



## NOTICE



CIN. L17229UP1994PLC017199

Regd. 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** is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of J.K. CEMENT LIMITED will be held on Saturday the 14 August 2021 at 11.00 A.M. through Video Conferencing/Audio Visual Means. 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 to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Reports of Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2021, together with the Reports of Auditors thereon.
2. To declare dividend of ₹ 15 (150%) on Equity Shares of the Company for the Financial year 2020-21
3. To appoint a Director in place of Shri Paul Heinz Hugentobler aged about 72 years (DIN: 00452691), who retires by rotation pursuant to the provisions of Article 90 of the Article of Association of the Company and being eligible offers himself 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 31 March 2022 as approved by the Board of Directors of the Company in its meeting held on 12 June 2021, 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, Aligarh situated in State of Uttar Pradesh, J.K. Cement Works, Balasinor, situated in State of Gujarat 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 and 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."

#### As Ordinary Resolution(s)

##### 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 Mr. Ramapati Singhania currently forming part of the Promoter Group of the Company and presently holding 5,49,662 Equity shares of the Company constituting 0.71% of the paid up capital of the Company from 'Promoter Group' category to 'Public' category."

**"RESOLVED FURTHER THAT** the Board of Directors or Committee of Directors be and is hereby authorized 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 of the Company or any Director or the Company Secretary as may be authorized by the Board 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."

**"RESOLVED FURTHER THAT** upon receipt of approval from the Stock Exchanges on application made by the Company for such reclassification, the Company shall give effect such reclassification in the shareholding pattern from the immediate succeeding quarter to be filed under Regulation 31 of Listing Regulations and to ensure compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws."

##### 7. 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 of the Company and presently holding Equity shares of the Company as given hereunder from 'Promoter Group' category to 'Public' category:-

Name of Person/Entity	No of Equity Shares	% of total Equity capital
Mr. Abhishek Singhania	40,08,994	5.19%
Mrs. Manorama Devi Singhania	5,31,465	0.69%
M/s. J. K. Traders Ltd.	1,81,254	0.23%

**"RESOLVED FURTHER THAT** the Board of Directors or Committee of Directors be and is hereby authorized 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 of the Company or any Director or the Company Secretary as may be authorised by the Board 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."



**"RESOLVED FURTHER THAT** upon receipt of approval from the Stock Exchanges on application made by the Company for such reclassification, the Company shall give effect such reclassification in the shareholding pattern from the immediate succeeding quarter to be filed under Regulation 31 of Listing Regulations and to ensure compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws."

**8. Appointment of Mr. Nidhipati Singhania (DIN: 00171211) as a Director.**

**"RESOLVED THAT** Mr. Nidhipati Singhania (DIN:00171211), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28.05.2021 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Nidhipati Singhania (DIN: 00171211), who holds office of Additional Director up to 14.08.2021 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**9. Appointment of Mr. Ajay Narayan Jha (DIN: 02270071) as a Director.**

**"RESOLVED THAT** Mr. Ajay Narayan Jha (DIN: 02270071), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28.05.2021 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the

Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time Mr. Ajay Narayan Jha (DIN: 02270071), meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company from this meeting till the 32<sup>nd</sup> Annual General Meeting of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**10. Alteration of Articles of Association of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

The existing Article Nos. 91, 101 and 108 are substituted with the new Articles as under and existing Article No. 91, 101 and 108 shall be deleted from the Articles of Association of the Company:-

91. (1) Dr. Raghavpat Singhania shall be a Director not liable to retire by rotation;
- (2) Mr. Madhavkrishna Singhania shall be a Director not liable to retire by rotation;
- (3) The Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation.

101. (1) Subject to the provisions of the Act and these Articles the Board shall have power to appoint from time to time any of its member as the Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors of the Company upon such terms and conditions as the Board shall think fit,

- (2) The Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors shall not while he continues to hold that office be subject to retirement by rotation in accordance with Article 90. If he ceases to hold the Office of Director, he shall ipso facto and immediately ceased to be Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors.

