



Notice



CIN. L17229UP1994PLC017199

Registered Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

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

Notice is hereby given that the **Twenty Eighth Annual General Meeting ("AGM")** of the Members of J. K. CEMENT LIMITED will be held on Saturday, the 13th day of August 2022 at 11.00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, December 14, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars"). 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

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of Directors and Auditors thereon.
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of Auditors thereon.

2. To Confirm dividend of ₹15 (150%) on Equity Shares of the Company for the Financial Year 2021-22

3. To appoint a Director in place of Mr. Sudhir Jalan (DIN 00111118), who retires by rotation and being eligible, offers himself for re-appointment.

4. To re-appoint the Statutory Auditors of the Company for a second term of five years.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142, 144 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. S. R. Batliboi & Co, LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) whose tenure expires at the ensuing Annual General Meeting be and are hereby re-appointed as

Statutory Auditors of the Company for a further period of five years, at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT M/s. S. R. Batliboi & Co, LLP, Chartered Accountants, if re-appointed as the Statutory Auditors of the Company, shall hold office for a period of five Consecutive years, from the conclusion of this Twenty Eighth Annual General Meeting till the conclusion of Thirty Third Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESSES

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

As Ordinary Resolution(s)

5. Ratification of remuneration to the Cost Auditors

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014, 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 31st March, 2023 as approved by the Board of Directors of the Company in its meeting held on 21st May, 2022, 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."

6. Re-classification from Promoters/members of Promoters Group category to Public category of the Company:

"RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any amendments made thereto) (hereinafter referred to as "Listing Regulations") and other applicable laws, and subject to approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for re-classification of following persons/Company, currently forming part of the Promoter Group/Person Acting in Concert of the Company and presently holding Equity shares of the Company as given hereunder from 'Promoter Group/Person Acting in Concert' category to 'Public' category:-

Name of Person/ Entity	No of Equity Shares	% of total Equity capital
Mr. Anil Kumar Agrawal	3,940	0.01
Mr. Kailash Nath Khandelwal jointly with Mrs. Radha Rani Khandelwal	1,000	0
Mr. Satish Kumar Agarwal	40	0
Mrs. Radha Rani Khandelwal jointly with Mr. Kailash Nath Khandelwal	500	0
Mr. Prashant Seth	20	0
M/s. G. H. Securities Pvt. Ltd.	20	0
M/s. Yadu Securities Pvt. Ltd.	40	0
Total	5,560	0.01."

"RESOLVED FURTHER THAT the Board of Directors / Committee of Directors be and are hereby empowered to do all acts, deeds, matters and things and to take such steps expedient or desirable to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors / Committee of Directors of the Company or any Director or the Company Secretary as may be authorised by the Board, if required do submit necessary application for reclassification with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (the "Stock Exchanges"), wherein securities of the Company are listed or SEBI or any other regulatory body as may be required and to take such steps as may be considered necessary or expedient or desirable to give effect to this resolution and matters incidental, consequential and connected therewith."

As Special Resolution(s)

7. To approve the continuation of Directorship of Shri Sudhir Jalan (DIN 00111118)

"RESOLVED THAT pursuant to the Provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mr. Sudhir Jalan (DIN 00111118), aged about 77 years (Date of Birth 7.11.1944) to continue to hold office as a Non-Executive Non Independent Director

of the Company as well as to continue to hold the position of Non- Executive Non Independent Director beyond 75 years of age and his term shall be liable to retire by rotation."

8. Private Placement of Non Convertible Debentures

"RESOLVED THAT pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture Rules), 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 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 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 any person(s) on behalf of the Company."

