



CIN. L17229UP1994PLC017199

**Registered Office**

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

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

**Email:** [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) **Web:** [www.jkcement.com](http://www.jkcement.com)

**Notice** is hereby given that the **Twenty Ninth Annual General Meeting (AGM)** of Members of J.K. CEMENT LIMITED ("Company") will be held on Friday, 11<sup>th</sup> day of August 2023 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company at Kamla Tower Kanpur 208001, UP, 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 31<sup>st</sup> March, 2023, together with the Reports of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, together with the Reports of Auditors thereon.

**2. To confirm dividend of ₹15 (150%) on Equity Shares of the Company for the Financial year 2022-23**

**3. To appoint a Director in place of Mrs. Sushila Devi Singhania aged about 87 years (DIN 00142549), who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers herself for re-appointment.**

**SPECIAL BUSINESS**

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

**As Ordinary Resolution(s)**

**4. Ratification of remuneration to the Cost Auditors for the financial year ended March 31, 2024**

**"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, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹7,50,000

plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2024 as recommended by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 27.05.2023, 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, J. K. Cement Works, Muddapur, situated in the State of Karnataka, J.K. Cement Works, Balasinor, situated in the state of Gujarat, J.K.Cement Works, Aligarh, situated in the state of U.P., be and is hereby ratified and confirmed."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee of Directors 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 Resolution(s)**

**5. Private Placement of Non Convertible Debentures (NCDs)**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture Rules), 2014, and all other applicable provisions of the Act and the rules framed thereunder, as may be applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, or any other applicable laws, rules and regulations and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter



referred to as "The Board" which term shall be deemed to include any Committee of Directors thereof), to create, offer, issue and allot Secured/unsecured, Listed/unlisted, related/unrelated redeemable Non-convertible Debentures upto a limit of ₹500 Crores (Rupees Five Hundred Crores only), (hereinafter referred to as the "NCDs"), on a private placement basis, to eligible investor(s), in one or more tranches of series, during the period of one year from the date of passing of this Resolution, subject to the overall borrowing limits of the Company, as approved by the Members and other applicable requirements, from time to time."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to determine the terms and conditions of issue of NCDs including but not limited to, the number of NCDs to be offered/issued in each tranche, face value, issue price including premium, if any, tenor interest rate, security for the NCDs and to settle any questions, difficulties etc, that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company"

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient including delegation of all or any of the above powers to Committee of Directors or official(s) of the Company".

**6. To approve the continuation of Directorship of Mrs. Sushila Devi Singhania aged about 87 years (DIN 00142549)**

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of Mrs. Sushila Devi Singhania (DIN 00142549), aged about 87 years (Date of Birth 01.08.1935), who has attained the age of seventy five(75) years, as a Non- Executive Non Independent Director of the Company, and her term shall be liable to retire by rotation".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee of Directors 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."

**7. To approve the continuation of Directorship of Mr. Paul Heinz Hugentobler aged about 74 years (DIN 00452691)**

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Companies Act and rules made thereunder, consent of the Members be and is hereby accorded for continuation of Directorship by Mr. Paul Heinz Hugentobler as Non-Executive Non-Independent Director on the Board of the Company notwithstanding his attaining age of 75 (Seventy Five) years on 14 February, 2024 during the tenure of his Directorship."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters, incidental, consequential and connected therewith."

**8. Re-Appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as an Independent Director of the Company for the second term of 5 years**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who has submitted a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from November 3, 2023 upto November 2, 2028, be and is hereby approved."

**"RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mrs. Deepa Gopalan Wadhwa (DIN 07862942) shall be entitled to receive the remuneration/ fees/

commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

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

**9. Re-appointment of Mr. Ashok Sinha (DIN 00070477) as an Independent Director of the Company for the second term of 5 years**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Ashok Sinha (DIN 00070477), who has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from May 18, 2024 upto May 17, 2029, be and is hereby approved."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Act and rules made thereunder, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Ashok Sinha (DIN 00070477) as Non-Executive Independent Director on the Board of the Company notwithstanding his attaining age of 75 (Seventy Five) years on 15<sup>th</sup> February, 2027 during the tenure of his appointment."

