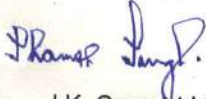

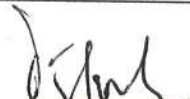




उत्तर प्रदेश UTTAR PRADESH

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THIS NON JUDICIAL STAMP PAPER IS THE INTEGRAL PART OF THE  
TRIPARTITE AGREEMENT BETWEEN J.K. CEMENT LIMITED (ISSUER),  
JAYKAY ENTERPRISES LIMITED (OUTGOING REGISTRAR AND SHARE  
TRANSFER AGENT) AND NSDL DATABASE MANAGEMENT LIMITED  
(INCOMING REGISTRAR AND SHARE TRANSFER AGENT) EXECUTED  
ON 4TH JANUARY, 2022

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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Page 1



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प्रमाणन

नाम श्री

पिता/पति/पुत्री श्री

पूरा पता

स्टाम्प का मूल्य

जे. डी. मल्लिकार्जुन



विदेश कुमार कटिया

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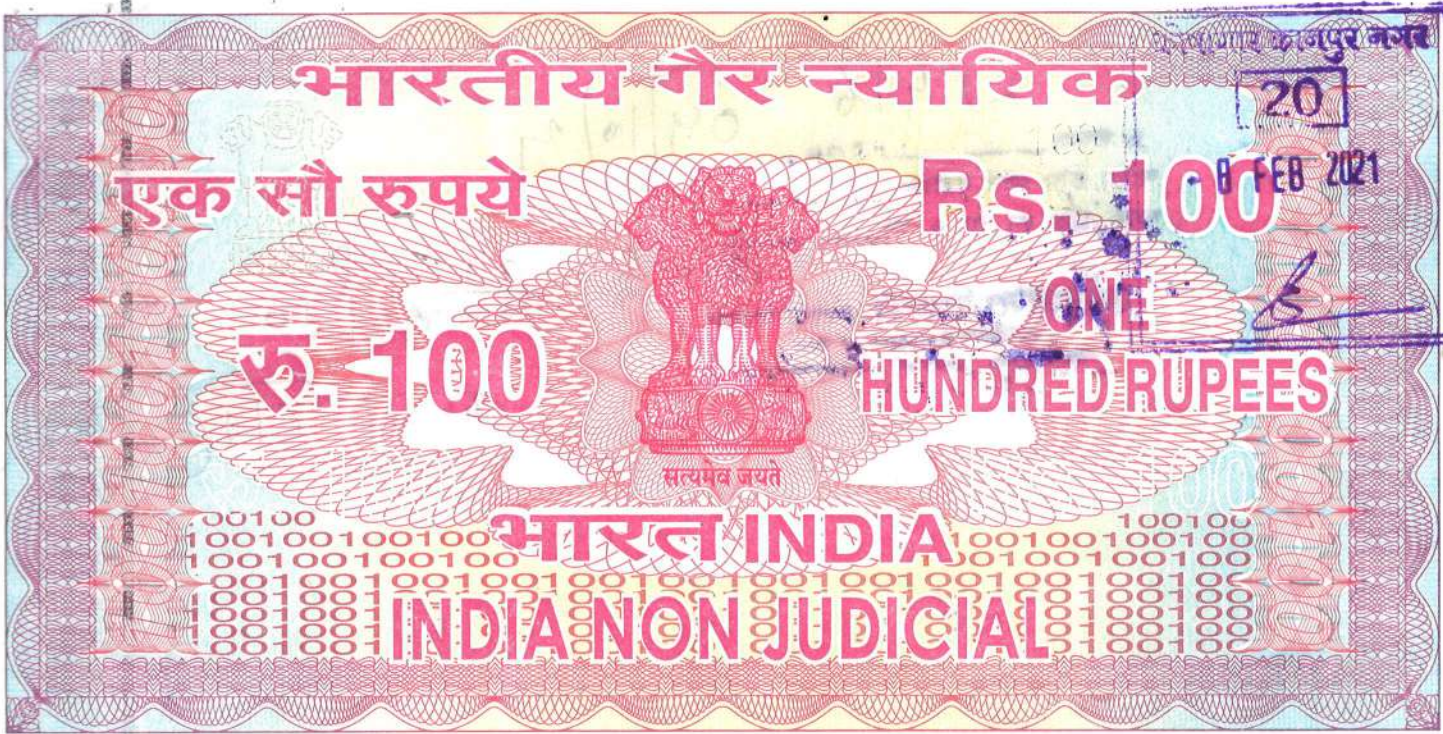
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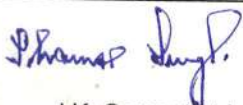

