

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]


To
The Board of Directors
J.K. Cement Ltd.
Kamla Tower,
Kanpur,

Dear Sir(s)

I, **Sushila Devi Singhania (DIN-00142549)**, Wife of Late Dr. Gaur Hari Singhania, R/o 11, Ganga Kutti, Cantonment, Kanpur (U.P.), being a Director in the Company hereby give notice of interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| SI No. | Names of the Companies /bodies corporate/ firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholding | Date on which interest or concern arose / changed |
|-----------|---|---|--------------|---|
| I | Companies/Bodies Corporates/Firms: | | | |
| 1. | J.K. Cement Limited | Director | 3335957 | 1.8.2015 |
| 2. | Yadu International Limited | Director | 120 | 19.6.1995 |
| | | | | |
| II | Institutions/Associates | | | |
| 1. | Juhari Devi Girls Post Graduate College, Kanpur | President Management Committee | N.A | Before 1.4.2018 |
| 2. | Juhari Devi Girls Inter College, Kanpur | President Managment Committee | N.A. | Before 1.4.2018 |

Place: KANPUR
Date: 01-04-2023


Sushila Devi Singhania
Director
[DIN: 00142549]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

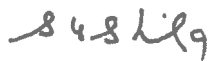
Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, **Sushila Devi Singhania**, wife of Late Dr. Gaur Hari Singhania, R/o 11, Ganga Kuti, Cantonment, Kanpur Uttar Pradesh-208004, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

⊗ 
Director 01-04-2023
DIN: 00142549

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: SUSHILA DEVI SINGHANIA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | NIL | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

DIN: 00142549

⑦ 84229
Signature 01-04-2023

FORM MBP – 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
J.K. Cement Ltd.,
Kamla Tower,
Kanpur-208 001

Dear Sir(s)

I, Nidhipati Singhania (DIN-00171211), S/o Late Shri Gopal Krishna Singhania, resident of 17, Oak Drive, DLF Chattarpur Farm, New Delhi-110 074, being a Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals:-

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholdings | Date on which interest or concern arose / changed |
|---------|---|---|---------------|---|
| 1. | Yadu International Limited | Director | -- | 18/09/2020 |
| 2. | Arremm Holdings Pvt. Ltd. | Whole Time Director | -- | 15/03/1995 |
| 3. | J. K. Paints And Coatings Ltd. | Director | -- | 13/04/2022 |
| | | | | |

Place: New Delhi
Date: 01-04-2023

⊗ 
Nidhipati Singhania
Director
(DIN: 00171211)

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

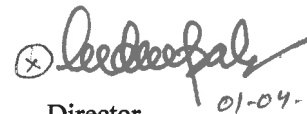
Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Nidhipati Singhania, son of Late Shri Gopal Krishna Singhania , resident of 17, Oak Drive, DLF Chattarpur Farm, New Delhi- 110074, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,


Director 01-04-2023
DIN: 00171211

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: NIDHIPATI SINGHANIA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|---|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | NIL | |
| 6. | | | |
| 7. | | | |
| 8. | | | |
| 9. | | | |

DIN: 00171211


 Signature 01-04-2023

N

FORM MBP – 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
J.K. Cement Ltd.,
Kamla Tower,
Kanpur-208 001

Dear Sir(s)

I, Raghavpat Singhania (DIN-02426556), S/o Dr. Nidhipati Singhania, resident of 17, Oak Drive, DLF Chattarpur Farm, New Delhi-110 074, being a Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals:-

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholdings | Date on which interest or concern arose / changed |
|---------|---|---|---------------|---|
| 1. | J. K. Cement Limited | Managing Director | -- | 31/08/2020 ✓ |
| 2. | J. K. Paints And Pigments Limited | Director | -- | 21/12/2020 ✓ |
| 3. | Yadu International Limited | Director | -- | 18/09/2020 ✓ |
| 4. | ACRO Paints Ltd. | Director | -- | 06/01/2023 ✓ |
| 5. | J. K. Paints And Coatings Ltd. | Managing Director | -- | 17/05/2022 ✓ |
| 6. | Yadupati Tradebiz Pvt. Ltd. | Director | -- | 29/04/2021 ✓ |
| 7. | Yadu Holiday Homes Pvt. Ltd. | Director | -- | 08/07/2022 ✓ |
| 8. | Yadu Estates Pvt. Ltd. | Director | -- | 08/07/2022 ✓ |

Place: New Delhi
Date: 01-04-2023

(x) 
Raghavpat Singhania
Director
(DIN: 02426556)

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, **Raghavpat Singhania**, S/o Dr. Nidhipati Singhania, R/o 17-Oak Drive, DLF Chattarpur Farm, New Delhi-110 074, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,


⊗ *Raghavpat Singhania*
01-04-2023
Director
DIN: 02426556

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: RAGHAVPAT SINGHANIA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | NIL | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

DIN: 02426556


 Signature
 01.04.2023

FORM MBP – 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
J.K. Cement Ltd.,
Kamla Tower,
Kanpur-208 001

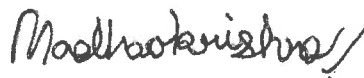
Dear Sir(s)

I, Madhavkrishna Singhanian (DIN-007022433), S/o Dr. Nidhipati Singhanian, resident of 17, Oak Drive, DLF Chattarpur Farm, New Delhi-110 074, being a Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals:-

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholdings | Date on which interest or concern arose / changed |
|---------|---|---|---------------|---|
| 1. | J.K Cement Limited | Deputy MD & CEO | 250210 | 14/08/2020 |
| 2. | ACRO Paints Limited | Director | -- | 06/01/2023 |
| 3. | J. K. Paints And Coatings Ltd. | Director | 100* | 13/04/2022 |
| 4. | Yadu International Limited | Director | 1335509 | 18/09/2020 |
| 5. | Jaykaycem (Central) Limited | Director | -- | 02/09/2020 |
| 6. | Lohia Corp Limited | Director | -- | 01/08/2022 |
| 7. | Yadupati Tradebiz Pvt. Ltd. | Director | 250000 | 29/04/2021 |
| 8. | Yadu Holiday Homes Pvt. Ltd. | Director | 1* | 08/07/2022 |
| 9. | Yadu Estates Pvt. Ltd. | Director | 1* | 08/07/2022 |

*Shares held in representative capacity of Holding Company

Place: New Delhi
Date: 01.04.2023


Madhavkrishna Singhanian
Director
(DIN: 07022433)

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Madhavkrishna Singhania, son of Dr. Nidhipati Singhania, resident of 17-Oak Drive, DLF Chattarpur Farm, New Delhi-110 074, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

Madhavkrishna

Director

DIN: 07022433

01-04-2023

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DIN: 07022433

Madhadrishna/
Signature 01.04.2023

Signature 01-04-2023

FORM MBP-1

Notice of interest by director

[Pursuant to Section 184 (1) of Companies Act 2013 & Rule 9(1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, **Ajay Narayan Jha, (DIN: 02270071)** son of Late Dr. Prem Narayan Jha, residing at, Flat 12A1, Imperial Court Tower 3, Jaypee Wishtown, Sector 128, Noida -201304, Uttar Pradesh, being an Independent Director in the Company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals: -

| Sr. No. | Names of the Companies /bodies corporate/ firms/ association of Individuals | Nature of interest or concern/ Change in interest or concern | Shareholding | Date on which interest or concern arose / changed |
|---------|---|--|--------------|---|
| 1. | J. K. Cement Limited | Director | Nil | 28/05/2021 |
| 2. | Yatra Online Ltd | Director | Nil | 16/03/2022 |
| 3. | SBL Private Limited | Director | Nil | 20/03/2023 |

Details of shareholding in Body Corporate (irrespective of directorship in that body corporate) in which I hold more than 2% of paid-up share capital, either individually or jointly or together with other directors (In case of joint holding please mention name of joint holder)

| Sr No. | Name of Body Corporate | Shareholding (along with % of Paid-Up Capital) | Date on which interest or concern arose / changed |
|--------|------------------------|--|---|
| NIL | | | |

9/9/23
Ajay Narayan Jha
Director
[DIN:02270071]

Place: New Delhi
Date: 1-4-2023

**The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur**


Dear Sirs.

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Ajay Narayan Jha, son of Late Dr. Prem Narayan Jha, residing at, Flat 12A1, Imperial Court Tower 3, Jaypee Wishtown, Sector 128, Noida -201304, Uttar Pradesh, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,


Ajay Narayan Jha
Director
[DIN:02270071]

Place: New Delhi
Date: 1-4-2023

7

| | NAME OF DIRECTOR, ADVISORY BOARD MEMBER OR COMPANY OFFICER | (SECURITY CLASSIFICATION AND AUTHORITY) HELD AS ON MARCH 31, 2022 |
|--|--|---|
| | | |

Signature

DIN: 02270071

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Sub: Declaration of Independence U/s 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015.