**"RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder,

Mr. Ashok Sinha (DIN 00070477) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

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

**10. Re-appointment of Mr. Saurabh Chandra (DIN 02726077) as an Independent Director of the Company for the second term of 5 years**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Saurabh Chandra (DIN 02726077), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from May 18, 2024 upto May 17, 2029, be and is hereby approved."

**"RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Saurabh Chandra (DIN 02726077) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."



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

**By Order of the Board**

**Shambhu Singh**  
**Company Secretary**  
**Membership No. FCS 5836**

Place : Kanpur

Date : 27.05.2023

## NOTES

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed.
- Pursuant to circular dated 28<sup>th</sup> Dec, 2022 read with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, Securities Exchange Board of India ("SEBI") Circular No. SEBI/HQ/CFD/ CMD2/CIRP/P/2022/62 dated 13 May 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 and other applicable notifications in this regard physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM), on or before 30<sup>th</sup> Sep 2023, without the presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue for the AGM shall be the registered office of the Company.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Companies/Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jkcement.com](http://www.jkcement.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) i.e. agency for providing the Remote E-Voting facility i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013.
- 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.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.







10. 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 1<sup>st</sup> August, 2023. In respect of Shares held 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).
11. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars in respect of the Directors seeking re-appointment/ Appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
12. AGM will be held through VC in accordance with the Circulars, and hence the route map and attendance slips are not attached to this Notice.
13. Pursuant to section 91 of the Companies Act 2013 read with Companies (Management & Administration) Rules 2014 and Regulation 42 of the SEBI (LODR) Regulations 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday the 2<sup>nd</sup> day of August, 2023 to Friday the 11<sup>th</sup> day of August, 2023 (**both days inclusive**).
14. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of our e-mail address viz. (a) [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com), (b) [jkcinv.grievances@jkcement.com](mailto:jkcinv.grievances@jkcement.com), (c) [sunilk@nsdl.co.in](mailto:sunilk@nsdl.co.in).
15. Queries, if any, regarding the Annual Report and operations of the Company, may be sent at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) at least seven days prior to the date of the AGM. The member must mention his name, demat account number/ folio number, email id, mobile number with the query; so that the relevant query may be replied by the Company suitably at the meeting.
16. Pursuant to the provisions of SEBI circular no. SEBI/ HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023 w.r.t. "Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination", all the shareholders holding shares in physical form are requested to approach for furnishing their PAN, Nomination, Contact details, Bank Account details and Specimen signature for their corresponding folio numbers etc. to the Registrar and Transfer Agent of the Company ("RTA") viz. M/s. NSDL Database Management Limited in the format/mode as prescribed under above mentioned SEBI Circular. The shareholders can also reach the RTA of the Company at 4<sup>th</sup> Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 Tel: 022 49142589 / 249142700/49142503 or Email: [sunilk@nsdl.co.in](mailto:sunilk@nsdl.co.in) / [vishal.parad@nsdl.co.in](mailto:vishal.parad@nsdl.co.in) for any clarification. Please note that the folios wherein any of the above cited document/details are not available on or after October 01, 2023, shall be frozen by the RTA of the Company as per above mentioned SEBI Circular. Shareholders holding shares in dematerialized form are requested to approach their respective Depository Participants for updating above mentioned details.
17. Notice of the AGM and the Annual Report for the Financial Year 2022-23 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. It would also be uploaded on the website of Company [www.jkcement.com](http://www.jkcement.com). Any member, who has not registered his Email ID, may register his / her Email ID with RTA for getting registered and may also request for a copy Annual Report electronically.
18. As per SEBI directives, securities of listed companies can be transferred only in dematerialised form, with effect from April 1, 2019. Members, holding shares in physical forms, are advised to dematerialize their shares.
19. The statutory registers including Register of Directors, Key Managerial Personnel, the Register of Contracts under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com).
20. 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. The Scrutinizer, after scrutinizing the votes cast, shall submit her Report to the Company Secretary.
21. The results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company [www.jkcement.com](http://www.jkcement.com) immediately after the declaration of result by such Director/ Company Secretary and the results shall also be communicated to the Stock Exchanges.



