



CIN. L17229UP1994PLC017199

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

Telephone: 0091-512-2371478 / 81, **Fax:** 0091-512-2399854

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NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of J.K. CEMENT LIMITED will be held at Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur on Saturday the 3rd August, 2019 at 11 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Paul Heinz Hugentobler (DIN 00452691) aged about 70 years who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification (s) the following resolutions as an

ORDINARY RESOLUTION:-

4. **Ratification of remuneration to the Cost Auditors**

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 6,30,000 plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March,

2020 as approved by the Board of Directors of the Company in its meeting held on 18th May, 2019, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

AS SPECIAL RESOLUTIONS

5. **Appointment of Smt. Deepa Gopalan Wadhwa (DIN 07862942) as a Director.**

"RESOLVED THAT Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3.11.2018 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 3.11.2018.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are 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.”

6. Appointment of Mr. Saurabh Chandra (DIN 02726077) as a Director.

“RESOLVED THAT Mr. Saurabh Chandra (DIN 02726077), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant

to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh Chandra (DIN 02726077), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are 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.”

7. Appointment of Mr. Ashok Sinha (DIN 00070477) as a Director.

“RESOLVED THAT Mr. Ashok Sinha (DIN 00070477), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashok Sinha (DIN 00070477), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided

under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are 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.”

8. Reappointment of Mr. Achintya Karati (DIN 00024412) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Achintya Karati (00024412) aged about 73 years (Date of Birth 23.3.1946), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Karati’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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.”

9. Reappointment of Mr. Jayant Narayan Godbole (DIN 00056830) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jayant Narayan Godbole (00056830) aged about 74 years (Date of Birth 17.2.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Godbole’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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.”

10. Reappointment of Mr. Suparas Bhandari (DIN 00159637) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of

Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Suparas Bhandari (00159637) aged about 73 years (Date of Birth 3.12.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Bhandari's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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."

11. Reappointment of Mr. Raj Kumar Lohia (DIN 00203659) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Raj Kumar Lohia (DIN 00203659), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a

notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Lohia's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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."

12. Reappointment of Dr. Krishna Behari Agarwal (DIN 00339934) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Krishna Behari Agarwal (DIN 00339934) aged about 79 years (Date of Birth 1.7.1939), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Agarwal's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT in terms of provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which became effective from 1.4.2019) approval be and is hereby accorded to Dr. K.B. Agarwal (DIN 00339934) to continue to

hold the position of Non-Executive Independent Director beyond 75 years of age (Date of Birth 1st July, 1939).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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.”

13. To approve the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549)

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549), aged about 83 years (Date of Birth 1.8.1935) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and her term shall be liable to retire by rotation.”

14. To approve the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250)

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250), aged about 74 years (Date of Birth 6.12.1944) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and his term shall be liable to retire by rotation.”

15. Private Placement of Non Convertible Debentures

“**RESOLVED THAT** pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under as may be amended from time to time, the approval of the Company be and is hereby accorded, effective 1st April, 2019, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) (whether secured or unsecured) on a private placement basis to Nationalised Banks, Indian Private Banks, Foreign Banks/Other Banks/ Financial Institutional Trusts/ Other eligible Investors, in one or more tranches during the current financial year ending 31st March, 2020 upto a limit of ₹ 500 Crores subject to the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of the NCDs.”

16. Appointment of Mr. Yadupati Singhania (DIN 00050364) as Managing Director

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with schedule V to the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Article 101 and any other applicable articles of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. Yadupati Singhania, as Managing director of the Company for a period of three years commencing from 01.4.2020 as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.”

“**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to alter or vary the

scope of remuneration of Mr. Yadupati Singhania, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013. ”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President
(Legal) & Company Secretary

Place : Kanpur

Dated : 18.5.2019

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.**

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- 2.** The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 25th July, 2019 to Saturday 3rd August, 2019 (both days inclusive).

- 3.** The dividend as recommended by the Board of Directors and approved by the members shall be paid to those members, whose names shall appear on the Company's Register of Members on 3rd August, 2019. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
- 4.** Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos. etc.
- 5.** Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 7,03,326/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2010-11 to the IEPF.

The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jkcement.com. Members, who have not encashed their dividend pertaining to Dividend 2011-12, are advised to write to the Company immediately claiming dividends declared by the Company .