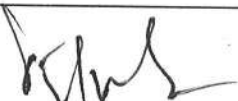




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THIS NON JUDICIAL STAMP PAPER IS THE INTEGRAL PART OF THE  
TRIPARTITE AGREEMENT BETWEEN J.K. CEMENT LIMITED (ISSUER),  
JAYKAY ENTERPRISES LIMITED (OUTGOING REGISTRAR AND SHARE  
TRANSFER AGENT) AND NSDL DATABASE MANAGEMENT LIMITED  
(INCOMING REGISTRAR AND SHARE TRANSFER AGENT) EXECUTED  
ON 4<sup>TH</sup> JANUARY, 2022

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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**TRIPARTITE AGREEMENT EXECUTED BETWEEN J.K. CEMENT LIMITED (ISSUER), JAYKAY ENTERPRISES LIMITED (OUTGOING REGISTRAR AND SHARE TRANSFER AGENT) AND NSDL DATABASE MANAGEMENT LIMITED (INCOMING REGISTRAR AND SHARE TRANSFER AGENT)**

This Tripartite Agreement (hereinafter referred to as the "Agreement") is entered into on this 4<sup>th</sup> day of January, 2022 at Kanpur between

**J.K. Cement Limited (CIN:L17229UP1994PLC017199)**, a Company incorporated under the provisions of the Companies Act, 1956 and now governed under the provisions of Companies Act, 2013, having its Registered Office at Kamla Tower, Kanpur, Uttar Pradesh 208001, (hereinafter referred to as the "**Issuer**"), which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its executors, administrators, legal representatives and successors in title, as the case may be, of the **First Part**;

**And**

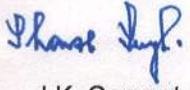


**Jaykay Enterprises Limited (CIN:L99999UP1961PLC001187)** (Securities and Exchange Board of India registered share transfer agent, Registration Number - **INR100000592**, having its Registered Office at Kamla Tower, Kanpur, Uttar Pradesh 208001 and (hereinafter referred to as the "**JKEL/Outgoing RTA**"), which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its executors, administrators, legal representatives and successors in title, as the case may be, of the **Second Part**;

**And**

**NSDL Database Management Limited** (Securities and Exchange Board of India registered share transfer agent Registration Number INR000004181) and having its office at 4th Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 (hereinafter referred to as the "**NDML/Incoming RTA**"), which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its executors, administrators, legal representatives and successors in title, as the case may be, of the **Third Part**.

**WHEREAS:**

1. The Issuer is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), Mumbai and has around **78850** number of shareholders and has to render services relating to transfer, transmission, duplicate etc., in accordance with its Companies Act, SEBI Regulations, Listing Agreement and Article of Association.
2. The Issuer had an agreement dated 5.7.2012 for five years which was renewed for further five years on 1.7.2017 with the JKEL to render services to its shareholders. The Issuer had renewed said agreement with JKEL from time to time. JKEL has informed the issuer on July 4, 2021 regarding discontinuation of its RTA activities. Therefore, the Issuer has appointed NDML as New Registrar and Share Transfer Agent w.e.f. October 1, 2021 as per the Board Resolution dated August 14, 2021.
3. The NDML is a Securities and Exchange Board of India registered share transfer agent having registration No: INR000004181 and the Issuer has approached the NDML to act as its share transfer agent and the NDML has accepted the assignment.

