



CIN. L17229UP1994PLC017199

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

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

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

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of

J.K. CEMENT LIMITED will be held on Friday the 14th August, 2020 at 12 Noon through Video Conferencing/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 - 208001, UP, Kanpur on Friday the 14th August, 2020 at 12 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of Auditors thereon.
2. To Declare/Confirm dividend of ₹ 7.50 (75%) on Equity Shares of the Company for the Financial year 2019-20
3. To appoint a Director in place of Smt. Sushila Devi Singhania aged about 84 years (DIN 00142549), who retires by rotation pursuant to the provisions of Article 90 of the Article 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**
“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of 6,30,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2021 as approved by the Board of Directors of the Company in its meeting held on 17th June, 2020 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, Aligarh situated in the state of Uttar Pradesh and J.K. Cement Works, Muddapur situated in the State of Karnataka, be and is hereby ratified and confirmed.”

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

“**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 authorised 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 authorised 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.”

6. To approve the continuation of Directorship of Smt. Sushila Devi Singhania aged about 84 years (DIN: 00142549)

“RESOLVED THAT pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulation 2018, approval of the Members of the Company be and is hereby accorded to the re-appointment of Smt. Sushila Devi Singhania aged about 84 years (DIN: 00142549) as a Non Executive, Non Independent Director, liable to retire by rotation as well as to continue to hold the position of Non- Executive, Non Independent Director.”

7. Regularisation of Additional Director, Mr. Raghavpat Singhania (DIN: 02426556), by appointing him as Executive Director of the Company:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Raghavpat Singhania (DIN: 02426556) as a Whole Time Director designated as Executive Director (Corporate and White Cement) of the Company, for a period of 5 (five) years from 17th June, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT the Board 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.”

8. Regularisation of Additional Director, Mr. Madhavkrishna Singhania (DIN:07022433), by appointing him as Executive Director of the Company:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Madhavkrishna Singhania (DIN: 07022433) as a Whole Time Director designated as Executive Director (Grey Cement), for a period of 5 (five) years 17th June, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT the Board 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.”

9. Regularisation of Additional Director, Mr. Ajay Kumar Saraogi (DIN: 00130805), by appointing him as Executive Director of the Company:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Ajay Kumar Saraogi (DIN: 00130805) as Whole Time Director designated as Executive Director and Chief Financial Officer of the Company, for a period of 5 (five) years from 17th June, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT the Board 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.”

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President (Legal) & Company Secretary

Place: Kanpur

Dated: 17th June 2020

NOTES

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India, Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, permitting the conduct of Annual General Meeting through Video Conferencing (VC) or other Audio Visual means (OAVM) and has dispensed with the personal presence of the members at the meeting. In terms of the said Circulars, the 26th Annual General Meeting (AGM) of the members of the Company will be held through Video Conferencing (VC) / other Audio Visual Means (OAVM). There will be no physical meeting of members. However, Members can attend and participate in the AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and at any time 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 served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, 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 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM 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 CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com
6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020.
7. 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.
8. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act")
9. 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 Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
10. AGM will be held through VC in accordance with the Circulars, the route map and attendance slip are not attached to this Notice.
11. 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 5th August 2020 to Friday the 14th August , 2020 (both days inclusive)
12. 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) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com
13. Queries, if any, on the Annual Report and operations of the Company, may please 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.
14. Notice of the AGM and the Annual Report for the Financial Year 2019-20 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.

15. 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.
16. 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
17. 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.
18. 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.
19. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by "Central Depository Services Ltd."
20. Members desirous of obtaining additional information regarding the subject matter of the resolution are requested to address their communications to the attention of the Company Secretary at the Registered Office of the Company, so as to reach atleast 7 days before the date of the Meeting, so that the required information can be made available at the Meeting, to the extent possible.

21. The remote e-Voting period commences on Tuesday 11th August, 2020 at 10 A.M. and will end on Thursday 13th August, 2020 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 CDSL upon expiry of aforesaid period. Only the members whose names appears in the register of members as on 7th August, 2020 shall be allowed to cast their votes by remote e-Voting or through Venue voting through VC/OAVM at AGM, as the case may be. Any person who is not a Member as on the cut off date should treat this notice for information purposes only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
22. The Members can opt for only one mode of voting i.e. remote e-voting or Venue voting through VC/OAVM at the AGM. In case of voting by both modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.