BY ORDER OF THE BOARD

Shambhu Singh Membership No. FCS 5836
Vice President (Legal) & Company Secretary

Place : Kanpur

Dated : 21.05.2022

NOTES

1. 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.
2. In view of the massive outbreak of the COVID-19 pandemic, and pursuant to 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, 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). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. 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 EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman 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 served basis.
4. 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 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.
5. 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. 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote Voting facility) i.e. www.evoting.nsdl.com
6. 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 venue voting on the date of the AGM will be provided by NSDL.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021, 02/2022 May 5, 2022
8. 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.

9. 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 3rd August, 2022. In respect of Shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
11. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, the route map and attendance slip 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 day the, Thursday 4th August, 2022 to Saturday the 13th August, 2022 **(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, (b) jkcinv.grievances@jkcement.com, (c) jitendra.awasthi@jkcement.com (d) 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** 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 relevant query may be replied by the Company suitably at the meeting.
16. Notice of the AGM and the Annual Report for the Financial Year 2021-22 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. 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 of Annual Report electronically.
17. As per SEBI directives securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2020. Members, holding shares in physical forms, are advised to dematerialize their shares.
18. 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.
19. 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.
20. The results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company 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.
21. 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 ₹10,73,258/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2013-14 to the IEPF during the Financial Year.
22. The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jkcement.com. Members, who have not encashed their dividend pertaining to Financial Year 2014-15, are advised to write to the Company immediately claiming dividends declared by the Company.
23. 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 11,458 equity shares held by 1355 shareholders in physical mode, 1085 equity shares held by 49 shareholders with NSDL Depository & 70 equity shares held by 9 shareholders with CDSL Depository which were due for transfer in Financial year 2021-22, transferred to Investor Education and Protection Fund with CDSL after close of the year in compliance with Section 124 of Companies Act, 2013.

24. Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2014-15 are requested to claim the same by 2.9.2022. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.jkcement.com. Members are requested to convert their share(s) lying in physical form to the Demat form as effective from 1.4.2019 as per law the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Vice President (Legal) and Company Secretary at mail id. shambhu.singh@jkcement.com.
25. 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.
26. The remote e-Voting period commences on **Wednesday 10th August, 2022 at 10 A.M. and will end on Friday 12th August, 2022 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 appears in the register of members as on **6th August, 2022** 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.
27. 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.
28. 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.

29. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a Mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.



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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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?

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii). If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shambhu.singh@jkcement.com or jitendra.awasthi@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 or jitendra.awasthi@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 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/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 General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN 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 or jitendra.awasthi@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. 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. 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

S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E / E300005), was appointed as Statutory Auditors of the Company to hold office from the conclusion of the 23rd Annual General Meeting for a term of consecutive five years till conclusion of the 28th Annual General Meeting. The present term of the Statutory Auditors will expire at the conclusion of 28th Annual General Meeting of the Company scheduled to be held on August 13, 2022 and being eligible for re-appointment for another term of five consecutive years. Further, in accordance with the provisions of Section 139 and 141 of the Act read with Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Batliboi & Co. LLP has given their consent for reappointment as the Statutory Auditors of the Company and the declaration stating that they satisfy the criteria provided in Section 141 of the Act. They have also confirmed compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, thereby ensuring the confidentiality of any unpublished price sensitive and privileged information. The Board vide resolution passed on May 21, 2022 at the recommendation of the Audit Committee approved the re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E / E300005) as the Statutory Auditors of the Company for the Second term of five consecutive years, commencing from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting, subject to the Shareholders approval at ensuing 28th Annual General Meeting.

Brief Profile of S.R. Batliboi & Co. LLP is provided below:

M/s. S.R. Batliboi & Co. LLP (FRN 301003E/E300005), ("the Audit Firm") was established in the year 1949. It has Head Office in Kolkata and has 7 Branch Offices in various cities in India. The Audit Firm is part of M/s. S.R. Batliboi & Affiliates network of audit firms and is registered as such with the Institute of Chartered Accountants of India (ICAI). It is a limited liability partnership firm ("LLP") incorporated in India. The Audit Firm is engaged primarily in providing audit and assurance services and certain tax assurance services to its clients.