I, **Ajay Narayan Jha**, (DIN: 02270071) son of Late Dr. Prem Narayan Jha, residing at, Flat 12A1, Imperial Court Tower 3, Jaypee Wishtown, Sector 128, Noida -201304, Uttar Pradesh, do certify that I am a Non-executive Director of **M/s J.K. Cement Ltd.** and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I do certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I have or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives –
 - (i) is holding any securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two per cent. of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters, or directors, for such amount as may be prescribed during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary, or associate company amounting to two per cent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income of fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,

(x)

9/9/23

Director: Ajay Narayan Jha

DIN: 02270071

Date: 1-4-2023

Place: New Delhi

N

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, Saurabh Chandra (**DIN: 02726077**), son of Late Shri U. C. Sharma, resident of A-9, Sector-30, Nithari Road, Gautam Budh Nagar, Noida – 201 301, being an Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | Bharat Heavy Electricals Limited (BHEL) | Arbitrator | | 28/01/2019 ✓ |
| 2 | SBI Pension Funds Private Limited | Director | | 30/07/2018 ✓ |
| 3 | Vacmet India Limited | Director | | 16/09/2017 ✓ |
| 4 | Intech Organics Ltd. | Member of the Technical Advisory Board | | 01/03/2018 ✓ |
| 5 | Institute of Medical Sciences, Banaras Hindu University, Varanasi | Special Invitee | | 02/08/2018 ✓ |
| 6 | Algo8 AI Pvt. Ltd. | Member of Advisory Board | | 01/06/2020 ✓ |
| 7 | School of Medical Research and Technology (SMRT) at IIT, Kanpur | Member of Advisory Board | | 20/12/2020 ✓ |
| 8 | Steel Authority of India Limited | Outside Expert Committee (OEC)- External Expert | | 29/01/2021 ✓ |
| 9 | Prowess Advisors Private Limited | Member of Advisory Board | | 10/08/2021 ✓ |
| 10 | RITES Limited | Independent External Monitor | | 11/09/2021 ✓ |
| 11 | Deendayal Port Trust | Independent External Monitor | | 05/11/2021 ✓ |

Place: Noida
Date: 01-04-2023

⊗ S. Chandra
Saurabh Chandra
Director
[DIN: 02726077]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Saurabh Chandra, son of Late Shri U. C. Sharma , resident of A-9, Sector-30, Nithari Road, Gautam Budh Nagar, Noida – 201 301, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

⊗ S. Chandra

Director

DIN: 02726077

01-04-2023

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: SAURABH CHANDRA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|----------------------|-------------------|--|
| 1. | Vacmet India Limited | Audit Committee | Member ✓ |
| | | | |
| | | | |
| | | | |
| | | | |
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| | | | |
| | | | |

DIN: 02726077

(X) *S. V. Chandra*
Signature 01-04-2023

Saurabh Chandra

A-9, Sector -30,

Noida, U.P.

To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

**Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and
Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.**

I, **Saurabh Chandra**, son of Late Shri Umesh Chandra Sharma , resident of A-9, Sector-30, Noida, U.P.- 201301, do hereby certify that I am a Non-executive Director of **M/s J.K. Cement Ltd.** and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv)

⑧

S. Chandra

above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,

⊕ S. Chandra

Director: Saurabh Chandra

DIN: 02726077

Date: 01-04-2023

Place Noida

FORM MBP - 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower
Kanpur UP-208001

Dear Sir

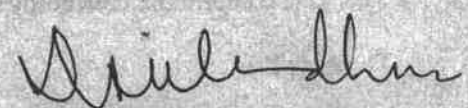
I, Deepa Gopalan Wadhwa, Daughter of Shri Panagadan Gopalan, resident of N-35, Panchsheel Park, Malviya Nagar, New Delhi-110017, being an Independent director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

| SI No. | Names of the Companies /bodies corporate/ firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholding | Date on which interest or concern arose / changed |
|--------|---|---|--------------|---|
| 1. | J.K. Cement Ltd. | Director | -- | 3/11/2018 |
| 2. | Mukand Sumi Special Steel Limited | Director | -- | 23/05/2018 |
| 3. | ASA Corporate Catalyst India Private Limited | Director (CHAIRPERSON) | -- | 14/09/2017 |
| 4. | JK Paper Limited | Director | -- | 27/06/2019 |
| 5. | Horizon Pack Private Limited | Director | -- | 12/12/2022 |
| 6. | Bengal & Assam Company Ltd. | Director | -- | 28/03/2020 |
| 7. | Artemis Medicare Services Ltd. | Director | -- | 22/05/2020 |
| 8. | NDR Auto Components Ltd. | Director | -- | 30/11/2020 |
| 9. | Sapphire Foods India Ltd. | Director | -- | 05/08/2021 |
| 10. | ASA-CEI | Chairperson | -- | 15/07/2022 |
| 11. | Larsen & Toubro Metro Rail Hyderabad Ltd. | Director | -- | 27/03/2023 |

(10) Is mentioned at serial (3)

Place:
Date:

New Delhi
6/4/2023

② 

Deepa Gopalan Wadhwa
Director
DIN: 07862942

The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur

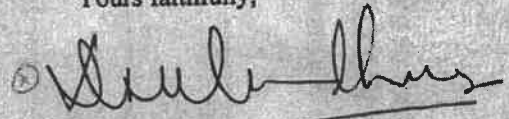
Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Deepa Gopalan Wadhwa, Daughter of Shri Panagadan Gopalan, resident of N-35, Panchsheel Park, Malviya Nagar, New Delhi-110017, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,



Director
DIN: 07862942


24/1/2023

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: DEEPA GOPALAN WADHWA

| Sl No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|--------|---|--|--|
| 1. | J. K. Paper Ltd. | Stakeholders Relationship Committee NRC Committee CSR Committee | Member Member Member |
| 2. | Horizon Pack Private Ltd. | CSR Committee NRC Committee Audit Committee | Member Member Member |
| 3. | Artemis Medicare Services Ltd. | Nomination & Remuneration Committee Audit Committee | Member Member |
| 4. | NDR Auto Components Ltd. | SRC Committee Audit Committee | Member Member |
| 5. | Sapphire Foods India Ltd. | CSR Committee, Audit NRC Committee, Audit COMMITTEE | Chairperson Member |
| 6. | Larsen & Toubro Metro Rail Hyderabad Ltd. | Stakeholders Relationship Committee | Chairperson |
| | | | |
| | | | |
| | | | |

DIN: 07862942


⑧ 
Signature
6/4/2023

To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

**Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and
Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.**

I, Deepa Gopalan Wadhwa, Daughter of Shri Panagadan Gopalan, resident of N-35, Panchsheel Park, Malviya Nagar, New Delhi-110017 do hereby certify that I am a Non-executive Director of M/s J.K. Cement Ltd. and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I have or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.


6/4/2023

2

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, Ashok Sinha (DIN: 00070477), son of Late Shri Upendra Narain Sinha, resident of Flat No. A-2902, 29th Floor, A-Wing, Lodha Bellissimo, Apollo Mill Compound, Mahalaxmi, N.M. Joshi Marg, Mumbai – 400 011, being an Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | J.K. Cement Limited | Director | -- | 18/05/2019 |
| 2 | CIPLA Limited | Director | -- | 16/07/2013 |
| 3 | The Tata Power Company Limited | Director | -- | 02/05/2019 |
| 4 | Navin Fluorine International Ltd. | Director | -- | 28/10/2020 |
| 5 | Cipla (EU) Ltd. U .K. (Foreign) | Director | -- | 27/08/2021 |
| 6 | Tata Communications Ltd. | Director | -- | 08/10/2021 |
| 7 | 4 l Advisors | Proprietor | -- | 18/12/2010 |
| 8 | Tata Power Delhi Distribution Ltd. | Director | -- | 24/03/2023 |

Place: MUMBAI
Date: 1st April 2023

Ⓟ Ashok Sinha
Ashok Sinha
Director
[DIN: 00070477]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Ashok Sinha, son of Late Shri Upendra Narain Sinha, resident of Flat No. A-2902, Lodha Bellissimo, N.M. Joshi Marg, Mumbai-400 011, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

⊗ *Ashok Sinha*
1-4-23
Director
DIN: 00070477

NAME OF DIRECTOR: ASHOK SINHA

DIN: 00070477

⑦ Ashok Sinha
Signature 1-9-23

Ashok Sinha

Flat No. A-2902, 29th Floor, A- Wing, Lodha Bellissimo,
Apollo Mill Compound, Mahalaxmi,
N.M. Joshi Marg, Mumbai-400 011

To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

**Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and
Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.**

I, Ashok Sinha, son of Late Shri Upendra Narain Sinha, resident of Flat No. A-2902, 29th Floor, A-Wing, Lodha Bellissimo, Apollo Mill Compound, Mahalaxmi, N.M. Joshi Marg, Mumbai – 400011, do hereby certify that I am a Non-executive Director of M/s J.K. Cement Ltd. and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding,

⑦ Ashok Sinha

subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,



Ashok Sinha

Director: Ashok Sinha

DIN: 00070477

Date: 1st April 2023

Place : MUMBAI

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, Satish Kumar Kalra (DIN: 01952165), son of Shri Sohan Lal Kalra, resident of H. No.54, Sector-5, Urban Estate, Gurgaon-122 001, being an Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | J.K. Cement Limited | Director | | 14.08.2021 |
| 2 | PNB GILTS Ltd. | Director | | 15.09.2018 |
| 3 | CAN FIN Homes Ltd. | Director | | 15.06.2020 |
| 4 | IBMBS Ltd. | Director | | 30.11.2021 |
| 5 | Lakshmi Vilas Bank Ltd. | Director | | 25.09.2020 |

Place: Gurgaon
Date: 01.04-2023

(x)

