



JK Cement LTD.

CIN: L17229UP1994PLC017199

ISO 9001:2000 & ISO 14001 CERTIFIED COMPANY

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Telefax (Direct) : +91-512-2332665
E-mail : shambhu.singh@jkcement.com
Website : www.jkcement.com

Registered & Corporate Office :
Kamla Tower, Kanpur-208 001 (U.P.) INDIA

20th March, , 2017

National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai-400051
FAX NO.022-26598237/26598238
Email:cmlist@nse.co.in
SCRIP CODE JKCEMENT

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
25th floor, Dalal Street,
Mumbai-400023
FAX NO.02222722041/22722061
Email:corp.relations@bseindia.com
SCRIP CODE 532644

Sub Minutes of Postal Ballot Results dated March 17, 2017

Dear Sirs,

Enclosed please find herewith the Minutes of the proceedings relating to declaration of result on 17th March, 2017 of voting conducting through postal ballot (including electronic voting) vide notice dated 4th February, 2017.

The Resolution as stated in the Postal Ballot Notice dated 4th February, 2017 has been passed by the Shareholders by requisite majority.

Request you to take the same on record.

Thanking you,

Yours faithfully,
For J.K. Cement Ltd.


(Shambhu Singh)
Asst. Vice President (Legal) & Co. Secretary.

Encl: As above.



UNITS: J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan
J. K. Cement Works, Muddapur

J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania



MINUTES FOR PASSING OF RESOLUTION THROUGH POSTAL BALLOT AND THE RESULTS OF THE SAME WAS DECLARED ON 17TH MARCH, 2017 AT 7 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT KAMLA TOWER, KANPUR – 208 001, U.P.

Present:

- 1) Mr Yadupati Singhania - Chairman and Managing Director
- 2) Mr Shambhu Singh - Asst. Vice President (Legal) & Company Secretary, acting as Compliance Officer
- 3) Ms Reena Jakhodia - Scrutinizer (Practicing Company Secretary)

Mr Yadupati Singhania took the Chair and welcomed others present for announcement of results of postal ballot carried out by the Company. The Meeting commenced at 7 P.M.

The Chairman informed the members that the Company had earlier dispatched the Postal Ballot Notice dated 4th February, 2017, issued pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, for passing of Special Resolution pursuant to provisions of Section 188 of Companies Act, 2013 to approve and ratify contract for rendering of expert advisory services by Mr. Paul Heinz Hugentobler, 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 February, 2017, the Shareholders were informed about completion of dispatch of postal ballot Notice dated 4.2.17 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 4th February, 2017 had appointed Ms. Reena Jakhodia, Practising Company Secretary, Proprietor of M/s Reena Jakhodia & Associates (Membership No. F6435 and CP 6083), 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 17th March, 2017.

After due scrutiny of all the postal Ballot forms received up to 5 P.M. on 17th March, 2017 (being the last date fixed for return of the duly filled in postal ballot forms by the Members), Ms Reena Jakhodia the Scrutinizer appointed by the Board has reported the following in her Report.

Mode of Voting	Votes Cast FOR		Votes cast AGAINST		Votes cast TOTAL	
	No. of Members Voted	No. of votes cast by them	No. of Members Voted	No. of votes cast by them	Total No. of Members Voted	Total No. of votes cast by them
E-voting	110	5,36,12,648	52	81,37,509	162	6,17,50,157
Physical Postal Ballot	84	2,04,699	4	132	88	2,04,831
Total	194	5,38,17,347	56	81,37,641	250	6,19,54,988
% age of total votes		86.865%		13.135%		100.000%

Ms. Reena Jakhodia, Practising Company Secretary, acting as the Scrutinizer informed that during scrutiny of Postal Ballot Papers 4 (four) numbers of shareholders holding 546 Equity Shares was found to be Invalid. Hence not considered.

Mr Yadupati Singhania, Chairman and Managing Director, after receiving the Scrutinizer's Report dated 17th March, 2017, announced the Special Resolution as specified in the Postal Ballot Notice Dated 4th February, 2017, 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:

“To approve and ratify contract for rendering of expert advisory services by Mr. Paul Heinz Hugentobler , Director of the Company.”