- 6.** Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years has to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 27560 equity shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years

with reference to the due date 31st March, 2019 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011-12 are requested to claim the same by 3.8.2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the “Investors Section” of the website of the Company viz. www.jkcement.com. Members are requested to convert their share(s) lying in physical form to the Demat form as effective from 1.4.2019 as per law the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Asst. Vice President (Legal) and Company Secretary at mail id. shambhu.singh@jkcement.com.

7. Members are requested to bring their copies of the Annual Report as copies of the Report will not be re-distributed at the Meeting.
8. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
9. Members who hold shares in Physical/ Dematerialised Form, are requested to bring their Folio No/Depository Account Number and Client ID Number for identification.
10. The details of the Director seeking reappointment has been given in the Explanatory Statement of this Notice, in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
11. The Ministry of Corporate Affairs has taken ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are

requested to register their e-mail address, contact telephone number, PAN and Bank Account details, NECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants, PAN and Bank Account details. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at any of our e-mail address viz.(a) shambhu.singh@jkcement.com,(b)rc.srivastava@jkcement.com,(c)investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS Mandate to the Registered Office of the Company.

12. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

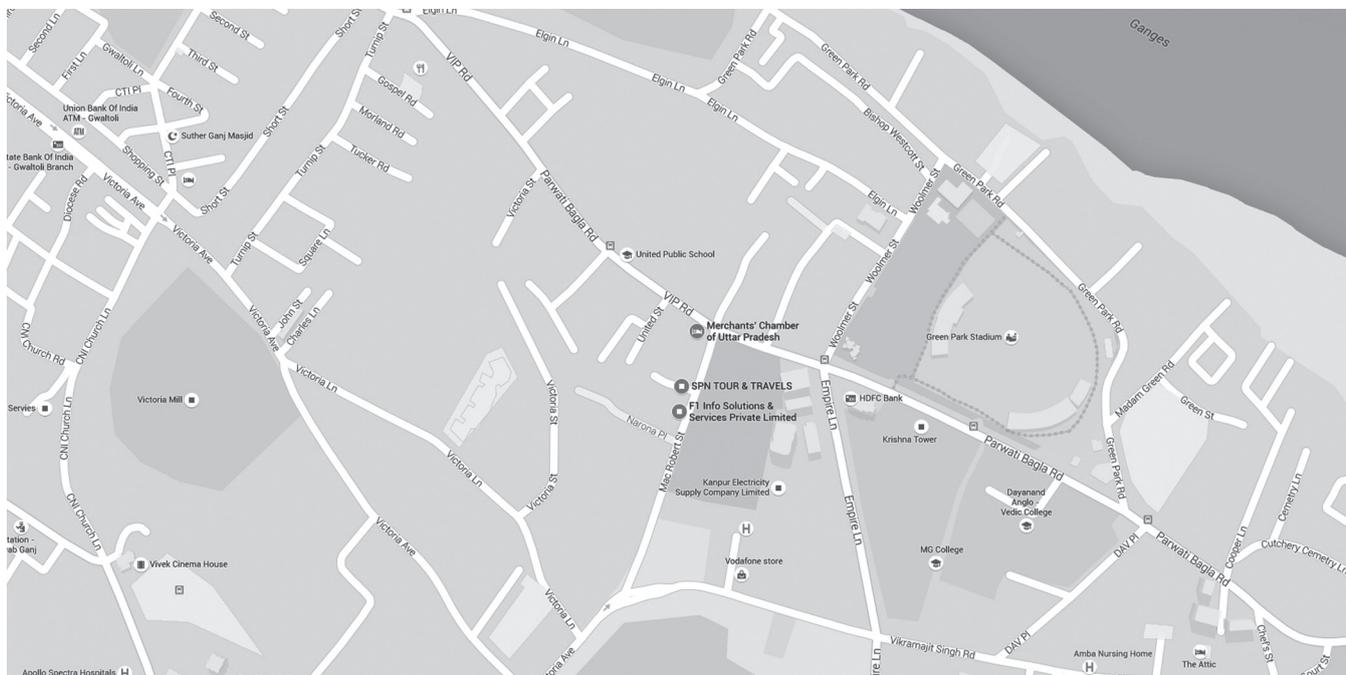
Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 27th July, 2019.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 27th July, 2019 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

13. All the documents referred to in the accompanying notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day excluding Saturday upto the date of the Annual General Meeting of the Company.
14. A Route Map showing directions to reach the venue of AGM is given herein below as per the requirements of the Secretarial Standard – 2 on “General Meeting”.