Satish Kumar Kalra
Director
[DIN: 01952165]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**


Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Satish Kumar Kalra, son of Shri Sohan Lal Kalra, resident of H. No. 54, Sector-5, Urban Estate, Gurgaon-122 001, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

(X)

Director 01-01-2023
DIN: 01952165

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: SATISH KUMAR KALRA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|--------------------|-------------------------------------|---|
| 1. | PNB GILTS Ltd. | Audit Committee | Member ✓ |
| 2. | IBMBS Ltd. | Audit Committee | Member ✓ |
| 3. | CAN FIN Homes Ltd. | Stakeholders Relationship Committee | Chairman ✓ |
| | | | |
| | | | |
| | | | |
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| | | | |
| | | | |
| | | | |

DIN: 01952165


 Signature 01-01-2023

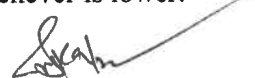
To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

I, Satish Kumar Kalra, son of Shri Sohan Lal Kalra, resident of H. No. 54, Sector-5, Urban Estate, Gurgaon-122 001 do hereby certify that I am a Non-executive Director of M/s J.K. Cement Ltd. and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

⊗



5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,

(x)



Director: Satish Kumar Kalra

DIN: 01952165

Date: 01.04.2023

Place Gurgaon

N

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

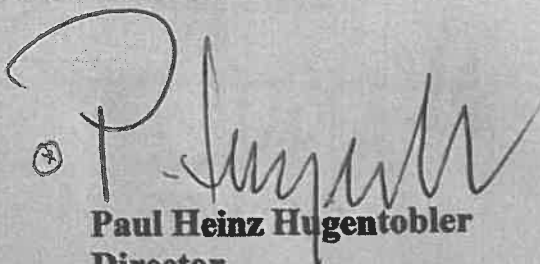
I Paul Heinz Hugentobler (DIN: 00452691), son of Mr. Paul Hugentobler, resident of 10, CH-8645, Jona, Switzerland, being a Non-Executive, Non-Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | J.K. Cement Limited | Director | | 26.7.2014 |
| 2 | Dalmia Cement (Bharat) Limited | Director | | 5.11.2015 |

Place:

Date:

Jona
1-4-2023


Paul Heinz Hugentobler
Director
[DIN: 00452691]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Paul Heinz Hugentobler, son of Mr. Paul Hugentobler, resident of 10, CH-8645, Jona, Switzerland; do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,


Director

DIN: 00452691

1-4-2023

DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023

NAME OF DIRECTOR: PAUL H. HUGENTOBLE

[illegible]

DIN: 00452691

Signature

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I Mudit Aggarwal (**DIN: 07374870**), son of Shri Ashwini Aggarwal, resident of DISCO Compound, G. T. Road, Ghaziabad-201 001, being an Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|---|
| 1 | J.K. Cement Limited | Director | | 14.08.2021 ✓ |
| 2 | MMX Foods Pvt. Limited | Director | | 19.11.2018 ✓ |
| 3 | Food Puddle Pvt. Limited | Director | | 12.01.2022 ✓ |
| 4 | Asha Metal Works LLP | Director | | 28.11.2016 ✓ |
| 5 | S. S. Dealers LLP | Director | | 27.04.2017 ✓ |

Place: Ghaziabad.

Date: 01-04-2023

⊕ Mudit Aggarwal

Mudit Aggarwal
Director
[DIN: 07374870]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**


Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Mudit Aggarwal, son of Shri Ashwini Aggarwal, resident of DISCO Compound, G. T. Road, Ghaziabad-201 001, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

⊗ 
Director
DIN: 07374870 01-04-2023

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: MUDIT AGGARWAL

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | NIL | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

DIN: 07374870

☒ Mudit Aggarwal
 Signature
 01.04.2023

To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

I, Mudit Aggarwal, son of Shri Ashwini Aggarwal, resident of DISCO Compound, GT Road, Ghaziabad-201 001 do hereby certify that I am a Non-executive Director of M/s J.K. Cement Ltd. and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

⊗ Mudit Agf

5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,

⑦ 

Director: Mudit Aggarwal

DIN: 07374870

Date: 01-04-2023

Place Ghaziabad.

FORM MBP – 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
J.K. Cement Ltd.,
Kamla Tower,
Kanpur-208 001

Dear Sir(s)

I, Ajay Kumar Saraogi (DIN-00130805), S/o Late S. K. Saraogi, resident of 2A/175, Azad Nagar, Kanpur-208 002, being a Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals:-

| SI No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholdings | Date on which interest or concern arose / changed |
|--------|---|---|---------------|---|
| 1. | Yadu International Limited | Director | 230 | 21/03/1995 |
| 2. | Jaykaycem (Central) Limited | Director | 10* | 31/03/2014 |
| 3. | JK Paints And Pigments Limited | Director | 40 | 15/04/1993 |
| 4. | Jaykaycem (Northern) Limited | Director | -- | 29/07/2013 |
| 5. | Merchants' Chamber of Uttar Pradesh | Director | -- | 30/09/2009 |
| 6. | Ayodhya Finlease Ltd. | Shareholder | 30000 | Before 01/04/2019 |
| 7. | J. K. Cement Ltd. | Deputy MD & CFO | -- | 14/08/2020 |
| 8. | ACRO Paints Limited | Director | -- | 06/01/2023 |
| 9. | J. K. Paints And Coatings Ltd. | Director | -- | 13/04/2022 |
| 10. | Yadupati Tradebiz Pvt. Ltd. | Director | -- | 26/04/2022 |

*Shares held in representative capacity of beneficial owner

Place: Kanpur
Date: 01-04-2023

Ajay Kumar Saraogi
Director
(DIN: 00130805)

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**


Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Ajay Kumar Saraogi, son of Late S. K. Saraogi, resident of 2A/175, Azad Nagar, Kanpur-208 002, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

(X) 
01-04-2023
Director
DIN: 00130805

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: AJAY KUMAR SARAOGI

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|--|
| 1. | | | |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | NIL | |
| 6. | | | |
| 7. | | | |
| 8. | | | |
| 9. | | | |

DIN: 00130805

(X)

Signature
01-04-2023

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, Sudhir Jalan (DIN: 00111118), son of Late Shri K. D. Jalan, resident of 9, Alipore Road, Kolkata – 700 027, being a Non-Executive, Non-Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | J. K. Cement Limited | Director | -- | 17/12/2019 ✓ |
| 2 | Neo Foods Private Limited | Director | -- | 27/09/2004 ✓ |
| 3 | Dhawalgiri Holdings Pvt. Limited | Director | -- | 20/08/2010 ✓ |
| 4 | Meenakshi Tea Company Ltd. | Managing Director | -- | 01/06/2002 ✓ |
| 5 | Rice Lake Weighing Systems India Limited | Director | -- | 16/03/2006 ✓ |
| 6 | Apollo Multispeciality Hospitals Ltd. | Director | -- | 21/05/2015 ✓ |
| 7 | The Shahjahanpur Electric Supply Co. Limited | Director | -- | 09/08/1971 ✓ |
| 8 | Sublime Agro Limited | Director | -- | 21/05/1993 ✓ |
| 9 | Anchor Investments Pvt. Ltd. | Director | -- | 20/08/2010 ✓ |
| 10 | Meenakshi Cerebrum Properties Limited | Wholetime Director | -- | 26/08/2015 ✓ |
| 11 | ASA Holdings Private Limited | Director | -- | 29/04/2004 ✓ |
| 12 | Brar Properties And Holdings Private Limited | Director | -- | 09/10/2003 ✓ |
| 13 | Rieter India Private Limited | Director | -- | 01/05/2008 ✓ |
| | | | | |

Place: Kolkata
Date: 1.4.2023


Sudhir Jalan
Director
[DIN: 00111118]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

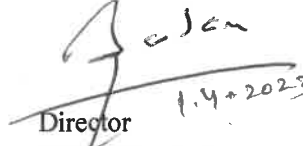
Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Sudhir Jalan, son of Late Shri K. D. Jalan, resident of 9, Alipore Road, Kolkata – 700 027, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,


Director 1.4.2023
DIN: 00111118

DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023

NAME OF DIRECTOR: SUDHIR JALAN

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|---------------------------------------|-------------------|--|
| 1. | Apollo Multispeciality Hospitals Ltd. | Audit Committee | Member ✓ |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

DIN: 001111118


 Signature
 1.M.2023

Form MBP-1
Notice of interest by Director
[Pursuant to Section 184(1) and Rule 9 (1)]

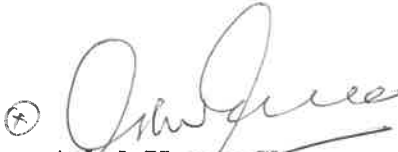
To
The Board of Directors
J.K. Cement Limited
Kamla Tower,
Kanpur

Dear Sir(s)

I, Ashok Kumar Sharma (DIN: 00057771), son of Late Shri Jagan Nath Sharma, resident of 704, Kalpana Tower, 3/16-A, Vishnu Puri, Kanpur-208002, being an Independent Director in the Company hereby give notice of my interest or concern in the following Company or Companies, Bodies Corporate, Firms or other association of individuals :

| Sl. No. | Names of the Companies/ Bodies Corporate/ Firms/ association of individuals | Nature of interest or concern/ Change in interest or concern | Shareholdings | Date on which interest or concern arose/ changed |
|---------|---|--|---------------|--|
| 1 | J. N. SHARMA & CO. | PARTNER | — | 01.07.1984 |
| | | | | |
| | | | | |

Place: Kanpur
Date: 01.04.2023


Ashok Kumar Sharma
Director
[DIN: 00057771]

**The Board of Directors,
J.K. Cement Limited
Kamla Tower,
Kanpur**

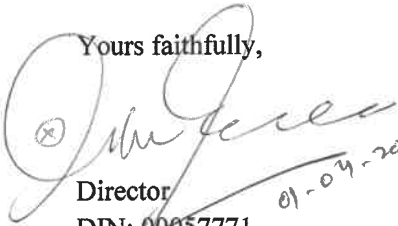
Dear Sirs,

Sub: Declaration U/s 164 (2) of Companies Act, 2013

I, Ashok Kumar Sharma, son of Late Shri Jagan Nath Sharma, resident of 704, Kalpana Tower, 3/16-A, Vishnu Puri, Kanpur-208002, do hereby declare that I am not the Director of any Company which:

- a) has not filed the financial statement or annual returns for any continuous period of three financial years; or
- b) has failed to repay the deposits accepted by it or pay interest thereon to redeem any debenture on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.

