

JK Cement LTD.

(CIN: L17229UP1994PLC017199)

Registered Office

Kamla Tower, Kanpur-208001, Uttar Pradesh, India

Telephone : +91-512-2371478/81, Fax : +91-512-2399854 Email : shambhu.singh@jkcement.com Web : www.jkcement.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No.39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Ordinary Resolution by way of Postal Ballot / Electronic voting (e-voting).

The proposed Ordinary Resolution along with the Explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof are given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. S.K.Gupta, Practicing Company Secretary (FCS No. 2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS No.5639 and CP No.5352) as Alternate Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of CDSL to enable the Members to cast their votes electronically. Members desiring for e-voting are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Company Secretary of the Company as authorized by the Board and the result of the Postal Ballot will be announced on or before Thursday, 1st July, 2021 by 5.00 P.M. The said result alongwith the Scrutinizer's Report will be displayed at Registered Office of the Company and uploaded on the Company's website www.jkcement.com and on the website of CDSL at www.cdslindia.com. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

To consider and, if thought fit, to give Assent / Dissent, to the following resolution as an **Ordinary Resolution**:

"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 Mrs. Kavita Y Singhania currently forming part of the Promoter Group of the Company and presently holding **38,69,650** Equity shares of the Company constituting **5.01%** 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.”

Date : 28.05.2021

Place: Kanpur

By Order of the
Board of Directors
For **J.K. Cement Limited**
Shambhu Singh
Head (Legal) &
Company Secretary
ICSI Membership No. FCS 5836

Notes :-

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 setting out the material facts concerning the Special business set out in the Notice and the reasons thereof is annexed hereto.
2. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 28th May, 2021 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”). Members who have not registered their e-mail address may download from the website: www.jkcement.com or website of CDSL or may send request at email id: shambhu.singh@jkcement.com for copy.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.jkcement.com, and on the website of CDSL i.e. www.cdslindia.com.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on 28th May, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date, should accordingly treat this notice for information purposes only.
6. The Scrutinizer's decision on the validity of E-voting will be final.
7. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations and MCA Circular, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “e-voting procedure”. It may be noted that e-voting is compulsory.
8. On account of threat posed by COVID 19 pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
 - (i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to Mr.Prabhat Kumar Mishra, Company Secretary, Jaykay Enterprises Ltd. Registrar and Share Transfer Agent, at the email id prabhat.mishra@jaykayenterprises.com / rc.srivastava@jkcement.com or Mr. Shambhu Singh, Head (Legal) &



Company Secretary at the email id- shambhu.singh@jkcement.com Post Successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to shambhu.singh@jkcement.com or investorservices@jaykayenterprises.com

- (ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Jaykay Enterprises Ltd. by following due procedure.
- (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, Jaykay Enterprises Ltd. to enable servicing of notices/documents/Annual Reports electronically to their email address.

9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. 29th June, 2021 in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India upon the declaration of Result on or before 1st July, 2021 by 5 P.M.

10. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, on or before Thursday, the 1st July, 2021 by 4 P.M., to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The result of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairman on or before Thursday, the 1st July, 2021 by 5 P.M. at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website www.jkcement.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchange.

11. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 31st May, 2021

at 9:00 am and ends on 29th June, 2021 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th May, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 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.

- (iii) 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. Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode is given below:**



| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) 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. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) 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: https://eservices.nsdl.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with</p> |

| | |
|--|--|
| | 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. |
| Individual Shareholders (holding securities in demat mode) 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. |

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

(iv) Login method for e-Voting other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to 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 Shareholders holding shares in Demat Form other than individual 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) 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. |
| 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 (3). |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for "JK Cement Ltd" on which you choose to vote.
- (ix) 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.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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 sk_gupta1@rediffmail.com; Shambhu.singh@jkcement.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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 **Company/RTA email id.** investorservices@jaykayenterprises.com/rc.srivastava@jkcement.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

12. The Board of Directors of the Company has appointed Mr. S.K.Gupta, Practicing Company Secretary (FCS-2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS-5639 and CP No.-5352) as Alternate Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.
13. All the documents referred to in Resolution/Explanatory Statement will be available for inspection at Investor services tab of website www.jkcement.com or at the Registered Office of the Company on all working days from 2 P.M. to 4 P.M. upto the date of declaration of result of Postal Ballot subject to COVID-19 protocol.
14. Resolution passed by the shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority on the last date of receipt of e-voting i.e. 29th June, 2021. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered Office of the Company at Kanpur on or before Thursday, the 1st July, 2021 by 5 P.M.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
 - i) Mr. Shambhu Singh, Head (Legal) & Company Secretary, J.K.Cement Ltd., Kamla Tower, 29/1, Dwarika Dheesh Road, Kanpur – 208001, U.P., Tel: (0512) 2336624; Email: shambhu.singh@jkcement.com.
 - ii) Mr. Prabhat Kumar Mishra, Company Secretary, M/s. Jaykay Enterprises Ltd., Registrar & Share Transfer Agent, Kamla Tower, 29/1, Dwarika Dheesh Road, Kanpur – 208001, U.P., Tel: (0512) 2371478-81 (Extn:18648/ 18322); Email: prabhat.mishra@jaykayenterprises.com / rc.srivastava@jkcement.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

The following explanatory statement as required under section 102(1) and other applicable provisions of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the Notice of the Postal Ballot dated 28th May, 2021.

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 Mrs. Kavita Y Singhania, belonging to the Promoter Group under Regulation 31A of the Listing Regulations for re-classification of her shareholding under the 'Public' category (“Request”). Mrs. Kavita Y Singhania has confirmed that she meets the eligibility criteria for reclassification and has also undertaken that she shall comply with the conditions set out in the Listing Regulations upon reclassification as a 'Public' shareholder. The Request received from Mrs. Kavita Y Singhania was placed before the Board of Directors at its meeting held on 6th February, 2021. Mrs. Kavita Y Singhania being part of Promoter Group of the Company currently holds 38,69,650 Equity shares constituting 5.01% paid up capital of the Company. Upon the demise of her husband Mr. Yadupati Singhania, she desires to reclassify her status from Promoter Group category to Public category, as she 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 6th February, 2021 considered and analyzed the Request for re-classification of Mrs. Kavita Y Singhania from the 'Promoter Group' category to the 'Public' category.

The Board of Directors of the Company after considering the representations made by Mrs. Kavita Y Singhania is of the view that upon re-classification to the 'Public' category, Mrs. Kavita Y Singhania alongwith her 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, she 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 her re-classification in the 'Public' category and she is 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 be reclassified from the category of “Promoter and Promoter Group” to the category of “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, Mrs. Kavita Y Singhania and the persons related to her as defined under clause (b) of sub-regulation (1) of Regulation 31A of the Listing Regulations shall not vote on this resolution.

Except Mrs. Sushila Devi Singhania, Director who is mother in law of Mrs. Kavita Y 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 in this Notice.

Date : 28.05.2021

Place: Kanpur

By Order of the
Board of Directors
For **J.K. Cement Limited**
Shambhu Singh
Head (Legal) &
Company Secretary
ICSI Membership No. FCS 5836