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF J. K. CEMENT LIMITED

VENUE: Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur



15. Voting-

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 31st July, 2019 at 10 A.M. and will end on 2nd August, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th July, 2019 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.

viii. If you are a first time user follow the steps given below:

- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login/ changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxii. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur, Practicing Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- xxiii. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- xxiv. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the Meeting. For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report

thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

B. Voting at AGM:-

The members who have not casted their votes electronically, can exercise their voting rights at the AGM.

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested

under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent, M/s. Jaykay Enterprises Ltd.

Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4 - Ratification of remuneration to the Cost Auditors

Pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 6,30,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2020 as approved by the Board of Directors of the Company in its meeting held on 18th May, 2019, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, requires to be ratified and confirmed by the shareholders. Hence this resolution.

None of the Directors, Key Managerial Personnel of the Company or their are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Ordinary Resolutions set forth in Item No. 4 for approval of the Members.

Item Nos. 5, 6 and 7

APPOINTMENT OF (a) Smt. Deepa Gopalan Wadhwa (DIN 07862942) (b) Mr. Saurabh Chandra (DIN 02726077) and (c) Mr. Ashok Sinha (DIN 00070477) as Directors.

The Board of Directors of the Company appointed Mrs. Deepa Gopalan Wadhwa as an Additional Director w.e.f. 3.11.2018, Mr. Saurabh Chandra and Mr. Ashok Sinha w.e.f. 18.5.2019 in accordance with the provisions of Section 161 of the Companies Act,

2013 and Article 96 of the Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha are proposed to be appointed as an Non Executive Independent Director whose office are not liable to retire by rotation in the Annual General Meeting. Notice has been received from a members proposing their candidature for the office of Director of the Company. Given below are the brief resume of Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha pursuant to Regulation 27 of the Listing Regulation :

Mrs. Deepa Gopalan Wadhwa

Mrs. Deepa Gopalan Wadhwa , 63, has 36 years of Indian Foreign Service (IFS) career behind her. She joined IFS in 1979 and retired in December, 2015.

She has served in the Ministry of External Affairs, New Delhi, Indian Council for Cultural Relations and International Labour Organisation. She has served as Ambassador of India to Japan (from 2012-2015), Qatar (from 2009-2012) and Sweden (from 2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm) and Republic of the Marshall Islands (from Tokyo). During her career she has also held other significant assignments in Geneva, Hong Kong, China and the Netherlands in between 1981 to 1987 and 1989 to 1998 and in the Ministry of External Affairs from 1987-1989 and 1999-2005.

Important issues and subjects handled by her are India's relations and strategic policies concerning Pakistan, China, the GCC, Japan, EU and the UN. In the context of the UN she has dealt specifically with issues of global significance such as Climate Change, Sustainable Development, Disarmament and Human Rights. In the context of India's economic priorities

she has vast experience in the promotion of Indian interests in the areas of trade, technology, investment and energy security during her postings in Europe, the GCC and Japan.

Mrs Wadhwa is currently co-chair of the India-Japan Partnership Forum located in FICCI, member Governing Council of the Institute of China Studies and serves as Independent Director on the Boards of a few companies.

Mr. Saurabh Chandra

Mr. Saurabh Chandra, a Graduate in Electrical Engineering from the Indian Institute of Technology, Kanpur (First with Distinction), retired from the post of Secretary, Government of India, Ministry of Petroleum and Natural Gas. Prior to that he was Secretary in the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.

He is currently a Public Interest Director and Chairman of the Board of Directors of Multi Commodity Exchange of India Limited and an Independent Director on the Boards of IDBI Trusteeship Services (ITSL), SBI Pension Funds Pvt. Ltd., Usha Breco Limited and Vacmet India Limited.

He is working for promotion of employed disabled persons as a Member of the Advisory Board of the National Centre for Promotion of Employment of Disabled People (NCPEDP)

He has vast experience in formulation and implementation of policies in multiple areas and sectors-oil and gas, industry & manufacturing, foreign direct investment, intellectual property and disinvestment including strategic sales.

During his tenure as Secretary, DIPP major reforms were initiated in the FDI policy and intellectual policy regime, while implementation of the National Manufacturing Policy started in the right earnest.