Yours faithfully,

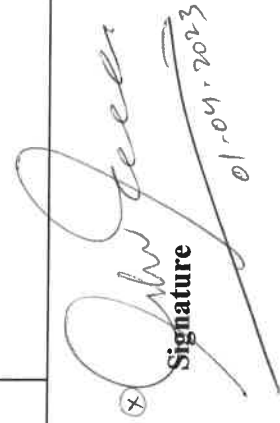

Director
DIN: 00057771
01-04-2023

**DECLARATION BY THE DIRECTORS IN RESPECT OF MEMBERSHIP/CHAIRMANSHIP OF AUDIT AND STAKEHOLDERS
RELATIONSHIP COMMITTEE OF OTHER COMPANIES (OTHER THAN J.K. CEMENT LIMITED) HELD AS ON MARCH 31, 2023**

NAME OF DIRECTOR: ASHOK KUMAR SHARMA

| Sl. No. | Name of Company | Name of committee | Whether Member or Chairman of Committee(s) |
|---------|-----------------|-------------------|--|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | NIL | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

DIN: 00057771



 Signature

 01.04.2023

To
The Board of Directors
J.K Cement Ltd.
Kamla Tower,
Kanpur

**Sub: Declaration of Independence u/s 149 (6) of the Companies Act, 2013 and
Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.**

I, Ashok Kumar Sharma, son of Late Shri Jagan Nath Sharma, resident of 704, Kalpana Tower, 3/16A, Vishnu Puri, Kanpur 208 002, do hereby certify that I am a Non-executive Director of **M/s J.K. Cement Ltd.** and comply with all the criteria of Independent Director envisaged under Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as & when it may be notified. I hereby certify that:

1. I am/was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
2. I am/was not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
3. I has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate Company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;
4. None of my relatives—
 - (i) is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
 - (ii) is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - (iv) has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income; Provided that the pecuniary relationship or transaction with the Company or its holding, subsidiary or associate Company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

5. neither me nor any of my relatives—

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company or any company belonging to the promoter group of the listed entity, in any of the three financial years.
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

(C) holds together with his relatives 2% or more of the total voting power of the listed entity; or

(D) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the listed entity;

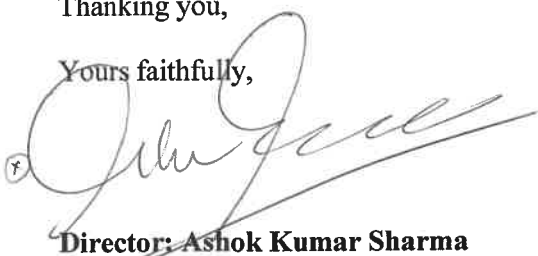
(E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

6. is not less than 21 years of age.

7. I am not a Non-Independent Director of another Company on the board of which any Non-Independent Director of the listed entity is Independent Director.

Thanking you,

Yours faithfully,



Director: Ashok Kumar Sharma

DIN: 00057771

Date: 01-04-2023

Place Raipur

Form DIR-2**Consent to act as a director of a company**

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,
The Board of Directors,
JK Cement Limited
Kamla Tower,
Kanpur 208001

Subject: Consent to act as a director.

Dear Sir(s)

I, Ashok Kumar Sharma, Son of Late Shri Jagan Nath Sharma, Resident of 704, Kalpana Tower, 3/16A, Vishnu Puri, Kanpur 208002, hereby give my consent to act as Director of JK Cement Limited, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

| Sl. No. | Particulars | Details | | | | | | |
|---------------|--|---|--------------------------------|---|---|---|--------|--|
| 1. | Director Identification Number (DIN): | 00057771 | | | | | | |
| 2. | Name (in full): | Ashok Kumar Sharma | | | | | | |
| 3. | Father's Name (in full): | Shri Jagan Nath Sharma | | | | | | |
| 4. | Address: | 704, Kalpana Tower, 3/16A, Vishnu Puri, Kanpur 208002 | | | | | | |
| 5. | E-mail id: | ashoksharma11@gmail.com | | | | | | |
| 6. | Mobile no./Phone no. | 9839068023 | | | | | | |
| 7. | Income-tax PAN | ABSPS6424M | | | | | | |
| 8. | Occupation: | Practicing Chartered Accountant | | | | | | |
| 9. | Date of birth: | 12.06.1951 | | | | | | |
| 10. | Nationality: | Indian | | | | | | |
| 11. | No. of Companies in which I am already a Director and out of such Companies in which I am a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager. | NIL | | | | | | |
| 12. | Particulars of Membership No. and Certificate of Practice No. if the Applicant is a Member of any Professional Institute. Specifically state NIL if none. | | | | | | | |
| | <table border="1"><thead><tr><th>Serial Number</th><th>Name of Professional Institute</th><th>Membership No./ Certificate of Practice No.</th></tr></thead><tbody><tr><td>1</td><td>The Institute of Chartered Accountants of India</td><td>070135</td></tr></tbody></table> | Serial Number | Name of Professional Institute | Membership No./ Certificate of Practice No. | 1 | The Institute of Chartered Accountants of India | 070135 | |
| Serial Number | Name of Professional Institute | Membership No./ Certificate of Practice No. | | | | | | |
| 1 | The Institute of Chartered Accountants of India | 070135 | | | | | | |



Declaration

i. I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

ii. I further declare that-

I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director.

Date:
Place: Kanpur

Signature.....
Name: Ashok Kumar Sharma

Attachments:

1. Proof of identity
2. Proof of residence

FORM DIR-8
Intimation by Directors
[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company:- L17229UP1994PLC017199

Nominal Capital Rs. 80,00,00,000/-

Paid-up Capital Rs. 77,26,83,000 /-

Name of the Company:- JK Cement Limited

Registered Office:- Kamla Tower, Kanpur 208001

To,
The Board of Directors,
JK Cement Limited
Kamla Tower,
Kanpur 208001

I, Ashok Kumar Sharma, Son of Late Shri Jagan Nath Sharma, Resident of 704, Kalpana Tower, 3/16A, Vishnu Puri, Kanpur 208002 hereby inform that I am/was the director in the following Companies during last three years:

| Serial Number | Name of Company | Date of Appointment | Date of Cessation |
|---------------|-----------------|---------------------|-------------------|
| NIL | | | |

I further confirm that: I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Or

I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director.

| SL NO. | Name of the Company | Date of Appointment | Date of Cessation |
|--------|---------------------|---------------------|-------------------|
| N.A. | | | |

I, further, confirm that I am not debarred or disqualified by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority from being appointed for continue as Director of the Companies.

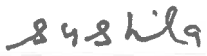
Date:
Place: Kanpur

Signature:.....
Name: Ashok Kumar Sharma

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Sushila Devi Singhania, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

| | |
|--------------|--|
| Signature: | <u>(x) </u> |
| Name: | <u>SUSHILA DEVI SINGHANIA</u> |
| Designation: | <u>CHAIRPERSON</u> |
| Address: | <u>GANGA KUTI, 11 CANTT, KANPUR</u> |
| Dated: | <u>03.04.2023</u> |
| Place: | <u>KANPUR</u> |

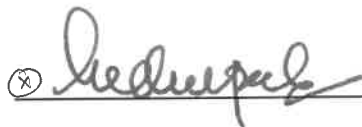
**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Nidhipati Singhania, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

NIDHIPATI SINGHANIA

Designation:

VICE CHAIRMAN

Address:

17, OAK DRIVE, DLF CHATTARPUR FARM,

NEW DELHI-110 074.

Dated:

04.04.2023

Place:

NEW DELHI

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Raghavpat Singhanian, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

RAGHAVPAT SINGHANIA

Designation:

MANAGING DIRECTOR

Address:

17- OAK DRIVE, DLF CHATTARPUR FARM,
NEW DELHI-110 074.