Proposed fees

The Board, at the recommendation of the Audit, has approved a fee of ₹175 Lacs exclusive of applicable taxes and out of pocket expenses, as may be incurred, for the financial year 2022-23 for scope of work related to the standalone and consolidated financial statements of J. K. Cement Limited. The fee for the remaining term may be finalized in subsequent years based on the recommendations of the Audit Committee and as may be approved by the Board.

None of the Directors/ Key Managerial Personnel ("KMP") of the Company/ their relatives are, in any way concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board of Directors accordingly recommends the Ordinary resolution as set out at Item No. 4 of the Notice for the approval of the members

ITEM NO. 5

Pursuant to provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹7,50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial year ending on March 31st 2023 as approved by the Board of Directors of the Company in its meeting held on 21.5.2022, to be paid to M/s. K.G. Goyal & Company, Cost Accountant, 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 Gujarat, 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. 5 for the approval of the Members.

ITEM NO. 6

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as "Listing Regulations"), the Stock Exchange(s) where the Company's Equity shares are listed may allow reclassification of Promoters as Public shareholders or vice-versa subject to fulfilment of conditions as provided therein.

The Company has received request letters on 20th May, 2022 from following persons (collectively named as "Promoter Group Members"), belonging to the Promoter Group under Regulation 31A of the Listing Regulations for re-classification of their shareholding under the 'Public' category ("Request"). It was confirmed that they meet the eligibility criteria for reclassification and have also undertaken that they shall comply with the conditions set out in the Listing Regulations upon reclassification as a 'Public' shareholder. The Request



letters received were placed before the Board of Directors at its meeting held on 21 May 2022. Members of Promoter Group being person acting in concert Category of the Company currently holds Equity shares constituting 0.01% paid up capital of the Company as under:

Name of Person/Entity requested to be reclassified to "Public" category	No of Equity Shares	% of total Equity capital
Mr. Anil Kumar Agrawal	3940	0.01
Mr. Kailash Nath Khandelwal jointly with Mrs. Radha Rani Khandelwal	1000	0
Mrs. Radha Rani Khandelwal jointly with Mr. Kailash Nath Khandelwal	500	0
M/s. G. H. Securities Pvt. Ltd.	20	0
Mr. Prashant Seth	20	0
Mr. Satish Kumar Agarwal	40	0
M/s. Yadu Securities Pvt. Ltd.	40	0
Total	5560	0.01

Members of Promoters group desires to reclassify their status from Promoter Group category to Public category, as they satisfy the conditions of eligibility of reclassification as laid down under sub-regulation (3) of Regulation 31A of the Listing Regulations and ,therefore, entitled to be reclassified as a "Public" shareholder. The Board of Directors of the Company at its meeting held on 21 May 2022 considered and analyzed the request for re-classification of these Promoter Group Members from the 'Promoter Group' category to the 'Public' category. The Board of Directors of the Company after considering the representations made by aforesaid members of Promoter Group is of the view that upon re-classification to the 'Public' category, they alongwith their related persons shall not (i) hold more than 10% of the total voting rights in the Company; (ii) exercise control over the affairs of the Company, directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements. Further, they shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve their re-classification in the 'Public' category and they are not a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 or a wilful defaulter per the guidelines issued by the Reserve Bank of India. The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock exchanges where its Equity shares are listed ("Stock "Promoter and Promoter Group" to the category of "Public", the Board of Directors need to analyse such request for reclassification and place such proposal before the shareholders in a general meeting for approval along with the views of the Board, therefore, the approval of the shareholders of the Company is being sought by way of intended resolution for such reclassification.