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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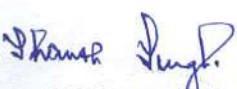

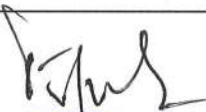




4. In terms of regulation 9A (1) (b) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993, the NDML and the Issuer have entered into an agreement dated December 31, 2021.
5. In terms of regulation 7(4) of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Issuer is required to enter into an Agreement with the JKEL being Outgoing RTA and NDML being Incoming RTA at the time of change of the RTA.

**NOW THEREFORE** the Issuer, JKEL the Outgoing RTA, and NDML, the Incoming RTA do hereby agree as follows:



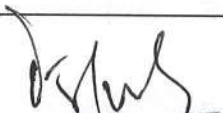
- a) The date of 30<sup>th</sup> September, 2021 is the date of discontinuation by the JKEL the Outgoing RTA and is also referred to as the cutoff date in this Agreement. The date of 1.10.2021 is the date of taking over by NDML the Incoming RTA
- b) In terms of Clause 23 of Code of Conduct for Registrar and Share Transfer Agents as given in Schedule III of regulation 13 of Securities and Exchange Board of India (Registrars to an Issue And Share Transfer Agents) Regulations, 1993, JKEL the Outgoing RTA, confirms that it has handed over all the records/ data and documents which are in its possession in its capacity as a share transfer agent to NDML, the Incoming RTA, the records/data and documents as mentioned in the **Annexure-I**.
- c) The Issuer has paid all outstanding dues to JKEL and has obtained "No Objection Certificate" (in prescribed format of the depositories) from Existing RTA.
- d) The Issuer and Incoming RTA carried out sample check of the records/ data and documents to be handed over by JKEL i.e. Outgoing RTA.
- e) Outgoing RTA certifies the completeness of all records of the Issuer (stored in Physical and/or electronic form) handed over to the Incoming RTA.
- f) The Outgoing RTA has handed over the records/ data and documents of previous 3 years to Incoming RTA prior to the cutoff date i.e. 30.9.2021 and rest of the records data and documents, if any, have been handed over to the Issuer except as mentioned in Annexure-I. All such records as are received and taken-over by the Issuer will be maintained by the issuer and made available to the Incoming RTA as per need.
- g) The Issuer and the JKEL have ensured that all records/ data and documents along with computer data have been properly handed over to the Incoming RTA as per **Annexure-I**.
- h) The Outgoing RTA had handed over the check list as per Annexure-I to the Incoming RTA prior to the audit. The Outgoing RTA has handed over the records/ data and documents. (as per Annexure-I) duly catalogued and indexed to the Incoming RTA / Issuer under intimation to the Issuer. The Outgoing RTA has elaborately listed out all the missing records/ data and documents in the Annexure-I enclosed. The Outgoing RTA has also mentioned whether the said records/ data and documents were missing at the time of their appointment as share transfer agent or the same were handed over to them by the Issuer/ previous share transfer agent and records/ data and documents have been subsequently misplaced at their end.