Dated:

04.04.2023

Place:

NEW DELHI

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Madhavkrishna Singhania, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

| | |
|--------------|---|
| Signature: | <u>⊗ Madhavkrishna/</u> |
| Name: | <u>MADHAVKRISHNA SINGHANIA</u> |
| Designation: | <u>DEPUTY MANAGING DIRECTOR & CEO</u> |
| Address: | <u>17- OAK DRIVE, DLF CHATTARPUR FARM,</u> <u>NEW DELHI-110 074.</u> |
| Dated: | <u>04.04.2023</u> |
| Place: | <u>NEW DELHI</u> |

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Sudhir Jalan, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

SUDHIR JALAN

Designation:

DIRECTOR

Address:

9, ALIPORE ROAD,

KOLKATA – 700 027

Dated:

05.04.2023

Place:

KOLKATA

**To be submitted by 7th April of each year*

CODE OF CONDUCT FOR BOARD MEMEBRS

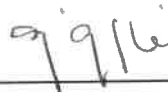
AND

MEMBERS OF THE SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT*

I, Ajay Narayan Jha, (DIN: 02270071) do solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cements Limited during the financial year ended 31st March, 2023.

Signature:



Name:

AJAY NARAYAN JHA

Designation:

DIRECTOR

Address:

FLAT 12A1, IMPERIAL COURT TOWER 3, JAYPEE
WISHTOWN,

SECTOR 128, NOIDA-201304, UTTAR PRADESH

Dated:

05.04.2023

Place:

NOIDA

*To be submitted by 7th April of each year.

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Ashok Kumar Sharma, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:

⊗ 

Name:

ASHOK KUMAR SHARMA

Designation:

DIRECTOR

Address:

704, KALPANA TOWER, 3/16-A,

VISHNUPURI, KANPUR- 208 002.

Dated:

05.04.2023

Place:

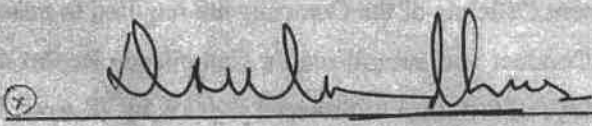
KANPUR

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Deepa Gopalan Wadhwa, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature: 
Name: DEEPA GOPALAN WADHWA
Designation: DIRECTOR
Address: N-35, PANCHSHEEL PARK, MALVIYA NAGAR
NEW DELHI-110017
Dated: 04.04.2023
Place: NEW DLEHI

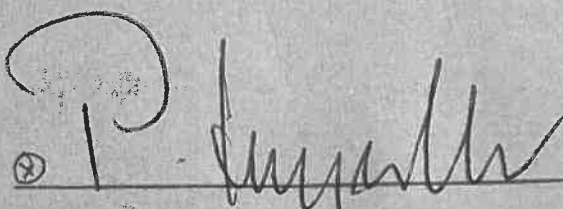
6/4/2023
**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Paul Heinz Hugentobler, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

PAUL HEINZ HUGENTOBLER

Designation:

DIRECTOR

Address:

ESCHEWEG 10, CH-8645, JONA, SWITZERLAND

Dated:

04.04.2023

Place:


SWITZERLAND

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT***

I, A. K. Saraogi, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.


| | |
|--------------|--|
| Signature: |  |
| Name: | <u>A. K. SARAOGI</u> |
| Designation: | <u>DEPUTY MANAGING DIRECTOR & CFO</u> |
| Address: | <u>2A/175, AZAD NAGAR, KANPUR</u> |
| Dated: | <u>04.04.2023</u> |
| Place: | <u>KANPUR</u> |

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT***

I, Ashok Sinha, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

| | |
|--------------|---|
| Signature: | <u> Ashok Sinha</u> |
| Name: | <u>ASHOK SINHA</u> |
| Designation: | <u>DIRECTOR</u> |
| Address: | <u>FLAT NO. A-2902, LODHA BELLISSIMO,</u> <u>N.M. JOSHI MARG, MUMBAI – 400 011.</u> |
| Dated: | <u>05.04.2023</u> |
| Place: | <u>MUMBAI</u> |

****To be submitted by 7th April of each year***

CODE OF CONDUCT FOR BOARD MEMBERS

AND

MEMBERS OF THE SENIOR MANAGEMENT

ANNUAL COMPLIANCE REPORT*

I, Saurabh Chandra, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

SAURABH CHANDRA

Designation:

DIRECTOR

Address:

A-9, SECTOR-30, NITHARI ROAD,

GAUTAM BUDH NAGAR, NOIDA – 201 301.

Dated:

05.04.2023

Place:

NOIDA

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Satish Kumar Kalra, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:



Name:

SATISH KUMAR KALRA

Designation:

DIRECTOR

Address:

H. NO. 54, SECTOR-5, URBAN ESTATE,

GURGAON-122 001

Dated:

04.04.2023

Place:

GURGAON

**To be submitted by 7th April of each year*

**CODE OF CONDUCT FOR BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT*

I, Mudit Aggarwal, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of J.K. Cement Limited, during the financial year ended 31st March, 2023.

Signature:

ⓧ Mudit Agg

Name:

MUDIT AGGARWAL

Designation:

DIRECTOR

Address:

DISCO COMPOUND, G. T. ROAD,

GHAZIABAD-201 001

Dated:

05.04.2023

Place:

GHAZIABAD

**To be submitted by 7th April of each year*

Place:

REGISTER OF CONTRACTS CONTRACTS AND BODIES ETC. IN

[PURSUANT TO SECTION 189(1) OF COMPANIES ACT, 2013 AND

A. Contracts or agreements with any related party under Section 188 or in which

| Date of Contract/Arrangement | Name of the Party with which Contract is entered into | Name of the Interested Director | Relation with Director/ Company/ Nature of Concern or Interest | Principal Terms and Conditions | Whether the Transaction is at Arm's Length Basis | Date of Approval at the Meeting of the Board |
|------------------------------|---|--|--|---------------------------------------|--|--|
| 2023-24 | J.K. Cement (Weston) Ltd. | Dr. Nidhipati Singhania Mrs. Sushila Dori Singhania Mr. Ajay Kr. Sarangi | Shareholder - 49% Shareholder - 24% Shareholder | For Mining lease in MP/Karnataka | Yes | 27-5-23 |
| 2023-24 | J.K. Cement Works (Fujairah) FZC | Dr. Ragharpat Singhania Mr. Madhankrishna Singhania Mr. Ajay Kr. Sarangi | Director Director Director | Purchase of White Cement | Yes | 27-5-23 |
| 2023-24 | J.K. Cement Works (Fujairah) FZC | Dr. Ragharpat Singhania Mr. Madhankrishna Singhania Mr. Ajay Kr. Sarangi | Director Director Director | Commission for export of white cement | Yes | 27-5-23 |

B. Name of the bodies corporate, firms or other association of individuals as mentioned

[illegible]

**WITH RELATED PARTY AND
WHICH DIRECTORS ARE INTERESTED**

RULE 16(1) OF COMPANIES (MEETINGS OF BOARD & ITS POWERS) RULES, 2014]

any director is concerned or interested under sub-section (2) of Section 184

[illegible]

under sub-section (1) of Section 184, in which any director is having any concern or interest

[illegible]

Date :

Place :

[PURSUANT TO SECTION 189(1) OF COMPANIES ACT, 2013 AND

| Date of Contract/ Arrangement | Name of the Party with which Contract is entered into | Name of the Interested Director | Relation with Director/ Company/ Nature of Concern or Interest | Principal Terms and Conditions | Whether the Transaction is at Arm's Length Basis | Date of Approval at the Meeting of the Board |
|----------------------------------|---|---|--|--|---|---|
| 2023-24 | J.K. Maxx Paints Ltd. | Dr. Ragharpat Singhania Dr. Nidhipati Singhania Mr. Madharkrishna Singhania Mr. Ajay Kr. Sarangi Mr. Ashok Kr. Sharma | Director | 1) For expansion of Paint Business, Investment up to Rs. 600 Crs. approved by Board on 5-3-22 | Yes | 27-5-2023 |
| 2023-24 | - do - | - do - | | 2) Purchase of Paints for Trading Purpose. | Yes | 27-5-2023 |
| 2023-24 | - do - | - do - | | 3) Service charges for using Platform of J.K. Cement Ltd. | Yes | 27-5-2023 |
| 2023-24 | Yashu International Ltd. | Dr. Nidhipati Singhania Mrs. Sushila Devi Singhania Dr. Ragharpat Singhania Mr. Madharkrishna Singhania Mr. Ajay Kr. Sarangi | Director | Long Term Lease Rent | Yes | 27-5-2023 |

[illegible]

RULE 16(1) OF COMPANIES (MEETINGS OF BOARD & ITS POWERS) RULES, 2014]

[illegible][illegible]

Place :

[PURSUANT TO SECTION 189(1) OF COMPANIES ACT, 2013 AND

| Date of Contract/ Arrangement | Name of the Party with which Contract is entered into | Name of the Interested Director | Relation with Director/ Company/ Nature of Concern or Interest | Principal Terms and Conditions | Whether the Transaction is at Arm's Length Basis | Date of Approval at the Meeting of the Board |
|----------------------------------|--|------------------------------------|--|---|---|---|
| 2023-24 | J.K. Cement Employees Gratuity Fund | - | Trustee | Contribution towards Gratuity of Employees | Yes | 27-5-23 |
| 2023-24 | Smt. Sushila Devi Singhania | - | Director | Rent of Kaula Tower & J.K. Kothi | Yes | 27-5-23 |
| 2023-24 | Smt. Kalpana Singhania | - | Mother of Dr. Nidhipati Singhania | Rent of Kaula Tower & J.K. Kothi | Yes | 27-5-23 |
| 2023-24 | Dr. Nidhipati Singhania | Self | Director | Rent of Kaula Tower & J.K. Kothi | Yes | 27-5-23 |
| 2023-24 | J.K. Cement Nimbahera Foundation/Sir Padampat Singhania University | - | Trustee | Donation to meet operation/ Capital Expenditure | Yes | 27-5-23 |