Deregulation of diesel prices, launching of PAHAL Scheme, Give Up campaign Deposit free cylinders (Precursor of the Ujwala Yojna) and work on the HELP and DSF policy was initiated during his tenure as Secretary Petroleum.

Mr Ashok Sinha,

He has a B.Tech. degree in Electrical Engineering from the Indian Institute of Technology (IIT), Kanpur (1973) and PGDBM from the Indian Institute of Management (IIM), Bangalore, with specialisation in Finance (1977). He has been conferred the Distinguished Alumnus Award from both IIT, Kanpur and IIM, Bangalore.

He has a wealth of experience, competencies and expertise from his leadership journey as the Chairman and Managing Director of Bharat Petroleum Corporation Ltd. (BPCL), which is present across the entire value chain with activities covering exploration and production, refining and marketing oil and gas products.

He spent 33 years in BPCL, where he served on the Board of BPCL for 15 years – first as Director (Finance) for 10 years from 1996 and then as its Chairman and Managing Director for 5 years from August, 2005.

He has been conferred with the India Chief Financial Officer Award 2001 for Information and Knowledge Management by the Economic Intelligence Unit (EIU) India and American Express. He received award from TMG (Technology Media Group) for Customer Management.

Since 2011, he has served on the Boards of Petronet LNG Ltd., CMC Ltd. (erstwhile subsidiary of Tata Consultancy Services Ltd.), four subsidiaries of Vodafone India Ltd., Tata Advanced Systems Ltd., Tata Lockheed Martin Aerostructures, and Nova Integrated Systems. Currently, he is an independent director on the board of Cipla Ltd., Axis Asset Management Co., You Broadband India Ltd, Air Asia India Ltd. and Tata Power Co Ltd.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Ordinary Resolutions set forth in Item No. 5,6, 7 for approval of the Members.

ITEM NO. 8

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri Achintya Karati aged 73 years is a Non-Executive, Independent Director of the Company. Shri, Achintya Karati Non-Executive, Independent Director of the Company shall attain age of 75 years on 23rd March, 2021.

He holds a bachelor's degree in law from the Calcutta University. He served as the country head of Government and Institutions, NCDEX and has also worked as senior advisor to ICICI Securities Limited, and also with ICICI Prudential Life Insurance Company Limited. He retired as the country head, Government and Institutional Solutions Group, ICICI Bank Limited in March, 2004. During his association with ICICI Limited, he served in various capacities, including as the Deputy Zonal Manager (North) and Head of Major Client Group (North). He has been associated with our Company since 2005.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri Achintya Karati as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri Achintya Karati [DIN00024412] as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Achintya Karati is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 8 or approval of the Members.

ITEM NO. 9

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri J.N.Godbole aged 74 years is a Non-Executive, Independent Director of the Company., Shri J.N.Godbole Non-Executive, Independent Director of the Company shall attain age of 75 years on 17th February, 2020.

He holds a bachelor’s degree in technology (honours) from the Indian Institute of Technology, Mumbai and also holds a certificate in Financial Management. He has officiated as the chairman and managing director of the Industrial Development Bank of India in 2005 and has also served as the chairman of an empowered group working on the stabilization of the corporate debt restructuring mechanism in India.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri J.N. Godbole as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri J.N. Godbole [DIN 00056830] as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. J.N. Godbole

is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 9 for approval of the Members.

ITEM NO. 10

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri Suparas Bhandari aged 73 years is a Non-Executive, Independent Director of the Company. Shri Suparas Bhandari Non-Executive, Independent Director of the Company shall attain age of 75 years on 3rd December 2020.

He holds a bachelor’s degree in science and a bachelor’s degree in law from the University of Jodhpur. He is the founder, chairman and managing director of Agriculture Insurance Company of India Limited and has served as the general manager of Oriental Insurance Company of India Limited and as the assistant general manager of United India Insurance Company Limited.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri Suparas Bhandari as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri Suparas Bhandari (DIN00159637) as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Suparas Bhandari is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 10 for approval of the Members.

ITEM NO. 11

Independent Director Shri R.K. Lohia, has completed his five years term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri R.K.Lohia is proposed to be appointed as Independent Director upto five consecutive years till respective Annual General Meeting. Notice has been received from member proposing his candidature for the office of Director of the Company. In the opinion of the Board Shri R.K.Lohia fulfil the conditions specified in the Companies Act, 2013 and rules framed thereunder

for his appointment as Independent Director of the Company and is independent of the management.