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- i) The NDML has acknowledged the receipt of the records / data and documents and has performed a sample check on the records/ data and documents.
- j) The discrepancies, if any, have been brought to the notice of JKEL and the Issuer and have been incorporated in the Annexure-I. However, it is noted that complete check of the records and documents by the NDML is not feasible and if any discrepancies are observed later, JKEL will resolve the same in a time bound manner.
- k) The capital reconciliation of the Issuer (i.e. Issued Capital = NSDL holding + CDSL holding + physical shareholding) has been carried out by the JKEL for the quarter ended 30.9.2021. The JKEL has provided such capital reconciliation for data being handed over as on cutoff date.
- l) The NDML shall process various investor requests by using the data as provided by the JKEL in good faith.
- m) The JKEL will provide its full co-operation to resolve the discrepancies in the records/ data and documents and has provided complete and clear explanation for discrepancies in the records/ data and documents, if any.
- n) The JKEL confirms that it has performed all the activities of share transfer agent till cutoff date i.e.30.9.2021.
- o) All the liabilities responsibilities prior to cutoff date pertaining to share transfer work shall be borne by the Issuer/ JKEL, as applicable. NDML will not under any circumstance be held liable responsible for the said period. Similarly, the Issuer/ NDML, as applicable, will take responsibility for all actions pertaining to share transfer work after the cut-off date i.e. 30.9.2021 and shall be held responsible for any liability arising thereafter, except for the liability that may arise on execution of the activities in good faith, based on the data received from the Issuer and JKEL.
- p) After handing over the records/ data and documents, the JKEL shall preserve soft copy of the data handed over to NDML for a period of 3 years and thereafter JKEL will not be responsible for loss of any records pertaining to any such prior period.
- q) The hard copy of the data pertaining to physical shareholders as of cutoff date has been printed in triplicate by the JKEL and the same has been signed by the JKEL, NDML and the Issuer and shall be kept with each of the share transfer agent. (In case it is not possible to print the entire share master, then the soft copy of the data as of cutoff date shall be handed over to the Issuer, NDML by the JKEL.)
- r) This Agreement has been signed by the parties only after JKEL has issued the "No Objection Certificate" to shift the ISIN to NDML i.e. Incoming RTA. All the items listed in Annexure-I have been checked by the Issuer and the NDML i.e. Incoming RTA. Annexure-I has become a part of this Agreement and has been signed by the JKEL i.e. Outgoing RTA, NDML i.e. Incoming RTA and the Issuer.
- s) The copy of this Agreement shall be submitted by the Issuer to the stock exchange(s) wherever the Issuer shares are listed. In terms of the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015, intimation is required to be given to the stock exchange(s) and the copy of this Agreement has been approved by the Board/Committee of Directors of the Issuer.

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- t) All the disputes and the differences that may arise in future as regards this Agreement shall be resolved amicably and expeditiously and if such attempts fail, the same shall be resolved as per the provisions under law, for the time being in force.
- u) The provisions of this Agreement shall always be subject to any rules, regulations, guidelines and circulars issued by Securities and Exchange Board of India and other provisions of law in force.
- v) Words and expressions which are used in this Agreement, but which are not defined herein shall, unless the context otherwise requires, have the same meaning as assigned thereto in the rules and regulations of the Securities and Exchange Board of India and circulars issued there under.

This Agreement can be altered, amended and/ or modified by the parties mutually in writing without derogating from the contents of this Agreement. Provided however, if the rights and obligation of the parties hereto are altered by virtue of changes in rules and regulations of Securities and Exchange Board of India or bye-laws, rules and regulations of the stock exchange(s), such changes shall be deemed to have been incorporated herein in modification of the rights and obligations of the parties mentioned in this Agreement.

**IN WITNESS WHEREOF** the parties hereinto have set their hands on the day and year hereinabove written.

Signature of Outgoing RTA	Signature of the Issuer	Signature of Incoming RTA
For Jaykay Enterprises Limited	For J.K. Cement Limited	For NSDL Database Management Limited
  <b>Authorised Signatory</b>	 <b>Shambhu Singh Company Secretary</b>	  <b>Vijay Gupta Sr. Vice President</b>
Signature of Witness with name	Signature of Witness with name	Signature of Witness with name
 <b>VIPIN AGARWAL</b>	 <b>Prabhat Srivastava</b>	  <b>Pratik Toprani Compliance Officer</b>





