Resolution	Ratification of remuneration of the Cost Auditors appointed for FY 2022-23
6	Special Business/Ordinary Resolution	Re-classification of one holder of seven equity shareholders from Promoters Group/Persons acting in concert to Public category:
7	Special Business/Special Resolution	Approve continuation of Directorship of Mr. Sudhir Jalan (DIN 00111118)
8	Special Business/Special Resolution	Private Placement of Non-Convertible Debentures from this AGM till next AGM



For J. K. Cement Ltd.

*Shambhu Singh*  
(Shambhu Singh)

Vice President (Legal) Company Secretary  
FCS-5836

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**CONSOLIDATED SCRUTINIZER'S REPORT  
[E-VOTING]**

**[Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Chairperson of the 28th Annual General Meeting of the Equity Shareholders of J.K. CEMENT LIMITED held on Saturday, 13th August, 2022 at 11.00 A.M through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

**Sub.:** Consolidated Results of remote e-voting and e-voting at the Meeting

**Reference:** 28th Annual General Meeting (the AGM) of the Company held on 13th August, 2022 at 11.00 A.M.

Dear Sir,

I Reena Jakhodia, a Company Secretary in practice, Proprietor of M/s. Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, in respect of the resolutions proposed at the 28th Annual General Meeting of the shareholders of the Company held on Saturday the 13th August, 2022 at 11.00 AM through VC/OAVM, submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
2. In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India, Ministry of Corporate Affairs issued Circular No. dated May 5, 2020



read with circulars dated April 8, 2020, April 13, 2020, December 14, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars") permitting the conduct of Annual General Meeting through Video Conferencing (VC) or other Audio Visual means (OAVM) and has dispensed with the personal presence of the members at the meeting. In terms of the said Circulars, the 28th Annual General Meeting (AGM) of the members of the Company was held through Video Conferencing (VC) / other Audio Visual Means (OAVM). There was no physical meeting of members. The meeting is deemed to have been held at the Registered office of the Company at Kamla Tower, UP, Kanpur.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Participation of members through VC is reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No.20/2020 dated May 05, 2020 and MCA Circular No.2/2021 dated January 13, 2021, 02/2022 May 5, 2022

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to remote e-voting and e-voting through electronic means for the resolutions contained in the Notice to the 28<sup>th</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 resolutions stated above based on the reports generated from the e-voting system provided by NSDL in the 28<sup>th</sup> Annual General Meeting in a fair and transparent manner.



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We submit our report as under:

1. The remote e-Voting period commences on Wednesday 10th August, 2022 at 10 A.M. and ended on Friday 12th August, 2022 at 5 P.M.
2. Only the members whose names appears in the register of members as on 6th August,2022 were allowed to cast their votes by remote e-Voting or through Venue voting through VC/ OAVM at AGM, as the case may be.
3. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC/OA VM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL.
6. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083





**Resolution 1: Ordinary Resolution**

Adoption of Financial Statements (standalone & consolidated) for the year ended 31st March, 2022

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	389	72961331	99.99
<b>TOTAL</b>	<b>389</b>	<b>72961331</b>	<b>99.99</b>

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	5	80	Negligible
<b>TOTAL</b>	<b>5</b>	<b>80</b>	<b>Negligible</b>

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



**Resolution 2: Ordinary Resolution**

Declare/Confirm dividend of Rs. 15.00 (150%) on Equity Shares of the Company for the Financial year 2021-22.

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	390	72975451	99.99
<b>TOTAL</b>	390	72975451	99.99

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	5	80	Negligible
<b>TOTAL</b>	5	80	Negligible

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Sudhir Jalan (DIN 00111118), who retires by rotation and being eligible, offers himself for re-appointment

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	304	60146957	86.37
<b>TOTAL</b>	<b>304</b>	<b>60146957</b>	<b>86.37</b>

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	90	9492617	13.63
<b>TOTAL</b>	<b>90</b>	<b>9492617</b>	<b>13.63</b>

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



**Special Business**

**Resolution 4: Ordinary Resolution**

To re-appoint M/s. S. R. Batliboi & Co, LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company for five years to hold office from conclusion of 28th AGM till conclusion of 33rd AGM.