22. 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, accordingly, transferred ₹13,98,060/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2014-15 to the IEPF during the Financial Year.
23. 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](http://www.jkcement.com). Members, who have not encashed their dividend pertaining to Dividend 2015-16, are advised to write to the Company immediately claiming dividends declared by the Company.
24. 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. During the year under report, 21522 equity shares held by 2411 shareholders in physical mode, 2039 equity shares held by 85 shareholders with NSDL Depository & 410 equity shares held by 22 shareholders with CDSL Depository which were due for transfer in Financial year 2022-23, transferred to Investor Education and Protection Fund with CDSL after close of the year in compliance with Section 124 of Companies Act, 2013.
25. Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2015-16 are requested to claim the same by 2.9.2023. 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](http://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 Company Secretary at mail id. [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com).
26. The Annual Report of the Company shall be dispatched through email to the Persons, whose names are recorded in the Register of Members, maintained by RTA.
27. The remote e-Voting period commences on **8<sup>th</sup> August, 2023 at 10 A.M. and will end on 10<sup>th</sup> August, 2023 at 5 P.M.** No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Only the members whose names appear in the register of members as on **4<sup>th</sup> August, 2023** shall be allowed to cast their votes by remote e-Voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
28. Members are required to cast their votes by Remote e -voting only during voting period. However, they may attend the AGM through VC/OAVM but shall not be entitled to cast their votes again at Annual General Meeting except for proposing and / or seconding a resolution by show of hands.
29. Pursuant to the Income Tax Act 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the important communication of the Company with respect to deduction of tax at source on dividend which is available on the Company's website at [www.jkcement.com](http://www.jkcement.com)
- 30. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
- Step 1: Access to NSDL e-Voting system**
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800225533

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:

  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).



- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mrs. Reena Jakhodia at email id: [rjkanpur@gmail.com](mailto:rjkanpur@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sunil Kumble at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [Shambhu.singh@jkcement.com](mailto:Shambhu.singh@jkcement.com) or [Secretary.yaduestates@jkcement.com](mailto:Secretary.yaduestates@jkcement.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Shambhu.singh@jkcement.com](mailto:Shambhu.singh@jkcement.com) or [Secretary.yaduestates@jkcement.com](mailto:Secretary.yaduestates@jkcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login**



**method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The Instructions for Members for e-Voting on the Day of the AGM are as Under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for Attending the AGM Through VC/OAVM are as Under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu

against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVENT of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [Shambhu.singh@jkcement.com](mailto:Shambhu.singh@jkcement.com) or [Secretary.yaduestates@jkcement.com](mailto:Secretary.yaduestates@jkcement.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

### Item No. 4

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, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹7,50,000 plus GST as applicable and reimbursement of actual travel and out of pocket expenses for the Financial year ending on March 31<sup>st</sup> 2024 as recommended by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 27.05.2023, 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, J.K. Cement Works, Balasinor, situated in the state of Gujrat, J.K.Cement Works, Aligarh, situated in the state of U.P. to be ratified and confirmed by the Shareholders.

None of the Director, Key Managerial personnel of the Company or their relatives are in any way concerned in aforementioned resolution.

The Board recommends the Ordinary Resolution set forth at item No. 4 for the approval of the Members.

### Item No. 5

As per the provisions of Section 23, 42 and 71 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. In terms of SEBI Regulations, a proportion of incremental borrowing is required to be raised through NCDs issued on private placement basis and more so are a 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 period of one year from the date of passing of this resolution by the Members/ Shareholders 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 Board shall utilize the proceeds of NCDs for general corporate and other purposes.

The Directors recommend the Resolution at Item No. 5 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.5 except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

### Item No. 6

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. Mrs. Sushila Devi Singhania aged about 87 years is a Non-Executive, Non Independent Director of the Company liable to retire by rotation. She has been functioning as a Director of our Company since July 26, 2014. She is also Director of Yadu International Limited. She is a member of Managing Committee of Seth Anandram Jaipuria School, Kanpur, President of Juhari Devi Girls Inter College, Kanpur and President of Juhari 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/Board of Directors has recommended the continuation of appointment of Mrs. Sushila Devi Singhania as a "Non-Executive Non Independent Director" of the Company, considering her rich experience, expertise and 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 Mrs. Sushila Devi Singhania (DIN 00142549) 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 Mrs. Sushila Devi Singhania and Mr. Sudhir Jalan (Brother of Mrs. 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 at Item No. 6 for approval of the Members.