[illegible]

RULE 16(1) OF COMPANIES (MEETINGS OF BOARD & ITS POWERS) RULES, 2014]



| Details of Voting on such Resolution | | | | Date of the Next Meeting at which Register was Placed for Signature | Reference of Specific Items – (a) to (g) under sub-section (1) of Section 188 | Amount of Contract or Arrangement. | Date of Share Holders Approval if any | Signature | Remarks, if any |
|---|----------------------------|--------------------------|-----------------------------|---|---|------------------------------------|---------------------------------------|-----------|-----------------|
| No. of Directors Present in the Meeting | Directors Voting in Favour | Directors Voting Against | Directors Remaining Neutral | | | | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 10 Cr. | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 10 Lakh | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 10 Lakh | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 10 Lakh | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 15 Cr. | | | |

[illegible]

Place :

[PURSUANT TO SECTION 189(1) OF COMPANIES ACT, 2013 AND

A. Contracts or agreements with any related party under Section 188 or in which

| Date of Contract/ Arrangement | Name of the Party with which Contract is entered into | Name of the Interested Director | Relation with Director/ Company/ Nature of Concern or Interest | Principal Terms and Conditions | Whether the Transaction is at Arm's Length Basis | Date of Approval at the Meeting of the Board |
|----------------------------------|---|---|--|--|---|--|
| 2023-24 | Shri Yashupati Singhania Vocational Education Foundation. | - | Trustee | Donation | Yes | 27-5-23 |
| 2023-24 | Kailashpat Singhania Public School, Nimrahua | - | Trustee | Donation for Short fall in running School | Yes | 27-5-23 |
| 2023-24 | LKSEC, Gotan | - | Trustee | -do- | Yes | 27-5-23 |
| 2023-24 | J.K. Cement Works (Fujairah) FZC | Dr. Raghuraj Singhania Mr. Ajay Kr. Sarangi Mr. Madhankishna Singhania | } Director | To meet Capital Exps. for laying of Gas Pipeline | Yes | 27-5-23 |
| 2023-24 | Group Capital Power Corp. 1) F.P. Cement Ltd. 2) Clean Max Enviro Energy Solution Pvt. Ltd. 3) Clean Max Mathura Pvt. Ltd. 4) Nay Energy Pvt. Ltd. | Associate Companies J.K. Cement Ltd Holding Stake 26% | JKCL holding Shares 26%. | Long-term Power Purchase Agreement for Green Power (Solar/Wind) for Various Units of the Companies. | Yes | 27-5-23 |






B. Name of the bodies corporate, firms or other association of individuals as mentioned

[illegible]

RULE 16(1) OF COMPANIES (MEETINGS OF BOARD & ITS POWERS) RULES, 2014]



any director is concerned or interested under sub-section (2) of Section 184

| Details of Voting on such Resolution | | | | Date of the Next Meeting at which Register was Placed for Signature | Reference of Specific Items – (a) to (g) under sub-section (1) of Section 188 | Amount of Contract or Arrangement. | Date of Share Holders Approval if any | Signature | Remarks, if any |
|---|----------------------------|--------------------------|-----------------------------|---|---|------------------------------------|---------------------------------------|---|-----------------|
| No. of Directors Present in the Meeting | Directors Voting in Favour | Directors Voting Against | Directors Remaining Neutral | | | | | | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 2 Cr. | |  | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 75 Lakhs | |  | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 50 Lakhs | |  | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 25 Cr. | |  | |
| 14 | 14 | 0 | 0 | 05-06-2023 | | Rs. 100 Cr. | |  | |

under sub-section (1) of Section 184, in which any director is having any concern or interest

[illegible]

Date :

Place :

JKCL/35/SE/2023-24

6th April, 2023

| | |
|--|--|
| BSE Ltd. Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code:532644 (ISIN.INE 823G01014) Through: BSE Listing Centre | National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Scrip Code: JKCEMENT (ISIN.INE 823G01014) Through: NEAPS |
|--|--|

Dear Sir/Ma'am,

Sub: Outcome of resolution passed through Circulation


In compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that notice containing the following three items were moved/ circulated amongst the Directors. The Directors unanimously approved/ passed/ assented/ consented on all the three resolutions. Hence on 06.04.2023 following resolutions stood passed unanimously:-

1. To consider and approve the Postal Ballot Notice (including Remote E-Voting) for seeking members' approval for appointment of Mr. Ashok Kumar Sharma (DIN: 00057771) as a Non-Executive Independent Director of the Company w.e.f. 01.04.2023 for 5 years.
2. Appointment of Mr. S.K. Gupta, Practicing Company Secretary (FCS No. 2589) and Ms. Divya Saxena, Practicing Company Secretary (F.C.S-5639), as the Scrutinizer and Alternate Scrutinizer respectively for conducting the Postal Ballot and e-voting process.
3. Consider appointment of National Securities Depository Limited. ("NSDL") to provide the service of E-voting Facility for Postal Ballot.

We are enclosing herewith copy of Postal Ballot Notice. You are requested to take the aforesaid information on record and oblige.

Yours faithfully,

For J.K. Cement Ltd.


Shambhu Singh

Vice President (Legal) & Company Secretary
FCS 5836

SHAMBHU SINGH Digitally signed by
SHAMBHU SINGH
Date: 2023.04.06
21:51:31 +05'30'

Encl: As above



Corporate Office

Padam Tower, 19 DDA Community Centre
Okhla, Phase - 1, New Delhi - 110020, India
+011-49220000
admin.padamtower@jkcement.com
www.jkcement.com

**JK SUPER
CEMENT**
BUILD SAFE

Manufacturing Units at :
Nimbahera, Mangrol, Gotan (Rajasthan) | Muddapur (Karnataka)
Jharli (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)

JK CEMENT
WallMaxX
White Cement Wall Putty



Voting Stats on- Saturday, April 08, 2023, at 9:00 a.m.
Voting Ends on- Sunday, May 7, 2023, at 5:00 p.m.



(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 to the Members of J.K. Cement Limited ("the Company") that pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), read with applicable circulars under the Act and SEBI Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby seeks your approval for the Special Resolution appended below for appointment of Mr. Ashok Kumar Sharma (DIN: 00057771), as Non-Executive Independent Director of the Company through the postal ballot process ("Postal Ballot") only by way of remote e-voting ("e-voting").

The Proposed Resolution and Explanatory Statement as required under section 102(1) pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("Notice" or "Postal Ballot Notice").

In compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote form part of the 'Notes' to this Notice.

The Company has, in compliance with Rule 22(5) of the

Rules, appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS No.2589) and Ms. Divya Saxena Practicing Company Secretaries (FCS No. 5639), as the Scrutinizer and the alternate Scrutinizer respectively ("Scrutinizer") for conducting the Postal Ballot / E-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with NSDL Database Management Limited ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, 7th day of May, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Upon the completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Company Secretary of the Company as authorised by the Board of Directors of the Company and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. 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 NSDL www.evoting.nsdl.com. The result will simultaneously be communicated to the Stock Exchanges.

In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the last date of e-voting, i.e. Sunday, 7th day of May, 2023 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.



SPECIAL BUSINESS :

TO APPOINT MR. ASHOK KUMAR SHARMA (DIN: 00057771) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of Regulation of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and pursuant to the Article 96 of the Articles of Association of the Company, Mr. Ashok Kumar Sharma (DIN:00057771) who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from 1st April, 2023 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and being eligible for appointment, submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (five) years commencing from 1st April, 2023 till 31st March, 2028 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions of the Act and rules made thereunder, consent of the company be and is hereby accorded for continuation of Directorship of Mr. Ashok Kumar Sharma as Non-Executive Independent Director on the Board of the Company notwithstanding his attaining age of 75 (Seventy Five) years on 12th June, 2026 during the tenure of his appointment.”