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for availing the expert advisory services and in this regard Consultancy Agreement dated 17.10.2014 and Supplemental Agreement dated 06.08.2016 entered into with Mr.Pual Heinz Hugentobler, Director of the Company for a period of three years w.e.f. 01.10.2014 to 01.10.2017 on the terms and condition as contained therein including the payment of Consultancy Service Fee of US\$ 1,50,000 per annum plus applicable taxes.”

YJ

“RESOLVED FURTHER THAT the Board of Directors of the Company (based on recommendation of the Nomination & Remuneration Committee) be and is hereby authorized to further extend the tenure of aforesaid Expert Advisory Service Agreement with Mr. Paul Heinz Hugentobler from time to time on the existing terms and conditions including payment of Consultancy fee and the Board of Directors of the Company is authorized to finalise subject to the applicable provisions of law for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee of Directors thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Proceeding thereafter concluded at 7.30 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 March, 2017

J.P. Singhania
CHAIRMAN



104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9336205217, 9935902244

**CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING & POLLING PAPER]**

To,
The Chairman
J. K. CEMENT LIMITED
Kamla Tower,
Kanpur-208001

Dear Sir,

The Board of Directors of the Company has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes-e-voting also) pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and with Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations. The resolution relates to the business appended below has been proposed to be passed by the Members as Special Resolution by way of Postal Ballot / electronic voting (e-voting).

The Management of the Company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and the relevant Rules for contents and passing of the resolution contained in the Notice of Postal ballot dated 04th February, 2017.

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 resolution stated above is based on the postal ballot forms submitted by the Members and the reports generated from the e-voting system provided by CDSL.

We submit our report as under:


For Reena Jakhodia & Associates

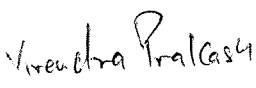
Company Secretaries
C.P. No. 6083



104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9336205217, 9935902244

1. The Postal Ballot Notice was sent to all the Members/ Beneficiaries, whose names appeared in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, the 10th February, 2017 i.e. Record Date.
2. The Postal Ballot Notice was sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless the member has requested for a physical copy of the same. Members who have not registered their e-mail address had received the Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
3. The Company has extended the e-voting facility to all the Members to enable them to cast their vote electronically through remote e-voting services provided by CDSL.
4. The voting period began on Thursday, the 16th February, 2017 at 10 A.M. and ended on Friday, the 17th March, 2017 at 5 P.M.
5. All the postal ballots received up to Friday, the 17th March, 2017 at 5 P.M i.e the last date and time fixed by the Company for receipt of the forms, were considered for the scrutiny.
6. After completion of voting, electronic votes have been unblocked in the presence of two witnesses, not in employment of the Company, Mr. Mohit Agarwal R/o 111/209, Harsh Nagar, Kanpur and Mr. Virendra Prakash Sinha R/o Plot No. 59, Gayatri Nagar, Sanigwan Road, Ramadevi, Kanpur. They have signed below in confirmation of the E-Votes being unblocked in their presence:-


(Mohit Agarwal)


(Virendra Prakash Sinha)

7. The votes cast through e-voting were verified by me on the portal of the Central Depository Services Limited.
8. After considering all valid postal ballot forms and electronic voting, the consolidated result of the voting is as under:



REENA JAKHODIA & ASSOCIATES

Company Secretaries

104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9336205217, 9935902244

Resolution

Approval of contract for rendering of expert advisory services by Mr. Paul Heinz Hugentobler , Director (DIN : 00452691) of the Company.

Mode of Voting	Votes Cast FOR		Votes cast AGAINST		Votes cast TOTAL	
	No. of Members Voted	No. of votes cast by them	No. of Members Voted	No. of votes cast by them	Total No. of Members Voted	Total No. of votes cast by them
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% age of total votes		86.865%		13.135%		100.000%

Thus, the Special Resolution, as aforesaid, has been passed with requisite majority.

The Postal Ballots, all other papers and relevant records relating to electronic voting and polling paper have been handed over to the Asst. Vice President (Legal) & Company Secretary for safe custody.

Thanking you,

Yours faithfully,

For Reena Jakhodia & Associates

Company Secretaries
C.P. No.: 6083

Place: Kanpur
Dated: 17.03.2017

For Reena Jakhodia & Associates

Company Secretaries
C.P. No. 6083