#### Item No.7

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. Mr. Paul Heinz Hugentobler (DIN 00452691) is a Non Executive Non Independent Director liable to retire by rotation will attain the age of 75 (Seventy Five) years on 14<sup>th</sup> February, 2024. He is a Swiss national, he Joined Holcim Group Support Ltd. as Project Manager in 1980. He graduated in Civil Engineering from Swiss Federal Institute of Technology, Zurich and Economic Science from Graduate School of Economics and Business of St. Gallen. Served as Holcim Ltd. Area Manager for the Asia Pacific Region. From 1999 to 2000, he also served as CEO of Siam City Cement (Public) Company Limited, headquartered in Bangkok, Thailand and till now he continues to be a Director. Until his retirement in February 2014, he was appointed as a member of the Executive Committee at Holcim Ltd. with the responsibility for South Asia and ASEAN except the Philippines. He joined JK Cement Ltd. as a Director w.e.f 17<sup>th</sup> May, 2014.

The Nomination and Remuneration Committee/ Board of Directors has recommended the continuation of appointment of Mr. Paul Heinz Hugentobler as a "Non-Executive Non Independent Director" of the Company, considering his rich experience, expertise and 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 Mr. Paul Heinz Hugentobler [DIN 00452691] 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 Mr. Paul Heinz Hugentobler) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth at Item No. 7 for approval of the Members.

#### Item No. 8

Mrs. Deepa Gopalan Wadhwa, was appointed as an Independent Director at the 25<sup>th</sup> Annual General Meeting held on August 3, 2019, for a period of 5 years with effect from November 3, 2018, till November 2, 2023, and she is eligible for reappointment for the second term of 5 years that is from November 3, 2023, till November 2, 2028.

Mrs. Deepa Gopalan Wadhwa, aged about 67 years 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.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 27, 2023, recommended the reappointment of Mrs. Deepa Gopalan Wadhwa, for the second term of five years i.e. from November 3, 2023, till November 2, 2028, subject to the approval of the Members.

Mrs. Deepa Gopalan Wadhwa has given her declaration to the Board that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from



acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent for such reappointment. In the opinion of the Board, Mrs. Deepa Gopalan Wadhwa is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mrs. Deepa Gopalan Wadhwa has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Given her experience, the Board considers it desirable and in the interest of the Company to continue Mrs. Deepa Gopalan Wadhwa on the Board of the Company and accordingly the Board recommends the re-appointment of Mrs. Deepa Gopalan Wadhwa as an Independent Director for a second term of 5 years, as proposed in the Resolution no. 8 for approval by the Members as a Special Resolution.

Except Mrs. Deepa Gopalan Wadhwa and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The Board recommends the Special Resolution set forth at Item No. 8 for approval of the Members.

#### Item No. 9

Mr. Ashok Sinha, was appointed as an Independent Director at the 25<sup>th</sup> Annual General Meeting held on August 3, 2019, for a period of 5 years with effect from May 18, 2019, till May 17, 2024, and he is eligible for reappointment for the second term of 5 years that is from May 18, 2024, till May 17, 2029.

Mr. Ashok Sinha, aged about 71 years 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 serving as Independent Director on the Board of Cipla Ltd., Tata Communications Limited and The Tata Power Company Ltd.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 27, 2023, recommended the reappointment of Mr. Ashok Sinha, for the second term of five years i.e. from May 18, 2024, till May 17, 2029, subject to the approval of the Members.

Mr. Ashok Sinha has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Mr. Ashok Sinha is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Ashok Sinha has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In accordance with sub-regulation (1A) of Regulation 17 of the SEBI Listing Regulations inserted by Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, no listed entity shall appoint a person or continue the Directorship of any person as a Non- Executive Director who has attained the age of seventy-five years unless a Special resolution is passed to that effect. Mr. Ashok Sinha will attain the age of 75 (Seventy Five) years on 15<sup>th</sup> February, 2027, therefore, his continuance of office after attaining the age of 75 years would require approval of the Members by way of Special Resolution.





Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Ashok Sinha on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Ashok Sinha as an Independent Director for a second term of 5 years, as proposed in the Resolution no. 9 for approval by the Members as a Special Resolution.

Except Mr. Ashok Sinha and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

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

#### Item No. 10

Mr. Saurabh Chandra, was appointed as an Independent Director at the 25<sup>th</sup> Annual General Meeting held on August 3, 2019, for a period of 5 years with effect from May 18, 2019, till May 17, 2024, and he is eligible for reappointment for the second term of 5 years that is from May 18, 2024, till May 17, 2029.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 27, 2023, recommended the reappointment of Mr. Saurabh Chandra, for the second term of five years i.e. from May 18, 2024, till May 17, 2029, subject to the approval of the Members.

Mr. Saurabh Chandra, aged about 67 years, a B.Tech from IIT Kanpur (First with Distinction), retired as Secretary, Ministry of Petroleum and Natural Gas, Govt. of India and prior there to he served as Secretary in the DIPPI, Ministry of Commerce and Industry. He served as Public Interest Director and Chairman of the Governing Board of Multi Commodity Exchange of India Limited and serving as an Independent Director on the Boards of SBI Pension Funds Pvt. Ltd. and Vacmet India Limited. He possesses experience in formulation and implementation of policies in multiple areas and sectors, such as oil and gas, industry & manufacturing, foreign direct investment, intellectual property, and disinvestment including strategic sales. During his tenure as Secretary, DIPPI 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 and work on the Hydrocarbon Exploration Licensing Policy,

Discovered Small Fields Policy and the National Gas Grid were initiated during his tenure as Secretary, Petroleum.

Mr. Saurabh Chandra has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Mr. Saurabh Chandra is a person of integrity, possesses the relevant expertise/ experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Saurabh Chandra has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Saurabh Chandra on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Saurabh Chandra as an Independent Director for a second term of 5 years, as proposed in the Resolution no. 10 for approval by the Members as a Special Resolution.

Except Mr. Saurabh Chandra and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**By Order of the Board**