23. Voting-

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

- (i) The voting period begins on Tuesday 11th August 2020, at 10 A.M. and will end on Thursday 13th August 2020 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 7th August, 2020 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company

Or

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 23 (a) (v) above.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

to the Resolution and option NO implies that you dissent to the Resolution.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xii) Click on the EVSN for the relevant <JK cement Ltd. > on which you choose to vote.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. shambhu.singh@jkcement.com (designated email address by company), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like 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 jkshr@jaykayenterprises.com, jkshr@jkcement.com, rc.srivastava@jkcement.com, investorservices@jkcement.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 jkshr@jaykayenterprises.com, jkshr@jkcement.com, rc.srivastava@jkcement.com, investorservices@jkcement.com.

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

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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/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 Email id. 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 Email id : shambhu.singh@jkcement.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM 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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

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, the remuneration of ₹ 6,30,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial year ending on 31st March, 2021 as approved by the Board of Directors of the Company in its meeting held on 17.6.2020, 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, JK Cement Works, Aligarh situated in the state of Uttar Pradesh and J. K. Cement Works, Muddapur situated in the State of Karnataka, requires to be ratified and confirmed by the shareholders.

None of the Director, Key Managerial personnel of the Company or there 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 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. 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 set out 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. Smt Sushila Devi Singhania aged about 84 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 26th July, 2014. She is also Director of Yadu International Limited. She is a member of Managing Committee of Seth Anandram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur. She has been actively associated with programmes for welfare and upliftment of economically weaker sections, children and women and also with religious activities.

The Nomination and Remuneration Committee/Board of Directors has recommended the continuation of appointment of Smt. Sushila Devi Singhania as a "Non-Executive Non Independent Director" of the Company, considering 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 Smt. 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 Smt Sushila Devi Singhania, her son Mr. Yadupati Singhania and brother Mr. Sudhir Jalan] 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

Mr. Raghavpat Singhania (DIN: 02426556), was appointed as an Additional Director of the Company with effect from 17.06.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above Director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Raghavpat Singhania is looking after Corporate and White Cement Operations since 2008. He was appointed by the Board as Chief Operating Officer (White Cement) on 8.2.20. The Board is of the view that the appointment of Mr. Raghavpat Singhania (DIN: 02426556), on the Company's Board as Executive Director is desirable and would be beneficial to the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Shri Raghavpat Singhania designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Raghavpat Singhania are as under:

Basic Pay	₹ 10 Lacs p.m
Scale	10 Lacs–1.5 Lacs–17.50 Lacs
Perquisites and other benefits	100% of basic pay
Contribution to provident Fund:	
Gratuity:	
Encashment of Unavailed Leave	
Superannuation	As per Company Rules
Leave Travel Concession	
Personal Accident Insurance	
Telephone	
Annual Leave	
Commission	Not exceeding 2% of Net Profit
Performance linked incentive	40% of the Annual Basic Pay

OTHER BENEFITS:

- A. The Company shall reimburse actual entertainment and travelling expenses incurred by the Executive Directors in connection with the Company's business, company provided cars for office use, reimbursement of salary of two attendant/guard, club fees/expenses but not life membership.

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

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

The particular set out hereinabove may be treated as an abstract of the terms of Agreement between the Company and Shri Raghavpat Singhania, Executive Director pursuant to the provisions of the Companies Act, 2013

Your Directors recommend Resolution at Item No.7 as a Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Raghavpat Singhania, Director and his brother Mr. Madhavkrishna Singhania, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

ITEM NO. 8

Mr. Madhavkrishna Singhania (DIN: 07022433), was appointed as an Additional Director of the Company with effect from 17.06.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Madhavkrishna Singhania is looking after Grey Cement Operations since 2010. He was appointed by the Board as Chief Operating Officer (Grey Cement) on 8.2.20. The Board is of the view that the appointment of Mr. Madhavkrishna Singhania (DIN: 07022433), on the Company's Board as Executive Director is desirable and would be beneficial to the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Madhavkrishna Singhania designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Madhavkrishna Singhania are as under:

Basic Pay	₹ 8 Lacs p.m
Scale	8 Lacs–1.5 Lacs–15.50 Lacs
Perquisites and other benefits	100% of basic pay
Contribution to provident Fund:	
Gratuity:	
Encashment of Unavailed Leave	
Superannuation	As per Company Rules
Leave Travel Concession	
Personal Accident Insurance	
Telephone	
Annual Leave	
Commission	Not exceeding 2% of Net Profit
Performance linked incentive	40% of the Annual Basic Pay

OTHER BENEFITS:

- A. The Company shall reimburse actual entertainment and travelling expenses incurred by the Executive Directors in connection with the Company's business, company provided cars for office use, reimbursement of salary of two attendant/guard, club fees/expenses but not life membership.

