

VOTING STARTS ON - Saturday, April 08, 2023, at 9:00 a.m.
VOTING ENDS ON - Sunday, May 7, 2023, at 5:00 p.m.



(CIN: L17229UP1994PLC017199)

Registered Office : Kamla Tower, Kanpur-208001, Uttar Pradesh, India

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Email : shambhu.singh@jkcement.com **Web :** www.jkcement.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the Members of J.K. Cement Limited ("the Company") that pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), read with applicable circulars under the Act and SEBI Listing Regulations, Secretarial Standard 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), the Company hereby seeks your approval for the Special Resolution appended below for appointment of Mr. Ashok Kumar Sharma (DIN: 00057771), as Non-Executive Independent Director of the Company through the postal ballot process ("Postal Ballot") only by way of remote e-voting ("e-voting").

The Proposed Resolution and Explanatory Statement as required under section 102(1) pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("Notice" or "Postal Ballot Notice").

In compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company /depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Company has, in compliance with Rule 22(5) of the

Rules, appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS No.2589) and Ms. Divya Saxena Practicing Company Secretaries (FCS No. 5639), as the Scrutinizer and the alternate Scrutinizer respectively ("Scrutinizer") for conducting the Postal Ballot / E-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with NSDL Database Management Limited ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, 7th day of May, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Upon the completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Company Secretary of the Company as authorised by the Board of Directors of the Company and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The said result alongwith the Scrutinizer's Report will be displayed at Registered Office of the Company and uploaded on the Company's website www.jkcement.com and on the website of NSDL www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.

In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the last date of e-voting, i.e. Sunday, 7th day of May, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS :

TO APPOINT MR. ASHOK KUMAR SHARMA (DIN: 00057771) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of Regulation of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and pursuant to the Article 96 of the Articles of Association of the Company, Mr. Ashok Kumar Sharma (DIN:00057771) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from 1st April, 2023 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment, submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (five) years commencing from 1st April, 2023 till 31st March, 2028 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Act and rules made thereunder, consent of the company be and is hereby accorded for continuation of Directorship of Mr. Ashok Kumar Sharma as Non-Executive Independent Director on the Board of the Company notwithstanding his attaining age of 75 (Seventy Five) years on 12th June, 2026 during the tenure of his appointment.”

“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.”

By Order of the Board
For **J.K. Cement Limited**
Shambhu Singh
Vice President (Legal) &
Company Secretary
ICSI Membership No. FCS 5836

Date : 06.04.2023

Place: Kanpur

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the Special Business set out in the Notice and the reasons thereof is annexed hereto.
2. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on in accordance with the provisions of the Act, Listing Regulations and MCA Circulars.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”). Members who have not registered their e-mail address may download from the website: www.jkcement.com or website of NSDL www.evoting.nsdl.com or may send request at email id: shambhu.singh@jkcement.com for copy.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.jkcement.com, website of RTA, i.e. www.ndml.in and on the website of NSDL i.e. www.evoting.nsdl.com
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on 31st March, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date, should accordingly treat this notice for information purposes only.
6. The Scrutinizer’s decision on the validity of E-voting will be final.
7. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations and MCA Circular, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “e-voting procedure”. It may be noted that e-voting is compulsory.
8. In terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:



(i) shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to (Name of NSDL Official) Registrar and Share Transfer Agent, at the email id- evoting@nsdl.co.in or Mr. Shambhu Singh, Vice President (Legal) & Company Secretary at the email id- shambhu.singh@jkcement.com Post Successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to shambhu.singh@jkcement.com or at evoting@nsdl.co.in

(ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, NSDL Database Management Limited by following due procedure. (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, NSDL Database Management Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.

9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. 7th May, 2023 in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India upon the declaration of Result on or before 7th May, 2023 by 5 P.M.

10. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, on or before 9th May, 2023 by 5 P.M., to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The result of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairman on or before 9th May, 2023 at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website www.jkcement.com and on the website of NSDL www.evoting.nsdl.com and shall simultaneously be forwarded to the Stock Exchange.

11. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding Securities in demat mode is given below:

| Types of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |



| | |
|--|--|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi /Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by

clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skgds1965@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (shambhu.singh@jkcement.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (shambhu.singh@jkcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

The following explanatory statement as required under section 102(1) sets out all material facts relating to special business mentioned in the Notice of the Postal Ballot dated 6th April, 2023

ITEM NO.1

Mr. Ashok Kumar Sharma, 71 years, is a Fellow member of the Institute of Chartered Accountants of India, a Law Graduate, a Commerce Graduate and have done Forensic Accounting & Fraud Detection Certificate (FAFD) issued by Institute of Chartered Accountants of India (ICAI). He is presently the Senior Partner of M/s. J. N. Sharma & Co. Chartered Accountants and has 46 years of experience in carrying out audit of various large corporates both in public sector as well as in private sector. He is on the panel of Review Board (QRB) and Financial Reporting Review Board of ICAI. He delivered and addressed many Lectures in various seminars organized by the ICAI, Institute of Company Secretaries of India (ICSI), Institute of Cost Accountants of India, Institute of Internal Auditors of India, Institute of Productivity & Management, Kanpur Chartered Accountants Society, Merchants' Chamber of Uttar Pradesh and Kanpur Management Association on many professional subjects such as Bank Audits, Accounting Standards, Company Law, Corporate Governance, etc.

In view of above, the Nomination & Remuneration Committee and Board of Directors of the Company is of the view that Mr. Ashok Kumar Sharma (DIN: 00057771) possesses the requisite skills and capabilities which would be of substantial benefit to the Company and hence, has recommended his appointment in respective meetings held by circulation on Monday, 27th March, 2023, the appointment of Mr. Ashok Kumar Sharma [DIN: 00057771] as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) with effect from 1st April, 2023 to 31st March, 2028.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI Listing Regulation, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Ashok Kumar Sharma as Non-Executive Independent Director of the Company.

Mr. Ashok Kumar Sharma fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures/ declarations from Mr. Ashok Kumar. Sharma including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("Appointment Rules"), (ii) intimation in Form DIR-8 in

terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act read with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

In accordance with sub-regulation (1A) of Regulation 17 of the SEBI Listing Regulations inserted by Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special resolution is passed to that effect. Mr. Ashok Kumar Sharma will attain the age of 75 (Seventy Five) years on 12th June, 2026, therefore, his continuance of office after attaining the age of 75 years would require approval of the Members by way of Special Resolution.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Mr. Ashok Kumar Sharma for the office of Independent Director.

Mr. Ashok Kumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as Director on the Board of the Company.

Mr. Ashok Kumar Sharma is not related to any Director or any other Key Managerial Personal of the Company.

The statements pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2 are given under title Annexure in this Notice.

Except Mr. Ashok Kumar Sharma, none of the Directors or Key Managerial Personnel of the Company including their relatives has concern or interest, financial or otherwise, in the resolution set out in this Notice

The Board recommends the resolution as mentioned above for approval of the Members by way of Special Resolution.

Details of the appointing director pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings:

| | |
|--|--|
| Name of Director | Mr. Ashok Kumar Sharma |
| Age | 71 |
| Date of Birth | 12 th June, 1951 |
| Nationality | Indian |
| Date of Appointment on the Board | 1 st April, 2023 |
| Qualification | FCA, LLB and Forensic Accounting & Fraud Detection Certificate (FAFD) issued by ICAI |
| Terms of Appointment | Five years effective from 1 st April, 2023 |
| Nature of expertise in specific functional areas | Finance |
| Inter-se relationships with directors and key managerial personnel - | Nil |



| | |
|---|---|
| Shareholding in the Company as on 1 st April, 2023 | Nil |
| Listed companies (other than JK Cement Limited Group) in which he holds directorship and committee membership | Nil |
| Listed Entities from which the Director has resigned in the past 3 years | Nil |
| List of the directorship held in other Companies* | Nil |
| Number of Board Meetings attended during the year | NA |
| Chairman / Member in the Committees of the Boards of Companies in which he is Director* | Nil |
| Existing and Proposed Remuneration (including sitting fees, if any) | Commission as may be decided by the board and sitting fees as per attendance on the meeting of the board. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | <p>Mr. Ashok Kumar Sharma is practicing Chartered Accountant and having more than 46 years of experience in the field of audit, taxation, accounts and finance.</p> <p>Board of Directors are of the opinion that Mr. Ashok Kumar Sharma is in good physical condition and of sound and alert mind and the Board is also confident about him being able to function and discharge his duties in an able and competent manner.</p> |

*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).

Date: 06.04.2023

Place: Kanpur

By Order of the Board of Directors

For J.K. Cement Ltd.

Shambhu Singh

Vice President (Legal) & Company Secretary

ICSI Membership No. FCS-5836