**Annexure-I**

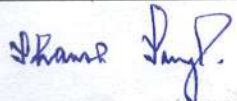

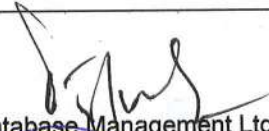
Sr. No.	Record/Data — and Documents Name	Records/Data and Documents Sr. No.		Missing Ranges	Remarks, if Any
		From	To		
1	Transfer/ Transmission/ Name Deletion for the period Financial Year 2005 to 2010	1	8103	NA	
2	Transfer/ Transmission/ Name Deletion for the period Financial Year 2011 to 2018	1	4246	289 to 373.	Missing Records in Financial Year 2012-2013
3	Transfer/ Transmission/ Name Deletion for the period Financial Year 2019 to 2020	1	188	56, 102 to 105, 107 to 108, 133, 137, 156 to 157.	
4	Transfer/ Transmission/ Name Deletion for the period Financial Year 2020 to 2021	1	105	1,2,7,, 9, 13 TO 18, 22 TO 24, 27 TO 30, 33 TO 35, 38 TO 39, 55 TO 56, 60, 62 TO 63, 65 TO 67, 70, 72 TO 76, 78 TO 84, 87, 91 TO 96, 98 TO 99, 102 TO 103.	
5	Transfer/ Transmission/ Name Deletion for the period Financial Year 2021 to 2022	1	58	1 TO 2, 4 TO 10, 19, 22, 25 TO 26, 32 TO 33, 37 TO 38, 42 TO 45, 48 TO 51, 54 TO 55.	

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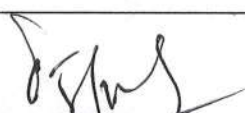
4	Issuance of Duplicate Share certificate for the period Financial Year 2018 to 2021.	1	59	NA	Data Prior to 2018 record not available with outgoing RTA.
5	Issuance of Duplicate Share certificate for the period Financial Year Prior to 2018	NIL	NIL	NA	Records not available
6	Specimen signatures of the physical shareholders	1	18232	741	
7	Original Affidavits along with supporting documents for change in signatures of the holders recorded/ to be recorded by the Existing STA	NIL	NIL	NA	Records not available
8	Pending transfer deeds along with share certificates and supporting documents, received for transfer	NIL	NIL	NA	
9	Demat remat request forms for already dematted / rematted shares	1 (Book No. 1)	28368 (Book No. 518)	<b>Record Missing</b> (3782, 3784, 378512650, 27566, 27595)  <b>Books Missing</b> (205,296,329)	NSDL Records

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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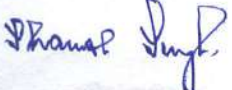

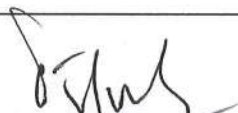
10	Demat remat request forms for already dematted / rematted shares	500001 (Book No. 1)	507819 (Book No. 163)	NA	CDSL Records
11	Pending cases for demat/ remat, if any	NIL	NIL	NA	
12	Duly approved Register & request documents of stop transfers, name correction, transmission, duplicate consolidation/split share certificate, nomination, transfers, demat, remat etc	1	6	NA	Book No. 1 to 6 is available in the company record.  Also, Registers 2016 onwards are not available with old RTA
13	Files for intimation to Stock Exchanges for loss of securities and data of duplicate certificates issued	NIL	NIL	NA	Records not available
14	Register of power of attorney cases along with attested copies of the POAs and their specimen signatures	1	1	NA	1 book of JKCL containing POA received from Shareholders is available in record Outgoing RTA represented that Combined POA given by Shareholders for JKEL & Issuer are maintained by Outgoing RTA. Register of Power Attorney Creditors Meeting on 06/09/2008
15	Register of Nomination cases	1	1	NA	Soft data is provided to incoming RTA. One book is available in Feeta Folder in record.