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

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

The particular set out hereinabove may be treated as an abstract of the terms of Agreement between the Company and Mr. Madhavkrishna Singhania, Executive Director pursuant to the provisions of the Companies Act, 2013

Your Directors recommend Resolution at Item No. 8 as a Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Madhavkrishna Singhania, Director and his brother Mr. Raghavpat Singhania, has any concern or interest, financial or otherwise, in the resolution at Item No. 8 of this Notice.

ITEM NO. 9

Mr. Ajay Kumar Saraogi (DIN: 00130805), was appointed as an Additional Director of the Company with effect from 17.06.2020 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Saraogi joined the JKSL Cement Division in 1978. He consequently assumed the position of the President (C/A) & CFO of JK Cement Ltd. The Board is of the view that the appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) on the Company's Board as Executive Director is desirable and would be beneficial to the Company. He would continue to shoulder the responsibility of Chief Financial Officer.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Ajay Kumar Saraogi designated as Executive Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Ajay Kumar Saraogi are as under:

Basic Pay	₹ 15 Lacs p.m.
Scale	15 Lacs – 2 Lacs – 25 Lacs
Perquisites and other benefits	75% of basic pay
Contribution to provident Fund:	
Gratuity:	
Encashment of Unavailed Leave	
Superannuation	As per Company Rules
Leave Travel Concession	
Personal Accident Insurance	
Telephone	
Annual Leave	
Commission	Not exceeding 1% of Net Profit
Performance linked incentive	25% of the Annual Basic Pay

OTHER BENEFITS:

- A. The Company shall reimburse actual entertainment and travelling expenses incurred by the Executive Directors in connection with the Company's business, company provided cars for office use, reimbursement of salary of two attendant/guard, club fees/expenses but not life membership.

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

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

The particular set out here in above may be treated as an abstract of the terms of Agreement between the Company and Mr. Ajay Kumar Saraogi, Executive Director pursuant to the provisions of the Companies Act, 2013.

Your Directors recommend Resolution at Item No.9 as a Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Ajay Kumar Saraogi, Director and his relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 9 of this Notice.

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President (Legal) & Company Secretary

Place: Kanpur

Dated: 17th June 2020

ANNEXURE- A

Details of Directors seeking appointment and re-appointment at the 26th 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	Mr. Raghavpat Singhania	Mr. Madhavkrishna Singhania	Mr. Ajay Kumar Saraogi
Date of Birth	01-08-1935	08-12-1984	19-10-1988	26-08-1956
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	26-07-2014. Her directorship is subject to retirement by rotation.	17-06-2020	17-06-2020	17-06-2020
Qualifications	Graduate in Arts	Graduate from Sheffield Hallam University, England	B.Tech in Electrical and Computer Engineering from Carnegie Mellon University, USA. Also completed a Diploma in Family Business Management from IMD Lausanne, Switzerland	Bachelor of Arts (Honours) degree in Economics and Bachelor in Law (LL.B)
Expertise in specific functional area	Education and Philanthropy	Corporate Affairs, Sales and Marketing	Technology Integration and Digitalisation	Finance
Number of shares held in the Company	920957	210	210	3340
List of the directorships held in other companies*	Yadu International Ltd.	NIL	NIL	1. JK Paints and Pigments Ltd. 2. Jaykaycem (Northern) Ltd. 3. Yadu International Ltd. 4. Jaykaycem (Central) Ltd.
Number of Board Meetings attended during the year	2 OUT OF 5	Not Applicable	Not Applicable	Not Applicable
Chairman/ Member in the Committees of the Boards of companies in which she/he is Director*	Nil	Not Applicable	Not Applicable	Not Applicable
Remuneration details (paid in 2019-20)	₹ 9,50,000 towards Commission and ₹ 1,25,000 towards sitting fee	Not Applicable	Not Applicable	Not Applicable
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).				

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President (Legal) & Company Secretary

Place: Kanpur
Dated: 17th June 2020