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

By Order of the Board

Date : 06.04.2023

For J.K. Cement Limited

Place: Kanpur

Shambhu Singh

Vice President (Legal) &

Company Secretary

ICSI Membership No. FCS 5836

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Act, 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 in accordance with the provisions of the Act, Listing Regulations and MCA Circulars.
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 NSDL www.evoting.nsdl.com 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, website of RTA, i.e. www.ndml.in and on the website of NSDL i.e. www.evoting.nsdl.com
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on 31st March, 2023 (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. 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) 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 (Name of NSDL Official) Registrar and Share Transfer Agent, at the email id- evoting@nsdl.co.in or Mr. Shambhu Singh, Vice President (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 at evoting@nsdl.co.in

(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, NSDL Database Management Limited 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, NSDL Database Management Limited 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. 7th May, 2023 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 7th May, 2023 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 9th May, 2023 by 5 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 9th May, 2023 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 NSDL www.evoting.nsdl.com and shall simultaneously be forwarded to the Stock Exchange.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Types of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |



| | |
|--|--|
| | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by

clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skgds1965@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (shambhu.singh@jkcement.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (shambhu.singh@jkcement.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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) sets out all material facts relating to special business mentioned in the Notice of the Postal Ballot dated 6th April, 2023

ITEM NO.1

Mr. Ashok Kumar Sharma, 71 years, is a Fellow member of the Institute of Chartered Accountants of India, a Law Graduate, a Commerce Graduate and have done Forensic Accounting & Fraud Detection Certificate (FAFD) issued by Institute of Chartered Accountants of India (ICAI). He is presently the Senior Partner of M/s. J. N. Sharma & Co. Chartered Accountants and has 46 years of experience in carrying out audit of various large corporates both in public sector as well as in private sector. He is on the panel of Review Board (QRB) and Financial Reporting Review Board of ICAI. He delivered and addressed many Lectures in various seminars organized by the ICAI, Institute of Company Secretaries of India (ICSI), Institute of Cost Accountants of India, Institute of Internal Auditors of India, Institute of Productivity & Management, Kanpur Chartered Accountants Society, Merchants' Chamber of Uttar Pradesh and Kanpur Management Association on many professional subjects such as Bank Audits, Accounting Standards, Company Law, Corporate Governance, etc.

In view of above, the Nomination & Remuneration Committee and Board of Directors of the Company is of the view that Mr. Ashok Kumar Sharma (DIN: 00057771) possesses the requisite skills and capabilities which would be of substantial benefit to the Company and hence, has recommended his appointment in respective meetings held by circulation on Monday, 27th March, 2023, the appointment of Mr. Ashok Kumar Sharma [DIN: 00057771] as a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 (five) with effect from 1st April, 2023 to 31st March, 2028.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI Listing Regulation, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Ashok Kumar Sharma as Non-Executive Independent Director of the Company.

Mr. Ashok Kumar Sharma fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures/ declarations from Mr. Ashok Kumar. Sharma including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("Appointment Rules"), (ii) intimation in Form DIR-8 in

terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act read with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

In accordance with sub-regulation (1A) of Regulation 17 of the SEBI Listing Regulations inserted by Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special resolution is passed to that effect. Mr. Ashok Kumar Sharma will attain the age of 75 (Seventy Five) years on 12th June, 2026, therefore, his continuance of office after attaining the age of 75 years would require approval of the Members by way of Special Resolution.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate Mr. Ashok Kumar Sharma for the office of Independent Director.

Mr. Ashok Kumar Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as Director on the Board of the Company.

Mr. Ashok Kumar Sharma is not related to any Director or any other Key Managerial Personal of the Company.

The statements pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2 are given under title Annexure in this Notice.

Except Mr. Ashok Kumar Sharma, 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

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

Details of the appointing director pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings:

| | |
|--|--|
| Name of Director | Mr. Ashok Kumar Sharma |
| Age | 71 |
| Date of Birth | 12 th June, 1951 |
| Nationality | Indian |
| Date of Appointment on the Board | 1 st April, 2023 |
| Qualification | FCA, LLB and Forensic Accounting & Fraud Detection Certificate (FAFD) issued by ICAI |
| Terms of Appointment | Five years effective from 1 st April, 2023 |
| Nature of expertise in specific functional areas | Finance |
| Inter-se relationships with directors and key managerial personnel - | Nil |





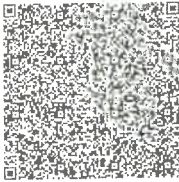
INDIA NON JUDICIAL

Government of Uttar Pradesh

e-Stamp



Certificate No. : IN-UP10369785222955V
Certificate Issued Date : 17-May-2023 02:33 PM
Account Reference : SHCIL (FI)/upshcil01/ KANPUR/ UP-KNP
Unique Doc. Reference : SUBIN-UPUPSHCIL0115208237528599V
Purchased by : J K CEMENT LIMITED
Description of Document : Article 5 Agreement or Memorandum of an agreement
Property Description : FOR AGREEMENT
Consideration Price (Rs.) :
First Party : J K CEMENT LIMITED
Second Party : NA
Stamp Duty Paid By : J K CEMENT LIMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



CONSULTING AGREEMENT

THIS CONSULTING AGREEMENT made this _____ day of July, 2023

BETWEEN

J.K.Cement Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Kamla Tower, Kanpur – 208 001 hereinafter called "**the Company**" (which expression shall, unless repugnant to the context or meaning thereof, include its successors) represented by Mr. A.K.Saraogi, Deputy Managing Director & CFO of the one part

AND

Statutory Alert:

1. The authenticity of the Stamp certificate should be verified at www.shdlesstamp.com or using e-Stamp Mobile App of Shdles Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The cost of procuring the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

Mr. Paul Heinz Hugentobler, aged about 74 years son of Late Paul Heinz, Swiss Inhabitant residing at **42, Dalvey Road, Singapore – 259 448** (hereinafter called "the Director") of the Other Part:

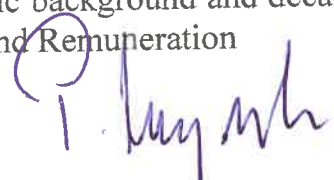
WHEREAS

A. In India the Company has six grey cement manufacturing units viz. J.K.Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J.K.Cement Works, Gotan all in the State of Rajasthan, J.K.Cement Works, Jharli in the State of Haryana, J.K.Cement Works, Muddapur, in the State of Karnataka, JK Cement Works, Aligarh, in the state of Uttar Pradesh and JK Cement Works, Balasinor, Gujrat State. Besides, the Company has white cement/white cement based wall putty manufacturing unit in Rajasthan viz. J.K.White Cement Works, Gotan and in Madhya Pradesh viz. J.K.White, Katni. Besides the Company's Wholly owned subsidiary M/s. Jaykaycem (Central) Ltd has undertaken a green field grey cement manufacturing unit in Panna, Madhya Pradesh.

B. Mr. Paul Heinz Hugentobler has been acting as a Director in the Board of the Company ('the Director').

C. The Director is B.Sc. in Civil Engineering from Swiss Federal Institute of Technology, Zurich, Lic. Oec. HSG from Graduate School of Economics and Business of St. Gallen and completed International Senior Management Program from Harvard Business School.

D. The Director has started his carrier in 1976 as Project Manager, Nuclear power plant and earthquake engineering, Basler + Hofmann, Engineering and Planning Ltd., Zurich, in 1999 he joined Siam City Cement Public Company Limited, Bangkok as Managing Director and Chairman of Executive Committee and undertaken the assignment for group's financial and operational restructuring. In 1994 he joined Holcim Ltd as Senior Vice President and Area Manager Far East and India and in 2001 elevated to Member of the Holcim Executive Committee made responsible for South Asia and South East Asia. He brings with him rich experience of World's No.1 cement Company. Looking into the academic background and decades of cement industry background, the Nomination and Remuneration



-: 3 :-

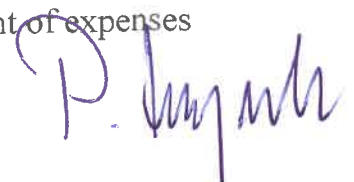
Committee in its meeting held on 26.5.2023 approved availing of professional services of the Director. The area of professional services includes expert advices to transform the Company across all functions to compete in more competitive market. This involves changes in structures, key management positions, introduction of new ways of running plants, markets, support functions and bring new blood on board. This would involve extensive travel by Mr. Hugentobler from Zurich or Bangkok or Singapore to Delhi or Kanpur or Fujairah, UAE or any other aforesaid plant of the Company.

E. Looking into the academic background and decades of cement industry background, the Nomination and Remuneration Committee in its meeting held on 26.5.2023 approved availing of professional services of the Director. Based on the recommendation of Nomination and Remuneration Committee the Board of Directors of the Company (hereinafter referred as "Board") at the meeting held on 26.5.2023 approved/consented to the engagement for 1(one) year w.e.f. 1.10.2023 at a payment of US\$ 150,000 per annum net of Taxes applicable in India payable US\$ 37,500 per quarter to Mr. Paul Heinz Hugentobler, a Non Executive Non Independent Director of the Company and reimbursement of expenses incurred on travel, boarding and allowances either directly or by way of reimbursement in connection with the professional advisory services rendered by him to the Company.

F. The parties hereto are desirous of entering into an Agreement being these presents to set out the terms and conditions of appointment of the Director as hereinafter contained.

NOW IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

1. That the engagement would be for 1(one) year with effect from 1st October, 2023 and in consideration the Company shall (in addition to sitting fee and commission payable to other Non Executive Directors) make payment of US\$ 150,000 per annum net of Taxes applicable in India payable US\$ 37,500 per quarter to the Director and reimbursement of expenses



incurred on travel, boarding and allowances either directly or by way of reimbursement in connection with the advisory services rendered by him to the Company in pursuance this Agreement including expert advices to transform the Company across all functions to compete in an ever more competitive market. This involves changes in structures, key management positions, introduction of new ways of running plants, markets, support functions and bring new blood on board.

2. That during the continuance of this Agreement, the Director shall utilise his best endeavour in promoting the interests of the Company and shall attend to all the assignment(s) at proper times during the tenure of his association with the Company.