The Nomination & Remuneration Committee has recommended and the Board has approved the re-appointment of Shri R.K. Lohia as Independent Director.

Given below is the brief resume of Shri R.K.Lohia.

He is Bachelor of Arts in Economics. He is an industrialist and possesses over 28 years rich experience in commerce and industry and Director of the Company since 2004 and also on the Board of other companies. He is recipient of several awards including the Excellence Award 2005 for contribution in the field of entrepreneurship. As on 31.3.2014, he does not hold any Equity share of the Company.

Except Shri R.K.Lohia none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 11 of the Notice.

ITEM NO. 12

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Dr. K.B. Agarwal aged about 79 years is a Non-Executive, Independent Director of the Company. He possess Post Graduate degree in Commerce, Graduate in Law, Fellow of the Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He also PhD in Commerce. He is experienced in the fields of finance, accounts and capital markets. He has served Merchants Chamber of Uttar Pradesh and Uttar Pradesh Stock Exchange Association Limited as their president. He has been a member of the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce & Industry of India.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Dr. K.B. Agarwal as a "Non-Executive Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Dr. K.B. Agarwal [DIN00339934] as a 'Non-Executive Independent Director' of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. K.B.Agarwal is

in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 12 for approval of the Members.

ITEM NO.13

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Smt Sushila Devi Singhania aged 83 years is a Non-Executive, Non Independent Director of the Company liable to retire by rotation. She has been functioning as a Director of the Company since 26th July, 2014. She is also director of Yadu International Limited and G. H. Securities Private Limited. She is a member of managing committee of Seth Anandram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur. She has been actively associated with programmes for welfare and upliftment of economically weaker sections, children and women and also with religious activities.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Smt. Sushila Devi Singhania as a "Non-Executive Non Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Smt. Sushila Devi Singhania [DIN00142549] as a 'Non-Executive Non Independent Director' of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Smt Sushila Devi Singhania, Mr. Yadupati Singhania (Son of Smt Sushila Devi Singhania)] is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 13 for approval of the Members.

ITEM NO. 14

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation

of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri K.N Khandelwal, Non-Executive, Non-Independent Director of the Company shall attain age of 75 years on 6th December, 2019.

He holds a bachelor's degree in commerce from Agra University. He is a fellow of the Institute of Chartered Accountants of India and a practicing Chartered Accountant. He has over 45 years of experience in the field of finance, accounts, and taxation. He has served as president (finance and accounts) of Jaykay Enterprises Limited (formerly J.K. Synthetics Limited). Commenced his career with J.K. Synthetics Limited in 1969. He is discharging function of Occupier (as required under various legislations) of all the manufacturing plants of the Company.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Mr. K.N.Khandelwal as a "Non-Executive Non Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri K.N Khandelwal [DIN 00037250] as a 'Non-Executive Non Independent Director' of the Company, liable to retire by rotation.

None of the Directors [except Shri K.N.Khandelwal], Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No.14 for approval of the Members.

ITEM NO. 15

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once in a year for all the offers and invitations for such NCDs during the year. NCDs, including Commercial Paper issued on private placement basis are a significant source of borrowings for the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the current financial year commencing 1st April, 2019 and ending on 31st March, 2020 within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine

the terms and conditions, including the issue price of the NCDs.

The Directors recommend the Resolution at Item No. 15 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the passing of the resolutions at Item No.15 except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

ITEM NO.16

The terms of appointment of Shri Yadupati Singhania, Chairman and Managing Director aged about 65 years shall expire on 31.3.2020. It is therefore to consider his re-appointment w.e.f. 1.4.2020 as Managing Director. Also to fix the remuneration payable to Shri Yadupati Singhania from 1.4.2020. As per Companies Act, Managing Director can be appointed for a maximum period of 3 years. Whilst on the subject of fixing remuneration payable to Shri Yadupati Singhania, details of remuneration payable to Shri Yadupati Singhania, has duly been recommended by the Nomination and Remuneration Committee.

The Board of Director considered various aspects inter-alia including technical

Qualification of Shri Yadupati Singhania, his experience in cement's performance during his tenure as Managing Director. The remuneration recommended by the Remuneration Committee is in accordance with Schedule V of the Companies Act, 2013. The Shareholders are requested to approve the re-appointment of Shri Yadupati Singhania as Managing Director for a period of 3 years and fix his remuneration as recommended by the Remuneration Committee as per details put up before the meeting.