- (3) Subject to the provisions of the Act in particular to the prohibitions and restrictions contained in the Act and Rules made thereunder, the Board may from time to time entrust to and confer upon Managing Director and/or Managing Directors and/or Joint Managing Director(s) or Whole Time Directors for the time being such of the powers exercisable under these presents by the Board as it may deem fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers

of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

108. (1) The Board of Directors may elect a Chairperson/Chairman of the Board/ Company who shall preside over all the meetings of the Board. The Board of Directors may also appoint a Vice Chairman who shall in absence of Chairperson/Chairman of the Board shall preside over the Meetings of the Board.
- (2) If no such Chairperson/Chairman/Vice Chairman is elected, or if at any Meeting the Chairperson/Chairman/Vice Chairman is not present within fifteen minutes after the time appointed for holding the Meeting, the Directors present may choose one of their member to preside over the Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors/Committee of Directors be and is hereby authorised to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/ publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution."

**BY ORDER OF THE BOARD**

**Shambhu Singh**

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

Place : Kanpur  
Dated : 12.6.2021



## 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. 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 Chairmen 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.
  3. Pursuant to the Circular No. 14/2020 dated April 08, 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.
  4. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jkcement.com](http://www.jkcement.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
  5. 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.
  6. 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")
  7. 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 7 August 2021 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).
  8. 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 framed there under.
  9. AGM will be held through VC in accordance with the Circulars, the route map and attendance slip are not attached to this Notice.
  10. 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 Thursday 5 August 2021 to Saturday the 14 August 2021 (both days inclusive)
  11. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of our e-mail address viz. (a) [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com), (b) [rc.srivastava@jkcement.com](mailto:rc.srivastava@jkcement.com), (c) [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com), (d) [jkshr@jkcement.com](mailto:jkshr@jkcement.com) (e) [prabhat.mishra@jaykayenterprises.com](mailto:prabhat.mishra@jaykayenterprises.com)
  12. Queries, if any, on the Annual Report and operations of the Company, may please be sent at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) at least seven days prior to the date of the AGM. The member must mention his name demat account number/folio number, email id, mobile number with the query; so that relevant query may be replied by the Company suitably at the meeting.
  13. Notice of the AGM and the Annual Report for the Financial Year 2020-21 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. It would also be uploaded on the website of Company [www.jkcement.com](http://www.jkcement.com). Any member, who has not registered his Email id, may register his / her Email ID with RTA for getting registered and may also request for a copy Annual Report electronically.
  14. As per SEBI directives securities of listed companies can be transferred only in dematerialised form with effect from 1 April 2019.
- Members, holding shares in physical forms, are advised to dematerialise their shares.
15. The statutory registers including Register of Directors, Key Managerial Personnel, the Register of Contracts under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com)
  16. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur, Practicing Company Secretaries (C.P No. 6083) as the Scrutiniser for conducting the e-voting process in fair and transparent manner. The Scrutiniser, after scrutinising the votes cast, shall submit her Report to the Company Secretary of the company.
  17. The results declared, along with the report of the Scrutiniser, shall be placed on the website of the Company [www.jkcement.com](http://www.jkcement.com) immediately after the declaration of result by such Director/ Company Secretary and the results shall also be communicated to the Stock Exchanges.
  18. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 7,03,326/- being the unpaid and unclaimed dividend amount pertaining to Dividend for the Financial Year 2013-14 to the IEPF.
- The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website [www.jkcement.com](http://www.jkcement.com). Members, who have not encashed their dividend pertaining to Dividend for the Financial Year 2014-15, are advised to write to the Company immediately claiming dividends declared by the Company.
19. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years has to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 27,560 equity shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date 31 March 2021 after following the prescribed procedure.
  20. 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 5.8.2021. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. [www.jkcement.com](http://www.jkcement.com). Members are requested to convert their share(s) lying in physical form to the Demat form as effective from 1.4.2019 as per law the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Vice President (Legal) and Company Secretary at mail id. [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com).
  21. 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 India Ltd."
  22. The Annual Report of the Company shall be dispatched through email to the Persons, whose names are recorded in the Register of Members on or before 16.7.21, maintained by RTA.
  23. The remote e-Voting period commences on Wednesday 11 August 2021 at 10 A.M. and will end on Friday 13 August 2021 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 are borne in the register of members as on 7 August 2021 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.

has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

24. 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.