**Shambhu Singh**  
Company Secretary  
Membership No. FCS 5836

Place : Kanpur  
Date : 27.05.2023

## ANNEXURE

Details of Director seeking appointment/ re-appointment/ Continuation 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	Mrs. Sushila Devi Singhania (DIN:00142549)	Mr. Paul Heinz Hugentobler (DIN:00452691)	Mrs. Deepa Gopalan Wadhwa (DIN:07862942)	Mr. Ashok Sinha (DIN:00070477)	Mr. Saurabh Chandra (DIN:02726077)
Age	87 years	74 years	67 years	71 years	68 years
Date of Birth	01-08-1935	14-02-1949	28-11-1955	15-02-1952	11-04-1955
Nationality	Indian	Swiss	Indian	Indian	Indian
Date of Appointment on the Board	26-07-2014. Her directorship is subject to retirement by rotation.	17-05-2014 His directorship is subject to retirement by rotation	03-11-2018	18-05-2019	18-05-2019
Qualifications	Graduate in Arts	Civil Engineer & Degree in Economic Science	Rtd. IFS	B.Tech from IIT, Kanpur and PGDBM from the Indian Institute of Management (IIM), Bangalore, with specialisation in Finance	B.Tech from IIT, Kanpur
Terms of Appointment	Liable to retire by Rotation	Continuation of Directorship of Mr. Paul Heinz Hugentobler after attaining the age of 75 (Seventy Five) years on 14 <sup>th</sup> February, 2024	Re-appointment as a Non-Executive, Independent Director for Five years effective from 3 <sup>rd</sup> November, 2023	Re-appointment as a Non-Executive, Independent Director for Five years effective from 18 <sup>th</sup> May, 2024	Re-appointment as a Non-Executive, Independent Director for Five years effective from 18 <sup>th</sup> May, 2024
Name of listed entities from which the person has resigned in the past three years	-	-	-	-	1. Multi Commodity Exchange of India
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	The role and capabilities as required in the case of an independent director are well defined in the Policy  The Nomination and Remuneration Committee of the Board has evaluated the profile of Mrs. Deepa Gopalan Wadhwa, Mr. Ashok Sinha and Mr. Saurabh Chandra and concluded that Mrs. Deepa Gopalan Wadhwa, Mr. Ashok Sinha and Mr. Saurabh Chandra possess the relevant skill and capabilities to discharge the role of Independent Directors.		
Expertise in specific functional area	Business and Philanthropy	Experience of Cement Industry	Vast Experience in Indian Foreign Service (IFS)	Experience of Oil and Gas Industry	Experience of Oil and Gas Industry
Number of shares held in the Company	3335957	NIL	NIL	10	NIL
List of the directorships held in other companies*	Yadu International Ltd.	Dalmia Cement (Bharat) Limited	1. JK Paper Limited 2. NDR Auto Components Limited 3. Sapphire Foods India Limited 4. Bengal & Assam Company Limited 5. Artemis Medicare Services Limited 6. Mukand Sumi Special Steel Limited	1. Navin Fluorine International Limited 2. Cipla Limited 3. The Tata Power Company Limited 4. TATA Communications Limited 5. Maithon Power Limited	1. Vacmet India Limited
Remuneration sought to be paid	Commission as may be decided by the board and sitting fees as per attendance on the meeting of the board.				
Last Remuneration Drawn	₹25,00,000 towards Commission	₹14,00,000 towards Commission	₹14,00,000 towards Commission	₹14,00,000 towards Commission	₹14,00,000 towards Commission
Number of Board Meeting attended	4 OUT OF 4	4 OUT OF 4	4 OUT OF 4	4 OUT OF 4	4 OUT OF 4
Inter-se relationships with directors and key managerial personnel -	Sister of Mr. Sudhir Jalan, Director	NIL	NIL	NIL	NIL
Chairman/Members in the **Committee of the Board of Companies in which she/he is Director*	NIL	Member-1 Chairman - NIL	Chairperson-1 Member-6	Chairman-3 Member-1	Chairman-Nil Member-1

\*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).



## Shareholders General Information & Guidance

- 1 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, NECS/ ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) (b) [sunilk@nsdl.co.in](mailto:sunilk@nsdl.co.in) (c) [jkcinv.grievances@jkcement.com](mailto:jkcinv.grievances@jkcement.com). Send NECS/ ECS Mandate to the Registered Office of the Company.
- 2 The equity shares of your company are listed on the BSE Ltd. & National Stock Exchange of India Ltd. Mumbai and the same are compulsorily traded in dematerialised mode. Shareholders are required to compulsorily dematerialise their shareholdings for share transfer and are therefore advised to send their request on prescribed form (available with DP) alongwith share certificate(s)/ for dematerialisation through depository participant (DP) with whom they are maintaining a demat account. The ISIN of the Company is INE 823G01014.
- 3 The shareholders who have not received corporate benefit i.e. share certificates, on account of shares held by them in Jaykay Enterprises Ltd. (erstwhile JK Synthetics Ltd.), dispatched by the Company during April, 2005 may intimate the Company by quoting reference of Folio No./DP-ID and Client ID etc.
- 4 The shareholders who have not received dividend warrants for the year 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 on account of their change in address or for any other reason may write to the Company's Registrar & Transfer Agent M/s. NSDL Database Management Limited 4<sup>th</sup> Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, by quoting reference of their folio or DP-ID & Client ID. The Shareholders are advised to lodge their claim with IEPF authority pertaining to earlier years.
- 5 The shareholders who wish to seek any information, clarification in respect of share transfer activities or status of their grievances may write to Company's Registrar Transfer Agent:  
M/s. NSDL Database Management Limited  
4<sup>th</sup> Floor, Trade World A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013  
OR at email address:  
[shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com), [sunilk@nsdl.co.in](mailto:sunilk@nsdl.co.in)
- 6 The shareholders of physical segment who are having identical names in different folios are advised to consolidate their holdings in one folio which will facilitate the investors in receiving consolidated dividend or non-cash corporate benefit in future and would reduce un-necessary paper work and service cost.
- 7 The investors who have not received Demat credit of shares allotted under public issue may write to us by quoting reference of their application no., name, address & No. of shares applied for.
- 8 Shareholders of physical segment who wish to notify change in their address may intimate complete new address with PIN code by quoting the Folio No. and proof of Address i.e. copy of telephone/ electricity bill or any receipt of Municipal Corporation etc. The Shareholders who holds shares in electronic/ Demat segment may notify change in their address to the DP with whom they are maintaining a Demat account. No request for change in address from the holders of Demat segment will be entertained directly by the Company.
- 9 The shareholders who wish to make nomination may send their application on prescribed form under Companies Act 2013 and Rules frame thereunder. The said form is also available on Company's website [www.jkcement.com](http://www.jkcement.com).
- 10 The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in SEBI Circular No. CIR/MRD/DP/10/2013 dated 21.3.13. Pursuant to SEBI norms letters are issued instead of issuance of physical share certificate(s) after Transfer/ Transmission/Duplicate/Rematerialisation. Hence, shareholders are requested on their own interest to open Demat Account for getting their entitled share in Demat account.