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	388	72975433	99.99
<b>TOTAL</b>	<b>388</b>	<b>72975433</b>	<b>99.99</b>

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	7	98	Negligible
<b>TOTAL</b>	<b>7</b>	<b>98</b>	<b>Negligible</b>

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**



**Resolution 5: Ordinary Resolution**

Ratification of remuneration to the Cost Auditors-M/s. K. G. Goyal & Company, Cost Accountants,

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	384	72970233	99.99
<b>TOTAL</b>	384	72970233	99.99

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	11	5298	Negligible
<b>TOTAL</b>	11	5298	Negligible

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



**Resolution 6: Ordinary Resolution**

To Re-classify Mr. Anil Kumar Agarwal, Mr. Kailash Nath Khandelwal jointly with Radha Rani Khandelwal, Mr. Satish Kumar Agarwal, Mrs Radha Rani Khandelwal jointly with Kailash Narh Khandelwal, Mr. Prashant Seth, M/s. G.H. Securities Pvt. Ltd. and M/s. Yadu Securities Pvt. Ltd. from 'Promoter Group/persons Acting in Concert' category to Public category of the Company.

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	380	72967809	99.99
<b>TOTAL</b>	<b>380</b>	<b>72967809</b>	<b>99.99</b>

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	9	2145	Negligible
<b>TOTAL</b>	<b>9</b>	<b>2145</b>	<b>Negligible</b>

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Ordinary Resolution has been Passed by the Members by requisite majority.**



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**Resolution 7: Special Resolution**

To approve continuation of Directorship of Mr. Sudhir Jalan (DIN-00111118), aged about 77 years as a Non-Executive Non Independent Director of the Company.

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	306	60291086	86.58
<b>TOTAL</b>	306	60291086	86.58

**Voted against of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	88	9348488	13.42
<b>TOTAL</b>	88	9348488	13.42

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
0	0	0

**Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



**Resolution 8: Special Resolution**

Issuance of Non-convertible Debentures upto a limit of Rs. 500 Crores on a private placement basis from the conclusion of 28th AGM till one year.

**Voted in Favour of the resolution**

Type of voting	Number of members Voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	385	72975316	99.99
<b>TOTAL</b>	<b>385</b>	<b>72975316</b>	<b>99.99</b>

**Voted against of the resolution**

Type of voting	Number of members voted	Total number of votes casted by them	% of total number of Valid vote casted
Remote e-voting and E-voting at AGM	9	155	Negligible
<b>TOTAL</b>	<b>9</b>	<b>155</b>	<b>Negligible</b>

**Invalid Votes**

Total number of members whose votes were declared invalid	Number of votes casted by them	Remarks
<b>0</b>	<b>0</b>	<b>0</b>

**Remarks: This Special Resolution has been passed by the Members in as much as the votes cast in favour of the said Resolution are more than three times the votes cast against the same.**

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083





# REENA JAKHODIA & ASSOCIATES

Company Secretaries

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7. The electronic data containing records of the voting by the members present through Remote E-voting and E-voting at AGM have been handed over to the Company Secretary for safe keeping.

Thanking you,

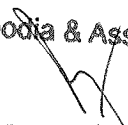
Yours faithfully,

**For Reena Jakhodia & Associates**

  
**Company Secretaries**  
**C.P. No.: 6083**  
**UDIN: F006435D000792682**

Place: Kanpur  
Dated: 13.08.2022

For Reena Jakhodia & Associates

  
Company Secretaries  
CP No. 6083

For J. K. Cement Ltd.

  
(Shambhu Singh)  
Vice President (Legal) Company Secretary  
FCS-5836