25. **Voting-**

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

- a. The voting period begins on the Wednesday 11 August 2021 at 10 A.M. and will end on Friday 13 August 2021 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 7 August 2021 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.





- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) 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 & enter the details as prompted by the system.

**(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser viz. [rjkanpur@gmail.com](mailto:rjkanpur@gmail.com) and to the Company at the email address viz: [shambhu.singh@jkcement.com](mailto: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 scrutiniser to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to

[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurix, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- 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 **Company/RTA email id**.
- For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 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.
- 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.

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

- (v) 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.

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

- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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



## 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 31 March 2022 as approved by the Board of Directors of the Company in its meeting held on 12.6.2021, 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, J.K. Cement Works, Muddapur, situated in the State of Karnataka, J. K. Cement Works, Aligarh, situated in the State of Uttar Pradesh, J.K. Cement Works, Balasinore, situated in the State of Gujarat, require to be ratified and confirmed by the shareholders.

None of the Directors, Key Managerial personnel of the Company 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

In terms of 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 framed 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 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

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 an application from Mr. Ramapati Singhania, belonging to the Promoter Group under Regulation 31A of the Listing Regulations for re-classification of his shareholding under the 'Public' category ("Request"). Mr. Ramapati Singhania has confirmed that he meets the eligibility criteria for reclassification and has also undertaken that he shall comply with the conditions set out in the Listing Regulations upon reclassification as a 'Public' shareholder. The request received from Mr. Ramapati Singhania was placed before the Board of Directors at its meeting held on 28 May 2021. Mr. Ramapati Singhania being part of Promoter Group of the Company currently holds 5,49,662 Equity shares constituting 0.71% paid up capital of the Company. Mr. Ramapati Singhania has acquired 5,00,000 equity shares of the Company as per last WILL and Testament of Late Yadupati Singhania, erstwhile Promoter of the Company. He now desires to reclassify his status from Promoter Group category to Public category, as he satisfies 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 28 May 2021 considered and analyzed the request for re-classification of Mr. Ramapati Singhania from the 'Promoter Group' category to the 'Public' category

The Board of Directors of the Company after considering the representation made by Mr. Ramapati Singhania is of the view that upon re-classification to the 'Public' category, Mr. Ramapati Singhania alongwith his immediate relatives 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, he 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 his re-classification in the 'Public' category and he is not a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 or a wilful defaulter as 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 Exchanges") or the depositories. Further, trading in the Equity shares of the Company has not been suspended by the Stock Exchanges.

Regulation 31A of the Listing Regulations requires that in the event the Board of Directors receives an application from a Promoter requesting that a Promoter be reclassified from the category "Promoter and Promoter Group" to the category "Public" shareholders, 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.

The Board recommends the resolution as above for approval of the Members by way of Ordinary Resolution.

In accordance with the Listing Regulations, Mr. Ramapati Singhania and the persons related to him as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this resolution.

Except Mr. Nidhipati Singhania, Director who is brother of Mr. Ramapati Singhania, 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

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 9 June 2021 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 12 June 2021. Members of Promoter Group being part of Promoter category of the Company currently holds Equity shares constituting 6.11% paid up capital of the Company as under: -

Name of Person/Entity requested to be re-classified to "Public" category	No of Equity Shares	% of total Equity capital
Mr. Abhishek Singhania	40,08,994	5.19%
Mrs. Manorama Devi Singhania	5,31,465	0.69%
M/s. J. K. Traders Ltd.	1,81,254	0.23%
<b>Total</b>	<b>47,21,713</b>	<b>6.11%</b>

Promoter Group Members have received most of these shares as per last WILL and Testament of Late Yadupati Singhania, erstwhile Promoter of the Company. They 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 12 June 2021 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 Exchanges") or the depositories. Further, trading in the Equity shares of the Company has not been suspended by the Stock Exchanges.