- A. Salary:** ₹ 40,00,000 per month in the salary range of ₹ 40,00,000 – ₹ 5,00,000 – ₹ 50,00,000 per month with such yearly increment as may be decided by the Board of Directors/ Nomination and Remuneration Committee from time to time.
- B. Prerequisites and other benefits:** House Rent allowance or Free furnished residential accommodation, furnishings, gas, electricity, water, society charges, property tax, repairs & maintenance and other amenities car(s) with driver(s) and other perquisites including reimbursement of expenses on servants, telephone at residence, leave travel including foreign travel, fees of clubs, personal accident insurance etc. Such perquisites and allowances are subject to maximum ceiling of 125% of his annual salary.
- C. Performance linked incentive:** Upto a maximum 50% of annual salary as may be decided by the Board from time to time.

D. Contribution to Provident Fund: As per Company's policy.

E. Superannuation: As per Company's Policy, if eligible

F. Gratuity: As per Company's Policy, if eligible.

G. Encashment of unavailed leave: As per Company's policy.

For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

H. Annual Leave: 30 days annual leave with pay for every completed service of eleven months.

I. Leave Travel Concession: for self and family once a year in accordance with the rules of the company.

J. Personal Accident Insurance: The annual premium on a policy shall not exceed ₹ 50,000/-

K. Telephone:

Telephone: Free telephone at CMD's residence; Personal long distance calls will be billed to the CMD.

L. Commission: 1% or more of the net profits computed under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time. The remuneration as mentioned above shall be in accordance with the provisions of Schedule V of the Companies Act, 2013 read with Regulation 70(6)(e) of SEBI (LODR) (Amendment) Regulation 2018.

In the event of inadequacy or absence of profits under Section 197 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, benefits, and commission as approved herein be paid, for a period not exceeding three years, as minimum remuneration to the said CMD pursuant to the provisions of schedule V of the Companies Act, 2013.

M. The company shall reimburse actual entertainment and travelling expenses incurred by the CMD in connection with the Company's business.

In the event of inadequacy or absence of profits during the duration of the agreement, the CMD shall be entitled to the remuneration herein provided but without commission and wherever applicable the same shall be subject to the approval of the Central Government.

N. The Company shall undertake Mediclaim with adequate pecuniary Coverage (for treatment in India and Abroad). However, if the coverage is found to be inadequate and/or Mediclaim is impermissible, the CMD shall be entitled to reimbursement of Medical Expenses incurred in India or abroad including hospitalization and surgical charges for self and family and travel relating thereto, without any ceiling limit.

The particulars set out hereinabove may be treated as an abstract of the terms of Agreement between the company and Shri Yadupati Singhania, Managing Director pursuant to the provisions of the Companies Act, 2013.

His appointment and remuneration is in accordance with the provisions of Schedule V of the Companies Act, 2013, subject to approval of Central Government, if any required.

Mr. Yadupati Singhania and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President (Legal) & Company Secretary