After such re-classification following shall be reckoned as Promoter & Promoter Group / Person Acting in Concert of the Company :-

Shareholding of Promoter, Promoter Group and Person Acting in Concert as on 31.03.2022

Sr. No	Promoter	No of shares	%age
1	M/s. Yadu International Ltd	3,10,36,918	40.17
2	Dr. Raghavpat Singhania	2,50,210	0.32
3	Mr. Madhavkrishna Singhania	2,50,210	0.32
	Total	3,15,37,338	40.81

Persons Belonging to Promoters' Group and

Sr. No	Promoter Group	No of shares	%age
1	Mrs. Sushila Devi Singhania	33,35,957	4.32
2	Dr. Nidhipati Singhania	42,428	0.05
3	Mrs. Kalpana Singhania	4,72,862	0.61
4	Gaur Hari Singhania with Vasantlal D. Mehta & Raghubir Prasad Singhania	20	00
	Total	38,51,267	4.98

Persons Acting in Concert

Sr. No	Persons Acting in Concert	No of shares	%age
1	Mr. Ajay Kumar Saraogi	3,340	0
2	Ms. Amrita Saraogi	3,000	0
3	Mrs. Pushpa Saraogi	5,048	0.01
Total		11,388	0.01

The Board recommends the resolution as above for approval of the Members by way of Ordinary Resolution. In accordance with the Listing Regulations, (name of members) the persons related to them as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this resolution.

None of the directors or key managerial personnel of the Company including their relatives has concern or interest, financial or otherwise, in the resolution set out as item No. 6 in this Notice

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 Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non- Executive Director who has attained the age of 75 (Seventy Five) years. Shri Sudhir Jalan aged about 77 years is a Non-Executive, Non-Independent Director of the Company liable to retire by rotation. He has been functioning as Director since 17.12.2019.

He is a Commerce Graduate and Master in Business Administration. He is premier businessman with business interest in diversified fields. He has been acting as Chairman and Managing Director of Meenakshi Tea Co. Ltd. and Director in various Public Limited and Private Limited Companies including Chairman in three companies. He was President of All India Management Association (AIMA) and International Chamber of Commerce (ICC) India.

He served on the Board of Indian Institute of Management, Kolkata. He presided over Federation of Indian Chamber of Commerce and Industry, apex body of ICC India.

He is Honorary Consul General of Greece in Kolkata. He is also associated with a number of Charitable Institutions.

The Nomination and Remuneration Committee of the Board of Director has recommended the continuation of appointment of Shri Sudhir Jalan as " 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 special Resolution for the continuation of appointment of Shri Sudhir Jalan

(DIN00111118) 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 Shri Sudhir Jalan and Smt. Sushila Devi Singhania being sister are in any way concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set forth in item No.7 for approval of the Members.

ITEM NO. 8

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

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the 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 Directors recommend the Resolution at Item No. 8 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.8 except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

BY ORDER OF THE BOARD

Shambhu Singh Membership No. FCS 5836
Vice President (Legal) & Company Secretary

Place : Kanpur
Dated : 21.5.22

**ANNEXURE**

Details of Director seeking appointment and re-appointment 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	Mr. Sudhir Jalan
DIN	00111118
Date of Birth	07-11-1944
Nationality	INDIAN
Date of Appointment on the Board	17-12-2019
Qualifications	Commerce Graduate and Master in Business Administration
Expertise in specific functional area	Business interest in diversified fields.
Number of shares held in the Company	NIL
List of the, directorships held in other companies*	THE SHAHJAHANPUR ELECTRIC SUPPLY CO.LTD. APOLLO MULTISPECIALITY HOSPITALS LIMITED SUBLIME AGRO LTD RICE LAKE WEIGHING SYSTEMS INDIA LIMITED MEENAKSHI TEA COMPANY LTD. MEENAKSHI CEREBRUM PROPERTIES LIMITED
Last Remuneration Drawn	₹1775000 towards commission and sitting fee
Number of Board Meeting attended	6
Relationship with other Directors	Brother of Mrs. Sushila Devi Singhania
Chairman/Members in the Committee of the Board of Companies in which she/he is Director*	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)