Regulation 31A of the Listing Regulations requires that in the event the Board of Directors receives an application from a Promoter requesting that a Promoter

After such re-classification following shall be reckoned as Promoter & Promoter Group of the Company :-

#### Shareholding of Promoter, Promoter Group and Person Acting in Concert as on 31.03.2021

Promoters	No of shares	%age
1 M/s. Yadu International Ltd.	31034518	40.16
2 Dr. Raghavpat Singhania	250210	0.32
3 Mr. Madhavkrishna Singhania	250210	0.32
<b>Total</b>	<b>31534938</b>	<b>40.80</b>
Persons Belonging to Promoters' Group		
4 Mrs. Sushila Devi Singhania	3335957	4.32
5 Mr. Nidhipati Singhania	42428	0.05
6 Mrs. Kavita Y. Singhania*	3869650	5.01
7 Mrs. Kalpana Singhania	475263	0.62
8 Mr. Ramapati Singhania*	549662	0.71
9 Dr. Gaur Hari Singhania with Vasantlal D. Mehta & Raghubir Prasad Singhania (Physical Shares)	20	0.00
10 M/s. Yadu Securities Pvt. Ltd. – Since dissolved (Physical Shares)	40	0.00
11 M/s. G. H. Securities Pvt. Ltd. – Since dissolved (Physical Shares)	20	0.00
<b>Total</b>	<b>8273040</b>	<b>10.71</b>
Persons Acting in Concert		
12 Mrs. Pushpa Saraogi	5048	0.01
13 Mr. Anil Kumar Agrawal	3940	0.01
14 Mr. Ajay Kumar Saraogi	3340	0.00
15 Ms. Amrita Saraogi	3000	0.00
16 Mr. Kailash Nath Khandelwal	1000	0.00
17 Mrs. Radha Rani Khandelwal	500	0.00
18 Mr. Satish Kumar Agrawal	40	0.00
19 Mr. Prashant Seth	20	0.00
<b>Total</b>	<b>16888</b>	<b>0.02</b>
<b>Grand Total</b>	<b>39824866</b>	<b>51.53</b>

\* Requests for reclassification of their status from 'Promoter and Promoter Group' category to 'Public' category of shareholders of the Company were also received from Mrs. Kavita Y. Singhania and Mr. Ramapati Singhania on 28<sup>th</sup> January 2021 and 3<sup>rd</sup> May, 2021 respectively and for their re-classification process have commenced separately.

The Board recommends the resolution as above for approval of the Members by way of Ordinary Resolution.

In accordance with the Listing Regulations, Mr. Abhishek Singhania, Mrs. Manorama Devi Singhania, M/s. J. K. Traders Ltd. and 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. 7 in this Notice

#### ITEM NO. 8

The Board of Directors of the Company appointed Mr. Nidhipati Singhania as an Additional Director w.e.f. 28.5.2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 96 of the

be reclassified from the category of "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.

Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013, Mr. Nidhipati Singhania is proposed to be appointed as a Non-Executive Non-Independent Director whose office is liable to retire by rotation in the Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. The brief resume of Mr. Nidhipati Singhania pursuant to Regulation 27 of the Listing Regulations is annexed with this notice.

Mr. Nidhipati Singhania, aged 62 years, is grandson of Late Sir Padampat and Lady Anusuiya Singhania, son of Late Shri Gopalkrishna Singhania and Late Smt. Sulochana Devi Singhania. He has received immense experience over the last 38 years across myriad family businesses, known for his people management and problem solving skills, he is determined, meticulous and transparent.

He is Master of Commerce from Kanpur University (1982). Mr. Singhania is currently serving as Chancellor of Sir Padampat Singhania University, Udaipur, Rajasthan - one of the leading private, residential universities of Rajasthan offering Bachelors, Masters and Doctoral programmes. He is also Vice President at J.K. Organisation. As Director of Arr Emm Holdings Pvt. Ltd, he is reviving Indian handlooms and promoting Indian crafts and textiles, working with Kotah, Benaras and Chanderi weavers and master-weavers across the country, and exporting Indian textiles across the globe.