Place : Kanpur

Dated : 18th May, 2019

ANNEXURE TO ITEMS. 3 & 16 AND 5 TO 14 OF THE NOTICE

Details of Directors seeking appointment, re-appointment and regularisation at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Yadupati Singhania	Smt. Sushila Devi Singhania	Shri K.B. Agarwal	Shri J.N Godbole	Smt. Deepa Gopalan Wadhwa	Shri Ashok Sinha
Date of Birth	29-09-1953	01-08-1935	01-07-1939	17-02-1945	28-11-1955	15-02-1952
Nationality	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN
Date of Appointment on the Board	24-11-1994	26-07-2014	25-08-2007	29-07-2006	03-11-2018	18-05-2019
Qualifications	B.Tech from IIT Kanpur	Graduate of Arts	Graduate of Law, Ph.D. ICWA and CS)	B.Tech (Hons) from IIT Mumbai, Certificate in Financial Management	Bachelor's degree in Chemistry and Master's degree in English Literature	B.Tech from IIT Kanpur in Electrical Engineering
Expertise in specific functional area	44 years' experience in Cement Industry.	Business and Philanthropy	Finance, Accounts and Capital Market	"Experience in Finance and Engineering"	Indian Foreign Services	Finance
Number of shares held in the Company	12064198	920957	300	NIL	NIL	NIL
List of the directorships held in other companies*	(1) Yadu International Limited (2) Jaykaycem (Northern) Limited (3) Jaykaycem (Central) Limited (4) Jaykaycem (Eastern) Limited (5) Jaykaycem (Western) Limited (6) J.K. Traders Limited (7) J.K. Cotton Limited	Yadu International Ltd.	(1) Key Corp Limited, (2) J.K Cotton Limited (3) Jaykay Enterprises Limited (4) Jaykaycem (Central) Limited	(1) EMBIO Limited (2) Emami Papers Mill Ltd. (3) Gujrat Alkalies and Chemical Ltd. (4) Kesar Terminals & Infrastructure Ltd. (5) Zuari Agro Chemical Ltd. (6) Zuari Global Ltd. (7) Saurashtra Cement Limited	Mukund Sumi Special Steel Limited	(1) Cipla Limited (2) You Broadband India Limited (3) AIRASIA India Limited (4) Axis Asset Management Company Limited (5) The Hospital & Nursing Home Benefits Association (6) The TATA Power Company Limited
Number of Board Meetings attended during the year	5	5	5	4	2	1
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	NIL	NIL	Audit Committee Member (1) J.K Cotton Limited Audit Committee Chairman (1) Jaykay Enterprises Limited Stakeholders Relationship Committee Chairman (1) Jaykay Enterprises Limited	Audit Committee Member (1) EMBIO Limited (2) Gujrat Alkalies and Chemical Ltd. (4) Kesar Terminals & Infrastructure Ltd. (5) Zuari Agro Chemical Ltd. (6) Zuari Global Ltd. Audit Committee Chairman (1) Emami paper Mill Limited Stakeholders Relationship Committee Chairman (1) Zuari Agro Chemical Ltd. (2) Zuari Global Ltd	NIL	NIL
Remuneration details (paid in 2018-19)	186032400	1500000	1725000	1350000	1075000	NIL
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).						

Name of the Director	Shri K.N. Khandelwal	Shri Achintya Karati	Shri Raj Kumar Lohia	Shri Suparas Bhandari	Mr. Paul Heinz Hugentobler	Shri Subhash Chandra
Date of Birth	06-12-1944	23-03-1946	21-08-1954	03-12-1945	14-02-1949	11-04-1955
Nationality	INDIAN	INDIAN	INDIAN	INDIAN	SWISS	INDIAN
Date of Appointment on the Board	09-02-2004	24-10-2005	30-09-2004	29-07-2006	17-05-2014	18-05-2019
Qualifications	Commerce Graduate and a Chartered Accountant	Law Graduate from Calcutta University	Bachelor of Arts in Economics	Graduate of Science and Law	Civil Engineer & Degree in Economic Science	B.Tech from IIT Kanpur
Expertise in specific functional area	Finance and Accounts	Bank and finance	commerce and industry.	Insurance and Commerce	Manufacturing and Finance	commerce and industry.
Number of shares held in the Company	1000	640	NIL	NIL	NIL	NIL
List of the directorships held in other companies*	Khandelwal Extractions Limited	(1) Delton Cables Limited (2) Uflex Limited, (3) Shyam Telecom Limited, (4) Sangam (India) Limited (5) Jay Bharat Maruti Limited, (6) Utech Developers Limited, (7) Ultimate Flexipack Limited.	(1) Lohia Sales & Services Ltd. (2) Lohia Packaging Machines Ltd. (3) Lohia Filament Machines Ltd. (4) Lohia Corp Ltd.	LT Foods Limited	Dalmia Cement (BHARAT) Limited	(1) Multi Commodity Exchange of India Limited (2) Usha Breco Limited (3) VACMET India Limited
Number of Board Meetings attended during the year	5	3	1	4	3	1
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Audit Committee Member Khandelwal Extractions Limited Stakeholders Relationship Committee Member Khandelwal Extractions Limited	Audit Committee Member (1) Delton Cables Limited (2) Jay Bharat Maruti Limited, (3) Uflex Limited (4) Ultimate Flexipack Limited. Audit Committee Chairman (1) Shyam Telecom Limited, (2) Sangam (India) Limited Stakeholders Relationship Committee Chairman (1) Sangam (India) Limited (2) Uflex Limited	NIL	Stakeholders Relationship Committee Member LT Foods	NIL	NIL
Remuneration details (paid in 2018-19)	1400000	1225000	1225000	1350000	12160355	NIL
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).						