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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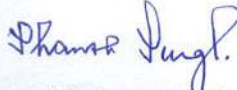




16	Memorandum and Articles of Association & board resolutions for corporate bodies	1	5	NA	5 books are available in Records
17	Register and file of mandate cases along with soft copy	1	1	NA	Only 1 book is available in Record  Letter for Bank Mandate in India to NRI holders of Equity Shares
18	File of original executed indemnities, Affidavits, etc. along with all supporting documents received for duplicate certificate issue, refund	NIL	NIL	NA	Records not available
19	File of stop transfer cases, related correspondence/ court injunction/ other orders, etc.	NIL	NIL	NA	There are no correspondence documents received against stop marked cases. Only electronic data received where the stop flag and remarks are available
20	Allottee registers for all issues (public/rights)	900001	939630	NA	Outgoing RTA handed over soft records.
21	Non allottee registers	148	149	NA	Book No 148 & 149 for Top 100 Rejection & Rejected Application of Share Holders

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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22	Allottee and non allottee IPO/ rights applications	A 01 B 01 C 01 D 01 E 01 F 01	A 179 B 301151 C 215006 D 550098 E 50566 F 100300	NA	Soft records provided by outgoing RTA
23	Bank schedules	A 01 B 01 C 10001 D 01 E 01 H 01 J 01 K 01 L 01 S 03	A 179 B 300004 C 450082 D 2829 E 50566 H 700011 J 975077 K 50062 L 500018 S 90003	NA	Soft records provided by outgoing RTA
24	Bulk/UCP registers	9385 30001 49595 18675 1 1 20002 22886 50001 8279 32565 41001 30319 30350 115 1 13393	10000 31367 50000 24047 3381 9384 22885 30000 60000 15668 41000 49594 30952 30997 30317 13392 29108		10 Book Available in the company record
25	Register of members	1 67	66 145	NA	Soft records provided by outgoing RTA
26	Correspondence with shareholders	1	2	NA	Partial available, mentioned the details  2 books available in the record.

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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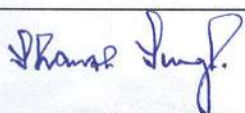






27	File of legal cases/court/consumer forum/CBI /Police cases	YES	YES	NA	55 files handed over to the Issuer.
28	Undelivered postal articles (share certificates/refund/Ds/div war)	YES	YES	NA	
29	Original documents for nominations registered	NIL	NIL	NA	Records not available
30	IEPF Registers	1	2	NA	Handed over to the Issuer  2 books available in the Issuer record.
31	Last set of shareholding pattern reports including regulatory submissions (hard or Soft copies	NIL	NIL	NA	Records not available

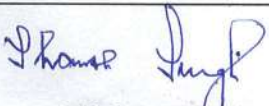


**Computer data**

Sr. No.	Record/Data and Documents Name	Records/Data Documents Sr. No.	and Missing Ranges	Remarks, if Any
1	Name master (Physical)	1 to 22187	NA	Received
2	Certificate master	1 to 77268251	NA	Received, partial DN not uploaded on depositories
3	Transaction files (td files/demat files from beginning)	Transfer/Transmission/Consolidation: 1 to 12869	NA	Electronic data is not received for rejected certificate

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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		Physical to demat CDSL: 1 to 8395 Physical to demat NSDL: 1 to 32189 Renewal: 1 to 47 Duplicate: 1 to 312 Split: 1 to 39		transactions cases and correspondence.
4	Allottee/non-allottee data (public/rights/ Bonus / split / merger / demerger etc.)	NIL	NA	Not-Received
6	Dividend files (all years)	From 2016 to 2021	Final Dividend 2009-10	Received
7	Paid/unpaid files for dividend/refund	Only since 2009-2010	NA	Received
8	Refund files	Not-Received	NA	
9	Allotment/call money paid/unpaid files	Not-Received	NA	
10	Signature scanned data if any (compatible with New STA system)	741 cases signature not received	NA	Received
11	Benpos and history file of NSDL & CDSL for previous period.	Received	NA	Received
12	Occupation code list and. status code list	Received	NA	Received
13	Soft data unpaid dividend filed with IEPF for previous years.	Only since 2009-2010 (data prior to 2013-2014 not verified)	NA	Partially received
14	Data of forfeited shares, if any.	None	NA	
15	Stop master	Received	NA	Received
16	All other transaction files, like transmission, duplicate certificate, master corrections etc.	Received	NA	Received

 J.K. Cement Ltd.	 Jaykay Enterprises Ltd.	 NSDL Database Management Ltd.
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