He has held various positions including Director - J K Cotton Ltd, Special Executive, Juggilal Kamlapat Cotton Spg. & Wvg. Mills Co. Ltd., Director, Plastic Products Ltd., Special Executive, J.K Synthetics Ltd. (Divisions : Fibretech Engineers, J K Tyre Cord and J K Acrylics). He is Life Member at the Foundation for Organisational Research and Education (FORE), and Trustee of Shri Dwarika Dheesh Temple Trust, Shri Radhakrishna Temple Trust, J K Charitable Trust, Shri Kamleshwar Ji Mahadeo Temple Trust and Kamla Town Trust. Moreover, he is a Life Time Member at the Uttar Pradesh Cricket Association.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mr. Nidhipati Singhania, Dr. Raghavpat Singhania and Mr. Madhavkrishna Singhania] is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 8 for approval of the Members.

#### ITEM NO. 9

The Board of Directors of the Company appointed Mr. Ajay Narayan Jha as an Additional Director w.e.f. 28.5.2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013, Mr. Ajay Narayan Jha is proposed to be appointed as a Non-Executive Independent Director whose office is not liable to retire by rotation in the Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. Brief profile of Mr. Ajay Narayan Jha is annexed to this Notice pursuant to Regulation 27 of the Listing Regulations.

Mr. Ajay Narayan Jha, aged 62 years, has superannuated from Indian Administrative Service in 2019 (Manipur Cadre 1982 Batch). He is MA in History with First Class from St. Stephen's College, Delhi University, MA in Economic Policy Management from McGill University, Montreal, Quebec, Canada and M.Phil in Public Administration from Indian Institute of Public Administration, New Delhi.

He held various important positions with Government of India viz. Member, Fifteenth Finance Commission, Finance Secretary, Ministry of Finance, Government of India, Secretary, Ministry of Finance, Department of Expenditure, Secretary, Ministry of Environment, Forest & Climate Change to name a few. Earlier he held important positions with Govt. of Manipur also. Besides he undertook international assignments and has published papers on election and environment.

The Board recommends the Ordinary Resolution set forth in item No. 9 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mr. Ajay Narayan Jha] is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

#### ITEM NO. 10

The existing Article 91 contained in Articles of Association ("AOA") of your Company were framed long back as per need of that time. After the unfortunate demise of Dr. Gaur Hari Singhania and Mr. Yadupati Singhania, Dr. Raghavpat Singhania and Mr. Madhavkrishna Singhania elevated to the office of Managing Director and Deputy Managing Director respectively in terms of succession planning of Late Chairman and Managing Director Mr. Yadupati Singhania for smooth functioning of the Company. Being the Promoters, they are controlling the affairs of the company. Therefore it has been considered necessary that they need not retire by rotation for the sake of stability and continuity of the company. Section 152(6) of the companies Act, 2013 require that authority of AOA is required for a director to be non-rotational director and hence the amendment in AOA is being sought by way of passing special resolution by the members of the company.

The existing Articles 101 and 108 contained in Articles of Association ("AOA") of your Company are required to be amended for smooth functioning of the Board of Director of the company in the changed scenario.

The Board recommends the Special Resolution set out at item No. 10 or approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Nidhipati Singhania, Dr. Raghavpat Singhania and Mr. Madhavkrishna Singhania, is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