## Corporate Information

### BOARD OF DIRECTORS

**Mrs. Sushila Devi Singhania** – Chairperson  
**Dr. Nidhipati Singhania** – Vice Chairman  
**Dr. Raghavpat Singhania** – Managing Director (KMP)  
**Madhavkrishna Singhania** – Dy. Managing Director & CEO (KMP)  
**Ajay Kumar Saraogi** – Dy. Managing Director & CFO (KMP)  
**Ajay Narayan Jha**  
**Ashok Sinha**  
**Ashok Kumar Sharma**  
**Mrs. Deepa Gopalan Wadhwa**  
**Mudit Aggarwal**  
**Paul Heinz Hugentobler**  
**Satish Kumar Kalra**  
**Saurabh Chandra**  
**Sudhir Jalan**

### COMPANY SECRETARY & COMPLIANCE OFFICER

Shambhu Singh (KMP)

### BANKERS

Axis Bank  
Bank of Baroda  
Canara Bank  
Export Import Bank of India  
IDBI Bank Ltd.  
Indian Bank.  
Jammu & Kashmir Bank  
Punjab National Bank  
State Bank of India  
Union Bank of India  
National Bank of Fujairah-UAE

### REGISTERED OFFICE

Kamla Tower, Kanpur- 208001, UP

### SENIOR MANAGEMENT PERSONNEL

**Rajnish Kapur** – Chief Operating Officer- Grey Cement  
**Niranjan Mishra** – Business Head- Paints  
**Sumnesh Khandelwal** – Deputy Chief Financial Officer  
**Pushpraj Singh** – Group President - Sales and Marketing (Grey Cement)  
**Anil Kumar Agrawal** – Group President - Management Services  
**Andleeb Jain** – Group President - Human Capital and Corporate Communications.  
**Amit Kothari** – Group President - Group Strategy & New Business Development.  
**Ajai Kumar** – President - Govt. and Industry Affairs  
**Anoop Kr. Shukla** – President (Accounts and Consolidation)  
**Atul Bagla** – President (Corporate Finance & Treasury)  
**Jitendra Singh** – President and Chief Digital Officer  
**Prashant Seth** – President - Business Information and Investor Relations  
**Puneet Arora** – President (Projects)  
**RBM Tripathi** – President and Unit Head –Grey Cement, Rajasthan  
**Sanjeev Garg** – President (MD Office and Finance)  
**Hardeep Singh** – Business Head - White Cement  
**Yagyesh Gupta** – Head - Manufacturing - Grey Cement  
**Ajay Mathur** – Head (UAE Operations)

### AUDITORS

M/s. S.R. Batliboi & Co, LLP,  
Chartered Accountants,  
Golf View Corporate Tower B, Sector 42,  
Sector Road, Gurgaon- 122002

### REGISTRAR & TRANSFER AGENT

NSDL Database Management Limited ('NDML')  
4<sup>th</sup> Floor, Trade World  
A wing, Kamala Mills Compound  
Senapati Bapat Marg Lower Parel  
Mumbai- 400 013