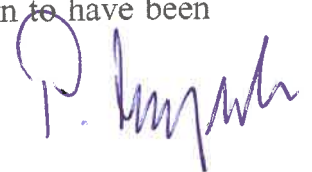
3. The Director shall be reporting to Board of Directors and/or Managing Director of the Company and for that purposes he shall exercise such powers and duties as the Board may from time to time determine impose upon him.

4. The Director shall undertake such travelling in and outside India as may be necessary in the interest of the Company's business or as may from time to time be required in consultation with the Managing Director in connection with or in relation to the business of the Company.

5. The Director shall comply with all the policies, rules and regulations of the Company from time to time in force.

6. The Director shall not divulge any trade secret of the Company during or after the tenure of your engagement with the Company.

7. The parties hereto unequivocally declare that this is merely an arrangement to avail professional services and no employer employee relation and/or any other relation has been conferred upon nor the parties hereto have any intention to do so. This shall always be taken to have been admitted by the parties hereto.



- : 5 : -

8. Either party may by ninety days' prior notice in writing may terminate this agreement.

IN WITNESS WHEREOF the parties hereto have executed these presents the day and year first hereinabove written.

SIGNED AND DELIVERED by Mr. A.K.Saraogi
Deputy Managing Director & CFO for J.K.Cement Ltd.


SIGNED AND DELIVERED by the
withinnamed Mr. Paul Heinz Hugentobler

AJAY
KUMAR
SARAOGI

Digitally signed
by AJAY KUMAR
SARAOGI
Date: 2023.07.21
16:39:06 +05'30'

Witnesses:

1. 

2. 

10th July, 2023The Board of Directors
J K Cement Ltd.**Certificate of Compliance**

I checked/verified and based on that certify –

- That for the period from **01.04.2023 to 30.06.2023** there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J K White Cement Works, Gotan with respect to matters dealt with by Gotan Plant.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the abovementioned acts have been carried out with the competent authority or their authorised representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.
- That all measures have been initiated for safety and security of the workers/employees at plants/mines and no notice or any other communication has been received in this regard from regulatory/implementing authorities during the quarter.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,

Name: Anirudh Dani
Designation: Manufacturing Head
J K White Cement Works
(A Unit of J K Cement Ltd)
Gotan, Nagaur, Rajasthan.

Corporate Office

Padam Tower, 19 DDA Community Centre
Okhla, Phase - 1, New Delhi - 110020, India
+011-49220000
admin.padamtower@jkcement.com
www.jkcement.com

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J K White Cement Works Gotan

Quarterly Safety Status Report (1st Quarter - April 23 to June 23)

| # | Parameters | Status |
|---|---|--------|
| 1 | No. of Safety Training Conducted. | 49 |
| 2 | Any Fatal Accident. | 0 |
| 3 | No. of Reportable Accident to Factory & Boilers department Rajasthan. | 0 |
| 4 | No. of Emergency Drill Conducted. | 0 |

Note: We are providing job specific Personal Protective Equipment's to Work Force & Conducting Job Specific Risk Assessment based on SOP.


03/07/2023



10th July, 2023

The Board of Directors
J K Cement Ltd.


Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from **01.04.2023 to 30.06.2023** there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J K Cement Works, Gotan with respect to matters dealt with by Gotan Plant.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the abovementioned acts have been carried out with the competent authority or their authorised representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.
- That all measures have been initiated for safety and security of the workers/employees at plants/mines and no notice or any other communication has been received in this regard from regulatory/implementing authorities during the quarter.

For the period from **01.04.2023 to 30.06.2023** this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,


Name: Anirudh Dani
Designation: Manufacturing Head
J K Cement Works
(A Unit of J K Cement Ltd)
Gotan, Nagaur, Rajasthan.

**Corporate Office**

- Padam Tower, 19 DDA Community Centre Okhla, Phase - 1, New Delhi - 110020, India
- +011-49220000
- admin.padamtower@jkcement.com
- www.jkcement.com

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Jharli (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)




Registered Office : Kamla Tower, Kanpur-208001, U.P., India. ☎ +91-512-2371478 to 85 ☎ 91-512-2399854 🌐 www.jkcement.com

JK Cement Works Gotan

Quarterly Safety Status Report (1st Quarter - April 23 to June 23)

| # | Parameters | Status |
|---|---|--------|
| 1 | No. of Safety Training Conducted. | 30 |
| 2 | Any Fatal Accident. | 0 |
| 3 | No. of Reportable Accident to Factory & Boilers department Rajasthan. | 0 |
| 4 | No. of Emergency Drill Conducted. | 1 |

Note: We are providing job specific Personal Protective Equipment's to Work Force & Conducting Job Specific Risk Assessment based on SOP.


03/07/2023



NBH/AC-73/

The Board of Directors
J.K. Cement Ltd.

Date: 1-07-2023

Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from 01.04.2023 to 30.06.2023 there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J.K. Cement Works, Nimbahera.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the above mentioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,



R.B.M. Tripathi

President (O) & Unit Head



Corporate Office

Padam Tower, 19 DDA Community Centre
Okhla, Phase - 1, New Delhi - 110020, India
+011-49220000
admin.padamtower@jkcement.com
www.jkcement.com

**JK SUPER
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Manufacturing Units at :
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Jharli (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)

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White Cement Wall Putty

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MGRL/AC-73/

The Board of Directors
J.K. Cement Ltd.

Date: 01-07-2023

Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from 01.04.2023 to 30.06.2023 there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J.K. Cement Works, Mangrol.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the above mentioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,



R.B.M. Tripathi

President (O) & Unit Head



Corporate Office

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- +011-49220000
- admin.padamtower@jkcement.com
- www.jkcement.com

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CEMENT**
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Jharia (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)**JK CEMENT
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J. K. POWER

(Unit of J. K. Cement Ltd.)

CIN L17229UP1994PLC017199
website, www.jkcement.com

Phone : +91 - 1472 - 220411

Fax : +91 - 1472 - 220534

Works : VILLAGE BAMANIA

SHAMBHUPURA - 312612

DISTT. CHITTORGARH (RAJ.)

NBH/AC-73/

The Board of Directors
J.K. Cement Ltd.

Date: 01-07-2023

Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from 01.04.2023 to 30.06.2023 there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J.K. Power, Bamania.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the above mentioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,

R.B.M. Tripathi

President (O) & Unit Head



Administrative & Registered Office : Kamla Tower, Kanpur-208 001 (U.P.) INDIA

Phone : +91 - 512-2371478 to 81 Fax : +91 - 512-2399854

E-mail : admin@jkcements.com Website : www.jk-white.com

To,
The Board of Directors,
J K CEMENT LTD

Date: 04/07/2023

Certificate of Compliance

I checked / verified and based on that certify -

- That for the period from 01.04.2023 to 30.06.2023 there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J.K. Cement Works, Muddapur.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the above mentioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these Compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from **01.04.2023 to 30.06.2023** this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

For J.K. Cement Works, Muddapur
(Unit: J.K. Cement Ltd.)


U.S. CHOUDHARY
(Unit Head)

Corporate Office

- Prism Tower 5th Floor, Ninaniya Estate Gwal Pahari, Gurugram - 122102, Haryana, INDIA
- +0124-6919000
- admin.prismt@jkcement.com
- www.jkcement.com

**JK SUPER
CEMENT**
BUILD SAFE

Manufacturing Units at :
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Jharli (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)

JK CEMENT
WallMaxX
White Cement Wall Putty



Dated – 7th July 2023

The Board of Directors
J. K. Cement Ltd.

Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from 01.04.2023 to 30.06.2023 there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State or Local authorities as applicable to J. K. Cement Works, Jharli.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the abovementioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,



Name : SAMEER KUMAR PUJARI

Designation : Unit Head

Corporate Office

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

☎ +011-49220000

📧 admin.padamtower@jkcement.com

🌐 www.jkcement.com

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Manufacturing Units at :

Nimbahera, Mangrol, Gotan (Rajasthan) | Muddapur (Karnataka)
Jharli (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)



BAL/AC-1/

The Board of Directors
J.K. Cement Ltd.

Date: 14-07-2023

Certificate of Compliance

I checked/verified and based on that certify –

- That for the period from **01.04.2023 to 30.06.2023** there has been due compliance with all laws, orders, regulations, rules and other requirements of various statutes, whether Central, State of Local authorities as applicable to J.K. Cement Works, Balasinor.
- That no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Acts and Rules.
- That all wherever applicable filings/reporting under the above mentioned acts have been carried out with the competent authority or their authorized representative under the respective laws.
- That there were no defaults except for what is disclosed while carrying out these compliances, which would entail applicability of penal provisions to the Company and/or Directors.

For the period from 01.04.2023 to 30.06.2023 this Certificate is given by the undersigned with the full knowledge that on its faith and strength full reliance is placed by the Board of Directors of the Company.

Thanking you,

For J.K.Cement Works , Balasinor
(A Unit of J.K.Cement Ltd)
Gopal Gupta

Unit Head

Corporate Office

Prism Tower, 5th Floor, Ninaniya Estate,
Gwal Pahari, Gurugram - 122102, Haryana
+0124-6919000
admin.prismt@jkcement.com
www.jkcement.com
CIN: L17229UP1994PLC017199

**JK SUPER
CEMENT**
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Jharli (Haryana) | Katni, Panna (M.P.) | Aligarh, Hamirpur (U.P.)
Balasinor (Gujarat) | FujairahJKcement
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White Cement Based Putty

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