**By Order of the Board**

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

Place : Kanpur  
Dated : 12.6.2021

## 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. Nidhipati Singhania	Mr. Ajay Narayan Jha	Mr. Paul Heinz Hugentobler
Date of Birth	11.2.1959	15.01.1959	14-02-1949
Nationality	Indian	Indian	Swiss
Date of Appointment on the Board	28.05.2021	28.05.2021	17-05-2014
Qualifications	Master of Commerce	Master of Arts (MA) in Economic Policy Management. 1995-1997 from McGill University, Montreal, Quebec, Canada. Master of Arts (MA) in History with First Class (1979-1981) from St. Stephen's College, Delhi University, Delhi, India. Master in Philosophy (M. Phil) in Public Administration (July 2005 – March 2006) Indian Institute of Public Administration, New Delhi.	Civil Engineer & Degree in Economic Science
Expertise in specific functional area	Business Acumen in diversified field.	Served India Administrative Service 1982 Batch, Manipur Cadre. Served in various capacities with Manipur Government and Government of India.	Manufacturing and Finance in Cement Industry
Number of shares held in the Company	42428 Equity Shares	NIL	NIL
List of the directorships held in other companies*	1. J. K. Cotton Limited (now since resigned) 2. Yadu International Ltd.	NIL	Dalmia Cement (Bharat) Limited
Chairman/ Member in the Committees of the Boards of companies in which she/he is Director*	NIL	NIL	NIL
Past Remuneration as Director	NA	NA	₹ 12,50,000/- towards commission and sitting fee ₹ 1,10,49,529 paid in professional capacity
Relationship between Directors inter-se	Dr. Raghavpat Singhania (father) Mr. Madhavkrishna Singhania (father)	NONE	NONE

\*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

## Shareholders General Information & Guidance

- The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone Number, NECS/ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz.  
(a) [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com),  
(b) [rc.srivastava@jkcement.com](mailto:rc.srivastava@jkcement.com),  
(c) [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com),  
(d) [jksr@jkcement.com](mailto:jksr@jkcement.com)  
(e) [Prabhat.mishra@jaykayenterprises.com](mailto:Prabhat.mishra@jaykayenterprises.com) and send NECS/ECS Mandate to the Registered Office of the Company.
- The equity shares of your company are listed on the Bombay Stock Exchange Ltd. & National Stock Exchange of India Ltd., Mumbai and the same are compulsorily traded in dematerialised mode. Shareholders are required to compulsorily dematerialise their shareholdings for share transfer and are therefore advised to send their request on prescribed form (available with DP) alongwith share certificate(s)/ for dematerialisation through depository participant (DP) with whom they are maintaining a demat account. The ISIN of the Company is INE 823G01014.
- The share holders who have not received corporate benefit i.e. share certificates, on account of shares held by them in Jaykay Enterprises Ltd (erstwhile J K Synthetics Ltd), dispatched by the company during April, 2005 may intimate the company by quoting reference of Folio No. / DP-ID and Client ID etc.
- The share holders who have not received dividend warrants for the year 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 on account of their change in address or any other reason may write to the Company's Registrar & Transfer Agents, Jaykay Enterprises Ltd, Kamla Tower, Kanpur by quoting reference of their folio or DP-ID & Client ID.
- The shareholders who wish to seek any information, clarification in respect of share transfer activities or status of their grievances may write to Company's Registrar Transfer Agent, Jaykay Enterprises Ltd, Kamla Tower, Kanpur at following email address: [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com).
- The shareholders of physical segment who are having identical names in different folios are advised to consolidate their holdings in one folio which will facilitate the investors in receiving consolidate dividend or non-cash corporate benefit of future and would reduce un-necessary paper work and service cost.
- The Investors who have not received Demat credit of shares allotted under public issue may write to us by quoting reference of their application no., name, address & No. of shares applied for.
- Shareholders of physical segment who wish to notify change in their address may intimate complete new address with Pin code. by quoting their Folio No. and proof of Address i.e. copy of telephone/electricity bill or any receipt of Municipal Corporation etc.  
  
The Shareholders who holds shares in electronic/ Demat segment may notify change in their address to the DP with whom they are maintaining a Demat account. No request For change in address from the holders of Demat segment will be entertained directly by The Company.
- The shareholders who wish to make nomination may send their application on prescribed form under Companies Act 2013 and Rules frame thereunder. The said form is also available on company's website [www.jkcement.com](http://www.jkcement.com).
- The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in SEBI Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.