### CORPORATE OFFICE

Prism Tower  
Gurgaon-Faridabad Road,  
Gwal Pahari, Gurgaon, INDIA-122102

### DELHI OFFICE

Padam Tower  
19, DDA Community Centre,  
Okhla Phase 1, New Delhi-110020



PLANTS (INDIA)	LOCATION
Grey Cement Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan Mangrol, Dist. Chittorgarh, Rajasthan, Gotan, Dist. Nagaur, Rajasthan, Muddapur, Dist. Bagalkot, Karnataka, Jharli, Dist. Jhajjar, Haryana, Satha, Pargana Morthal, Tehsil: Koil, Dist: Aligarh, UP, Vadadala, Tehsil: Balasinor, Dist: Mahisagar, Gujarat Madhavgarh, Ujjain, Madhya Pradesh (Under Implementation)
White Cement & White Cement based Wall Putty Plant	Gotan, Dist. Nagaur, Rajasthan, Village: Rupaund, Tehsil- Badwara, Dist. Katni, M.P.
Thermal Power Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan, Mangrol, Chittorgarh, Rajasthan Gotan, Dist. Nagaur, Rajasthan, Muddapur, Dist. Bagalkot, Karnataka,
Waste Heat Recovery Power Plant (For captive consumption)	i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan ii) Mangrol, Dist. Chittorgarh, Rajasthan
INDIAN SUBSIDIARY	
Jaykaycem (Central) Limited	
Integrated Grey Cement Plant Waste Heat Power Plant (under implementation)	Dist. Panna, Madhya Pradesh
Grinding Unit	Dist. Hamirpur, Uttar Pradesh
Grinding Unit	Dist Prayagraj, Uttar Pradesh (under implementation)
JK Maxx Paint Limited (Erstwhile JK Paints and Coatings Ltd)	Kamla Tower, 29/1, Dwarikadheesh Road, Kanpur - 208001, U.P.
Acro Paints Limited	Unit No. 1: A-115/A, RIICO Industrial Area, Phase I, Bhiwadi, Alwar, Rajasthan Unit No. 2: Industrial Plot No. G1-986, RIICO Industrial Area Ghatal Bhiwadi Alwar Rajasthan 301019
OVERSEAS SUBSIDIARY	
J.K. Cement Works (Fujairah) FZC	Plot No.7, Habhab, Tawian Fujairah, UAE
J.K. White Cement (Africa) Ltd.	4 <sup>th</sup> Floor, Room No. 406, Jangid Plaza, Chabrume Street, Ali Hassan Mwinyi Road, P.O.Box 79282, Kinondoni District, Dar es Salaam, Tanzania



# MANDATE FORM

(Mandate Form for receiving dividend by National Electronic Clearing Service (NECS)/Printing of Bank details on Dividend Warrant)

To  
**J. K. Cement Ltd.**  
Kamla Tower,  
Kanpur - 208001.

Dear Sirs,

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY.

For shares held in physical form

**FOR OFFICE USE ONLY**

Folio No.

NECS

For shares held in electronic form

Ref. No.

D.P.Id

Client Id

Name of Sole/First holder

Bank name

Branch name

Branch Code

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a photo copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type [Please Tick (✓) wherever applicable]

Savings

Current

Cash Credit

A/c.No.(as appearing in the cheque book)

Effective date of this mandate

I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, the Company will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI/ J. K.Cement Ltd. Further in case of NECS facility is not available in my city please print Bank details furnished by me on the dividend warrant.

I, further undertake to inform the Company any change in my Bank/branch and account number.

Dated:-----

(Signature of Sole/First holder)

Notes:

- Whenever the Shares in the given folio are entirely dematerialised, then the NECS mandate form will stand rescinded.
- For Shares held in dematerialised mode nomination is required to be filled with the Depository Participant in their prescribed form.
- In case NECS facility is not available in your city then bank details furnished by you will be printed on dividend warrants.
- The Share holders who hold shares in physical mode should ensure that this mandate form duly completed in all respect & signed by the Sole/ First named holder should reach the company on or before 1<sup>st</sup> August, 2023.
- The share holder of physical segment who do not wish to opt for NECS facility need not furnish Digits Code Number appearing on the MICR band of the cheque supplied by the Bank and the photo copy of the blank cheque.
- The Share holders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in Sebi Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.